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Philip Hamilt

LAST WILL

OF

HAIG BERBERIAN

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Titchell, Maltzman, Mark, Bass, Ohleyer & Mishel
A Professional Corporation
650 California Street, 29th Floor
San Francisco, California 94108
(415) 392-5600

Will admitted
NOV 09 1987
Dept 2

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LAST WILL

OF

HAIG BERBERIAN

I, HAIG BERBERIAN, a resident of the County of Stanislaus, State of California, declare this to be my Last Will and revoke all previous wills and codicils I may have made.

FIRST: I am married to ISABEL BERBERIAN, who is referred to in this Will as "my wife". I have one child whose name is DIANNE BERBERIAN GAZARIAN ("my daughter"). I have had no children who are deceased and survived by descendants.

SECOND: I nominate my daughter to serve as Executor of my Will. My daughter shall have the power to designate the immediate and all subsequent successor Executors to serve if she or any successor to her is or becomes unwilling or unable to serve. If no designated successor is willing and able to serve or if no designation is made, I nominate ARNOLD GAZARIAN as successor Executor.

My Executor may appoint a bank to serve as co-Executor. All successor Executors shall have the same powers and authority as the original Executor. No bond shall be required of any sole or co-Executor. As used in this Will, unless the context clearly indicates otherwise, the term "Executor" shall include any person representing my estate and shall include the plural and all genders as appropriate.

I direct that my Executor, while administering my estate, shall have the following powers in addition to all others conferred by law.

A. To sell, dispose of, encumber, or lease any property in my estate with or without notice, either publicly or privately, in the manner and on the terms that my Executor deems best. If my wife or my daughter is acting as an Executor of my estate, my wife or my daughter shall have the power to buy assets of my estate, to exchange assets for those of my estate, or to otherwise self-deal as long as any such transaction is for full and adequate consideration.

B. To partition and allot my estate in prorated shares or in undivided interests or otherwise and to distribute all or any part of it in cash or in kind or partly in both as my Executor, in her discretion, decides.

C. To hold, for as long as my Executor deems advisable and at my estate's risk rather than my Executor's, any and all property that I may own at the time of my death.

D. To invest and reinvest any money in my estate and to buy or otherwise acquire every kind of property and to make every kind of in-

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vestment, specifically including but not limited to interest-bearing accounts; corporate obligations of every kind; stocks, preferred or common, including stock of any corporate Executor; mortgage participations; shares of investment trusts; investment companies; mutual funds; common trust funds including funds administered by any Executor; general partnerships; limited partnerships (as either a general or limited partner); joint ventures; and unincorporated business enterprises.

E. To settle and compromise claims either in favor of or against my estate whenever and however he deems proper; to give full receipts and discharges; and to perform all other acts necessary or incidental to such settlements.

F. To continue to operate and retain an interest in each and every business that I am operating or I own at the time of my death.

G. To have all the rights, powers, and privileges of an owner with respect to bonds, shares of stock, and other securities in my estate, including but not limited to the power to give proxies, vote, and pay costs, assessments, and other sums deemed expedient by my Executor for protecting the interests of my estate; to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, and liquidations and, in connection with such participation, to deposit securities with and transfer title to any protective or other committee on terms my Executor deems advisable; to exercise or to sell stock subscriptions or conversion rights; to accept and receive, for the benefit of my estate, any securities or other property received through exercising any of the foregoing powers.

H. To make adjustments in the rights of any beneficiary or their principal or income accounts to compensate for the consequences of any tax decision or election or of any investment or administrative decision that my Executor believes has had the effect, directly or indirectly, of preferring one or more beneficiaries over any others.

I. To select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as estate tax or income tax deductions in determining the Federal estate tax and income tax liabilities of my estate.

J. To file joint income tax returns if permitted by law and pay all or part of any taxes due on such returns as my Executor deems proper and to pay any additional amount owing from any joint income tax returns I have filed, without collecting any part of any such amount from the other party to those returns.

THIRD: In any instance in which my wife and I have taken title to property or to undivided interests in it as joint tenants with rights of survivorship we did so for convenience only. Such property came from community property sources, and we did not intend to change its character when we took title as joint tenants. We agree that all property interests held in

joint tenancy shall constitute and continue to be community property in accordance with their source and that we each have the right of testamentary disposition over our individual interests.

FOURTH: I intend by this Will to dispose of any separate property I own and my share of our community property. I confirm to my wife her share of our community property. I specifically refrain from exercising any power of appointment that I may have at the time of my death.

FIFTH: I have not entered into any contracts either to make or not to revoke wills.

SIXTH: I give the residue of my estate to the acting Trustee of the HAIG AND ISABEL BERBERIAN REVOCABLE TRUST created by me and my wife by an agreement dated October 28, 1983, as amended and restated by an agreement of the same date as this Will, to be added to and administered as part of that trust according to its terms and those of any amendments made to it before my death. If for any reason the instructions of the preceding sentence are invalid or cannot be carried out, or if the HAIG AND ISABEL BERBERIAN REVOCABLE TRUST has failed or been revoked, then I give the residue of my estate on the same terms and conditions as those stated in the agreement creating the HAIG AND ISABEL BERBERIAN REVOCABLE TRUST, including any amendments thereto made before my death, and for this purpose I incorporate by reference the provisions of that agreement into this Will.

SEVENTH: I direct that all expenses of my last illness and funeral, all expenses of administering my estate, all expenses of safekeeping or packing any specifically bequeathed tangible personal property or transporting it to its recipient, and all inheritance, estate, or other death taxes (excluding any additional tax imposed by Section 2032A of the Internal Revenue Code of 1954, as amended, and any generation-skipping transfer tax) attributable to my probate estate or any portion of it because of my death shall be paid in accordance with the provisions of the HAIG AND ISABEL BERBERIAN REVOCABLE TRUST referred to in Article SIXTH of this Will. However, amounts directed to be paid by the Trustee, but certified by the Trustee as exceeding the principal out of which the Trustee is directed to provide for payment, shall be paid by my Executor. Any such amount payable by my Executor shall be charged generally against the principal of my residuary estate without seeking reimbursement or recovery from any person. No such expenses or taxes shall be paid from amounts otherwise excluded from my gross estate. My Executor shall enforce all rights to reimbursement for or recovery of, and provide for payment of, any death taxes attributable to property in which I have a qualifying income interest for life or over which I have a power of appointment.

EIGHTH: If my wife and I should die simultaneously or under circumstances that make it difficult or impossible to determine who died first, my wife shall conclusively be presumed to have died before me for purposes of this Will.

NINTH: I have omitted intentionally and with full knowledge any of my heirs for whom this Will fails to provide.

TENTH: If any person or representative of a person either attempts or voluntarily aids another's attempt to contest this Will or otherwise frustrate any of its intentions, or to impose a constructive trust on any property I own wholly or partly when I die, I specifically disinherit each such person and direct that all property I had left to him be instead added proportionately to the shares of my estate left to all others. If everyone for whom this Will provides participates in an attempt to contest or frustrate it, I leave my entire estate to my heirs at law, excluding any such participant, as they are defined by the California laws of succession that are in effect at the time of that eventuality.

ELEVENTH: If any provision of this Will is unenforceable, the remaining provisions shall nevertheless be carried out.

THIS BEING MY LAST WILL, I have signed it below on this 28 day of September, 1984.

Haig Berberian
HAIG BERBERIAN

On the date written below HAIG BERBERIAN declared to us, the undersigned, that this document, consisting of 4 pages including the page signed by us as witnesses, was his Will and requested us to act as witnesses to it. He thereupon signed this Will in our presence, all of us being present at the same time. We now, at his request, in his presence, and in the presence of each other, sign our names as witnesses.

At this time HAIG BERBERIAN is over the age of majority and is of sound mind.

Executed on Sept 28, 1984, at Modesto, California.

We declare under penalty of perjury that the foregoing is true and correct.

[Signature]
Residing at

Kelly, Co

[Signature]
Residing at

MODESTO, CA