

Dentons Canada LLP
2900 Manulife Place
10180 - 101 Street
Edmonton, AB, Canada T5J 3V5T +1 780 423 7100
F +1 780 423 7276

December 1, 2014

File No.: 551860-1

DELIVERED VIA MAILSawridge Trust
Suite 214, 10310 124 Street
Edmonton AB T5N 1R2

Attention: Paul Bujold

Dear Madam:

RE: Undertakings of Paul Bujold – Questioning on May 27 and 28, 2014

Please find enclosed three volumes consisting of answers to of the undertakings of Paul Bujold at the questioning referenced above.

Yours truly,
Dentons Canada LLP

Doris C.E. Bonora

DCEB/sl

Enclosure

UNDERTAKINGS FROM

COURT FILE NO.: 1103 14112
COURT: QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF EDMONTON

IN THE MATTER OF THE TRUSTEE ACT, R.S.A. 2000, c.T-8 as amended

IN THE MATTER OF THE SAWRIDGE BAND INTER VIVOS
SETTLEMENT CREATED BY CHIEF WALTER PATRICK TWINN,
OF THE SAWRIDGE INDIAN BAND, NO. 19 also known as
SAWRIDGE FIRST NATION, ON APRIL 15, 1985
(The "1985 SAWRIDGE TRUST")

APPLICANTS: ROLAND TWINN, CATHERINE TWINN, WALTER
FELIX TWIN, BERTHA L'HIRONDELLE and
CLARA MIDBO, as TRUSTEES FOR THE 1985
SAWRIDGE TRUST

QUESTIONING ON AFFIDAVIT OF PAUL BUJOLD

Ms. D.C.E. Bonora for the Applicants
Ms. J. L. Hutchison for the Public Trustee
Susan Stelter Court Reporter
Edmonton, Alberta
27 & 28 May, 2014

UNDERTAKING NO. 1:

RE: PROVIDE LIST OF WHO SAT ON SAWRIDGE FIRST NATION CHIEF AND COUNCIL FROM
1985 UNTIL PRESENT

FROM	TO	CHIEF	COUNCILLOR	COUNCILLOR
Feb 85	Feb 87	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 87	Feb 89	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 89	Feb 91	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 91	Feb 93	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 93	Feb 95	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 95	Feb 97	Walter P. Twinn	Walter F. Twinn	George Twin
Feb 97	8 Aug 97	Walter P. Twinn	Walter F. Twinn	George Twin
9 Aug 97	30 Oct 97	Walter P. Twinn	Walter F. Twinn	Roland Twinn
31 Oct 97	Feb 99	Bertha L'Hirondelle	Walter F. Twinn	Roland Twinn
Feb 99	Feb 01	Bertha L'Hirondelle	Walter F. Twinn	Roland Twinn
Feb 01	Feb 03	Bertha L'Hirondelle	Walter F. Twinn	Roland Twinn
Feb 03	Feb 05	Roland Twinn	Bertha L'Hirondelle	Ardell Twinn
Feb 05	Feb 07	Roland Twinn	Bertha L'Hirondelle	Justin Twin

Feb 07	Feb 09	Roland Twinn	Justin Twin	Winona Twin
Feb 09	Feb 11	Roland Twinn	Justin Twin	Winona Twin
Feb 11	Feb 15	Roland Twinn	Justin Twin	Winona Twin

UNDERTAKING NO. 2:

RE: ADVISE WHO THE SAWRIDGE TRUSTEES WERE FROM 1985 TO PRESENT, BREAKING IT UP INTO TERMS THAT THEY SAT IF THEY HAD MULTIPLE TERMS, AND PROVIDE DATE RANGE.

TRUST	TRUSTEE NAME	APPOINTMENT DATE	DEATH / RESIGNATION DATE
Sawridge Band Intervivos Settlement, 15 April 1985	Walter P. Twinn	15 April 1985	30 October 1997
	George V. Twin	15 April 1985	8 August 1997
	Samuel G. Twin	15 April 1985	28 June 1986
	Catherine Twinn	18 December 1986	On-going
	Chester Twin	18 December 1986	22 January 1996
	George V. Twin	18 December 1986	8 August 1997
	Walter F. Twin	18 December 1986	21 January 2014
	Bertha L'Hirondelle	21 November 1997	On-going
	Clara Midbo	19 March 2002	13 July 2014
	Roland C. Twinn	19 March 2002	On-going
Sawridge Trust 15 August, 1986	E. Justin Twin	21 January 2014	On-going
	Walter P. Twinn	15 August 1986	30 October 1997
	George V. Twin	15 August 1986	8 August 1997
	Catherine Twinn	15 August 1986	On-going
	Walter F. Twin	21 November 1997	21 January 2014
	Bertha L'Hirondelle	21 November 1997	On-going
	Clara Midbo	19 March 2002	13 July, 2014
	Roland C. Twinn	19 March 2002	On-going
	E. Justin Twin	21 January 2014	On-going

UNDERTAKING NO. 3:

RE: ADVISE OF ANY OTHER TITLES OR POSITIONS JUSTIN TWIN HOLDS UNDER THE SAWRIDGE FIRST NATION.

Provided by Mike McKinney. Member of the Assembly, Member of Council, Member of the Housing and Development Committee, Member of the By Law and Security Committee, Chair of the Sawridge First Nation Management Board, Director of 867075 Alberta Ltd. and Sawridge Resource Development Corp.

UNDERTAKING NO. 4:

RE: ADVISE WHETHER CATHERINE TWINN HOLDS ANY OTHER ROLES, TITLES, POSITIONS, OR FULFILLS ANY OTHER RESPONSIBILITIES FOR THE SAWRIDGE FIRST NATION OTHER THAN THAT PREVIOUSLY DISCUSSED.

Provided by Mike McKinney. Member of the Assembly, Member of the Education Committee, Member of the Membership Committee.

UNDERTAKING NO. 5:

RE: ADVISE WHICH YEAR BERTHA L'HIRONDELLE WAS ACCEPTED BACK INTO THE SAWRIDGE FIRST NATION AS A MEMBER.

Provided by Mike McKinney. 15 September 1993

UNDERTAKING NO. 6:

RE: ADVISE IF BERTHA L'HIRONDELLE HOLDS ANY OTHER ROLES, TITLES, POSITIONS OR HAS OTHER SIGNIFICANT RESPONSIBILITIES WITHIN THE SAWRIDGE FIRST NATION STRUCTURE.

Provided by Mike McKinney. Member of the Assembly, Member of the Elder's Commission, Member of the Membership Committee, Member of the Medical and Social Committee, Member of the Housing and Development Committee.

UNDERTAKING NO. 7:

RE: DETERMINE IF CLARA MIDBO HOLDS ANY OTHER ROLES, TITLES, POSITIONS OR RESPONSIBILITIES WITH SAWRIDGE FIRST NATION.

Clara Midbo is deceased. Her date of death was July 13, 2014.

UNDERTAKING NO. 8:

RE: ADVISE IF ROLAND TWINN HOLDS ANY OTHER ROLES, TITLES, POSITIONS OR RESPONSIBILITIES FOR SAWRIDGE FIRST NATION.

Provided by Mike McKinney. Member of the Assembly, Chief of the Council, Member of the Membership Committee, Member of the Special Projects Committee, Chair of the Audit and compensation Committee, President and Director of 867075 Alberta Ltd. and Sawridge Resource Development Corp.

UNDERTAKING NO. 9:

CONFIRM WHETHER WALTER FELIX TWIN HOLDS ANY OTHER ROLES, TITLES, POSITIONS OR HAS SIGNIFICANT RESPONSIBILITIES WITHIN THE SAWRIDGE FIRST NATION.

Walter Felix Twin has resigned as a Trustee as at January 21, 2014.

UNDERTAKING NO. 10:

RE: PROVIDE A COPY OF ANY POLICIES OR CONTRACTS OR OTHER DOCUMENTATION RELATING TO A CODE OF CONDUCT OR MATTERS SUCH AS CONFLICT OF INTEREST FOR THE TRUSTEES THEMSELVES.

See Code of Conduct attached at tab 10.

UNDERTAKING NO. 11:

RE: ON A BEST EFFORTS BASIS DETERMINE WHETHER THERE ARE ANY GUIDELINES, POLICIES, CONTRACTS OR ANY DOCUMENTATION RELATING TO CODES OF CONDUCT OR CONFLICT OF INTEREST IN RELATION TO THE MEMBERSHIP REVIEW COMMITTEE, MEMBERSHIP APPEAL COMMITTEE, OR CHIEF AND COUNCIL SPECIFIC TO MEMBERSHIP.

Provided by Mike McKinney. There are no other guidelines, policies, procedures, rules or any document relating to the code of conduct or conflict of interest in relation to the Membership Committee, the Membership Appeal Committee, or Chief and Council with regard to membership other than the *Constitution Act*, the *Governance Act* or the Membership Rules of the Sawridge First Nation. Attached are the *Constitution Act* and *Governance Act* at tab 11; the Membership Rules were previously provided.

UNDERTAKING NO. 12: (UNDER ADVISEMENT)

RE: PROVIDE COPIES OF ANY COMMUNICATIONS SENT TO MR. FENNELL, WHETHER THEY WERE BY LETTER, EMAIL, OR OTHERWISE, DOCUMENTING THE REQUEST THAT WAS BEING MADE.

Our letter to David Fennel is included at tab 12.

UNDERTAKING NO. 13:

RE: CONTACT MR. FENNELL AND ADVISE WHETHER OR NOT HE HAS ANY DOCUMENTATION OR ACCESS TO DOCUMENTATION OR IS AWARE OF ANOTHER RESOURCE OR SOURCE THAT MAY HAVE DOCUMENTS RELEVANT TO THE ASSETS THAT WERE HELD BY INDIVIDUALS AND THEN THE TRANSFER FROM THOSE INDIVIDUALS TO THE '82 TRUST, OR RELEVANT TO THE TRANSFER OF ASSETS FROM THE '82 TRUST TO THE '85 TRUST.

Our response from David Fennell is included at tab 13.

UNDERTAKING NO. 14: (REFUSED)

RE: PROVIDE COPIES OF ANY DOCUMENTATION SENT ATTEMPTING TO SEEK INFORMATION FROM DAVID JONES.

We e-mailed David Jones and received the response provided at tab 15.

UNDERTAKING NO. 15:

RE: CONTACT MR. JONES AND ADVISE WHETHER OR NOT HE HAS ACCESS TO DOCUMENTS THAT RELATE TO THE ASSETS HELD BY INDIVIDUALS THAT WERE ULTIMATELY TRANSFERRED TO THE 1982 TRUST, OR THE ASSETS THAT WERE THEN TRANSFERRED FROM THE 1982 TRUST TO THE 1985 TRUST.

Our response from David Jones is included at tab 15.

UNDERTAKING NO. 16:

RE: PRODUCE DOCUMENTS WITH RESPECT TO THE TRANSFER OF THE ASSETS FROM INDIVIDUALS INTO THE 1982 TRUST AND THEN FROM THE 1982 TRUST TO THE 1985 TRUST, AND THE ADDITIONAL FINANCIAL STATEMENTS.

See included documents at tab 16. We believe many of these documents have been sent to you.

UNDERTAKING NO. 17: (UNDER ADVISEMENT)

RE: INQUIRE OF THE VARIOUS INDIVIDUALS AND SOURCES PREVIOUSLY DISCUSSED TO DETERMINE IF THEY HAVE ANY DOCUMENTATION OR INFORMATION THAT WOULD ASSIST IN UNDERSTANDING WHAT SPECIFIC ASSETS WERE INTENDED TO BE SETTLED AS THE CERTAIN ASSETS REFERRED TO IN EXHIBIT B, AND WHAT SPECIFIC ASSETS WERE INTENDED TO BE INCLUDED IN THE DECLARATION OF TRUST AT EXHIBIT A.

We have made inquiries and there is no listing of any "intended" assets. The only assets listed are those that were settled into the Trust.

UNDERTAKING NO. 18:

RE: INQUIRE OF CRA AND DEPARTMENT OF INDIAN AFFAIRS TO DETERMINE IF THEY HAVE DOCUMENTATION SHOWING WHAT ASSETS WERE INTENDED TO BE INCLUDED WITHIN THE TRUST SETTLEMENT AT EXHIBIT A, THE 1982 TRUST OR DECLARATION OF TRUST, AND ANY DOCUMENTATION INDICATING WHAT HAPPENED WITH THE TRANSFER FROM THE 1982 TRUST TO THE 1985 TRUST.

See attached letter from Department of Indian Affairs at tab 18. We confirm that it does not appear that any information was shared with the Department of Indian affairs regarding the transfer from 1982 to 1985, nor with regards to which assets were intended to be included. We wrote to the CRA but have not yet received a response.

UNDERTAKING NO. 19: (UNDER ADVISEMENT)

RE: PRODUCE WRITTEN DOCUMENTATION THAT SUPPORTS THE UNDERSTANDING SET OUT IN PARAGRAPH 15 AND 18 OF MR. BUJOLD'S SEPTEMBER 12, 2011 AFFIDAVIT.

These statements were the product of discussions between Mr. Bujold and many people around the purpose of the trust. These statements were confirmed by the transcript of Federal Court proceedings, but the Sawridge Trust takes the position that these transcripts are not producible in this litigation.

UNDERTAKING NO. 20:

RE: PRODUCE ANY PORTION OF BOARD MEETING MINUTES DEALING WITH THE DIRECTION REFERENCED IN PARAGRAPH 7 OF MR. BUJOLD'S AUGUST 30, 2011 AFFIDAVIT.

Extract 17 November 2009 Minutes:

Paul Bujold provided a handout of the proposed newspaper advertisement seeking individuals claiming beneficiary status. This advertisement will be posted in major newspapers in Alberta, Saskatchewan and British Columbia. In addition, the advertisement will also appear in local newspapers and various postings around Slave Lake.

Moved by Catherine Twinn and seconded by Clara Midbo that the Trustees approve the posting of a newspaper advertisement seeking potential beneficiaries of the Sawridge Intervivos Settlement Trust.

Carried

UNDERTAKING NO. 21:

RE: ADVISE WHICH PUBLICATIONS WERE ADVERTISED IN, HOW REGULARLY, AND OVER WHAT PERIOD OF TIME. ALSO PROVIDE COPY OF ADVERTISEMENT.

See tab 21: List of Weekly Newspapers for Legal Notice, 091207-14 and 21 – Notice to Potential Beneficiaries, Estate Alberta Weekly Newspaper Association, 2009 for notices placed 7 and 14 December 2009 in all weekly newspapers in Alberta and North West Territories, British Columbia and Saskatchewan. The notice ran for two weeks.

See tab 21: Invoices, Edmonton Journal Classifieds, 091218-21-Invoices, Globe and Mail, 091218, 21-Invoices, Regina Leader Post, 091218, 21-Invoices, The Calgary Herald's Classifieds, 091218, 21-Invoices, The Saskatoon Star Phoenix, 091218, 21-Invoices, Vancouver Sun and Province, 091218, 21-Newspaper Clipping, Vancouver Sun, Notice to Potential Beneficiaries, 091230 for legal notices placed in major daily newspapers in Alberta, British Columbia and Saskatchewan and nationally in the Globe and Mail. The notices ran for two weeks. See 21-Legal Notice, Lakeside Leader, 111017, 21-Legal Notice, South Peace News, 111017 for additional notices placed in the immediate vicinity of Sawridge First Nation in September 2011 for one week.

UNDERTAKING NO. 22:

RE: PROVIDE ANY RESPONSES RECEIVED TO NEWSPAPER ADVERTISEMENT.

(See attached documents at tab '22-').

UNDERTAKING NO. 23:

RE: PRODUCE COPY OF STANDARD FORM THAT WAS SENT OUT TO THOSE WHO RESPONDED TO AD.

(See attached documents at tab '23-')

UNDERTAKING NO. 24:

RE: PRODUCE COPIES OF ANY COMPLETED OR PARTIALLY COMPLETED APPLICATIONS RECEIVED BACK.

See Potential Beneficiary Application package.

(See attached documents in separate binder labeled "Undertaking 24".)

UNDERTAKING NO. 25:

RE: PRODUCE ALL THREE LISTS REFERENCED IN PARAGRAPH 10 AND 11 OF MR. BUJOLD'S AUGUST 30, 2011 AFFIDAVIT.

(See attached documents at tab '25-')

UNDERTAKING NO. 26:

RE; PRODUCE COPY OF FLOW CHART REFERENCED ON PAGE 2 OF EXHIBIT D TO MR. BUJOLD'S AUGUST 30, 2011 AFFIDAVIT.

(See attached documents at tab '26-')

UNDERTAKING NO. 27: (UNDER ADVISEMENT)

RE: ADVISE WHO THE DIRECTORS AND OFFICERS OF SAWRIDGE HOLDINGS LTD. AND 352736 ALBERTA LTD. WERE IN 2011 AND ADVISE IF THERE WERE ANY CHANGES IN THE INTERIM.

(See attached document at tab 27-Directors and Officers 2011-2014). *NOTE: 352736 Alberta Ltd. has become 1649183 Alberta Ltd. as of 1 January 2012.*

UNDERTAKING NO. 28:

RE: PROVIDE LIST OF MINOR BENEFICIARIES IMPACTED BY THE APPLICATION, INCLUDING IDENTITY AND CONTACT INFORMATION, AND THEIR REASONS FOR QUALIFYING.

See Undertaking 31 below.

UNDERTAKING NO. 29:

RE: PROVIDE ANY CORRESPONDENCE WITH THE MINISTER RESPECTING THE REQUEST FOR INFORMATION AND REFUSAL TO PROVIDE THE CURRENT LIST OF INDIVIDUALS MENTIONED IN PARAGRAPH 12 OF MR. BUJOLD'S AUGUST 30, 2011 AFFIDAVIT.

(See attached documents at tab '29-')

UNDERTAKING NO. 30:

RE: REVIEW DOCUMENTATION AND PRODUCE ANYTHING NONPRIVILEGED DEALING WITH THE TOPIC OF THE DETERMINATION OF THE TRUSTEES MAINTAINING THE DEFINITION OF BENEFICIARIES FROM THE 1985 TRUST WOULD BE POTENTIALLY DISCRIMINATORY, INCLUDING ANY COMMUNICATION BETWEEN THE TRUSTEES AND THE SAWRIDGE FIRST NATION.

There is no such communication between the trustees and Sawridge First Nation.

UNDERTAKING NO. 31:

RE: PROVIDE LIST OF WHO THE 31 DEPENDENT CHILDREN WERE AT THE TIME THE AFFIDAVIT WAS SWORN AND IDENTIFY OF THOSE 31 WHICH WERE THE 23 THAT QUALIFIED AS BENEFICIARIES OF THE 85' TRUST AT THE TIME THAT THE AFFIDAVIT WAS SWORN AND WHICH WERE THE EIGHT THAT DID NOT QUALIFY. ALSO UPDATE THE LIST UNTIL TODAY'S DATE.

(See attached documents at tab '31-')

UNDERTAKING NO. 32:

RE: PROVIDE LIST OF INDIVIDUALS ADDED BY JUSTICE HUGGESSEN TO BE MEMBERS OF SAWRIDGE AND BENEFICIARIES OF THE 86' TRUST.

Jeannette Nancy Boudreau (now deceased), Elizabeth Courtoreille (now deceased), Fleury Edward DeJong (now deceased), Roseina Anna Lindberg, Cecile Yvonne Loyie (now deceased), Elsie Flora Loyie (now deceased), Rita Rose Mandel (now deceased), Elizabeth Bernadette Poitras, Lillian Ann Marie Potskin, Margaret Agnes Clara Ward, Mary Rachel L'Hirondelle (now deceased). (See attached document.) Please note Justice Hugessen directed these individuals to be members. The trust was not subject to the declaration. The decision is reproduced at Tab 32.

UNDERTAKING NO. 33:

RE: INQUIRE OF SAWRIDGE FIRST NATION AS TO NUMBER OF APPLICATIONS THEY RECEIVED BETWEEN 1985 AND 1993, HOW MANY WERE RECEIVED, HOW MANY WERE PROCESSED, AND WHAT THE OUTCOME OF THOSE MEMBERSHIP APPLICATIONS WERE FROM 1985 TO 1993.

LIST OF MEMBERSHIP APPLICATIONS COMPLETED

No.	Date Received	Last Action	Action Date
1.	24 July 91	Accepted	15 Sept 93
2.	12 Feb 01	Accepted	09 April 02
3.	12 Feb 01	Accepted	09 April 02
4.	14 March 03	Accepted	09 April 02
5.	14 March 03	Accepted	09 April 02
6.	14 March 03	Accepted	09 April 02
7.	14 March 03	Accepted	09 April 02
8.	14 March 03	Accepted	09 April 02
9.	13 Oct 99	Denied	13 May 04
10.	13 Aug 01	Accepted	10 April 08
11.	18 June 03	Accepted	10 April 08
12.	19 Dec 03	Accepted	10 April 08
13.	29 March 04	Denied	14 Jan 09
14.	06 Dec 04	Denied	14 Jan 09
15.	24 Feb 10	Denied	22 Nov 11
16.	24 Feb 10	Denied	22 Nov 11
17.	24 Feb 10	Denied	22 Nov 11
18.	24 Feb 10	Denied	22 Nov 11
19.	24 Feb 10	Denied	22 Nov 11
20.	24 Feb 10	Denied	22 Nov 11
21.	24 Feb 10	Denied	22 Nov 11
22.	24 Feb 10	Denied	22 Nov 11
23.	14 May 10	Denied	22 Nov 11
24.	25 Jan 11	Letter – Re already applied	22 Nov 11

25.	18 Sept 09	Appeal denied	21 April 12
26.	03 Mar 10	Appeal denied	21 April 12
27.	25 June 10	Appeal denied	21 April 12
28.	31 Jan 08	Accepted	22 Aug 12
29.	31 Jan 08	Accepted	22 Aug 12
30.	01 Oct 08	Accepted	22 Aug 12
31.	01 Oct 08	Accepted	22 Aug 12
32.	3 March 10	Denied	22 Aug 12
33.	3 March 10	Denied	22 Aug 12
34.	3 March 10	Denied	22 Aug 12
35.	3 March 10	Denied	22 Aug 12
36.	3 March 10	Denied	22 Aug 12
37.	29 March 10	Appeal Denied	01 Dec 12
38.	15 Apr 04	Appeal Denied	09 March 13
39.	06 Jan 05	Appeal Denied	05 Jan 13
40.	01 March 10	Denied	22 Oct 12
41.	12 Sept 11	Denied	09 Dec 13

LIST OF MEMBERSHIP APPLICATIONS PENDING			
No.	Date Received	Last Action	Action Date
1.	06 Sept 06	Letter – Re missing info	14 March 12
2.	08 July 08	Letter – Re missing info	14 Jan 09
3.	27 Feb 09	Updated application received	24 Jan 14
4.	01 March 10	Letter – Re missing info	22 Nov 11
5.	23 June 10	Letter – Re missing info	22 Nov 11

6.	23 June 10	Letter – Re missing info	22 Nov 11
7.	23 June 10	Letter – Re missing info	22 Nov 11
8.	27 July 10	Letter – Re missing info	14 March 12
9.	27 July 10	Letter – Re missing info	14 March 12
10.	11 Feb 11	Letter – Re missing info	22 Nov 11
11.	03 May 11	Letter – Re missing info	14 March 12
12.	28 Sept 11	To Committee	28 Sept 11
13.	01 Oct 11	To Committee	01 Oct 11
14.	01 Oct 11	To Committee	01 Oct 11
15.	01 Oct 11	To Committee	01 Oct 11
16.	10 Jan 12	Letter – Re missing info	12 Dec 12
17.	23 Jan 12	Letter – Re missing info	12 Dec 12
18.	23 Jan 12	Letter – Re missing info	12 Dec 12
19.	24 Feb 12	To Committee	24 Feb 12
20.	10 May 12	To Committee	10 May 12
21.	15 June 12	To Committee	15 June 12
22.	18 July 12	To Committee	18 July 12
23.	08 Aug 12	Letter – Re missing info	12 Dec 12
24.	25 Sept 12	To Committee	25 Sept 12
25.	05 Oct 12	To Committee	05 Oct 12
26.	09 Oct 12	To Committee	09 Oct 12
27.	07 Jan 13	To Committee	07 Jan 13
28.	15 March 13	To Committee	15 March 13
29.	21 May 13	To Committee	21 May 13
30.	03 June 13	To Committee	03 June 13

31.	25 Oct 13	To Committee	25 Oct 13
32.	19 Feb 14	To Committee	19 Feb 14
33.	25 April 14	To Committee	25 April 14

UNDERTAKING NO. 34:

RE REQUEST OF THE SAWRIDGE FIRST NATION TO PRODUCE COPIES OF ALL MEMBERSHIP APPLICATION FORMS THAT THEY HAVE RECEIVED FROM 1985 UNTIL PRESENT DATE.

Sawridge First Nation takes the position that it would be illegal to provide these documents without the written consent of each individual. In addition to regular applications for membership, every person asking to enfranchise or surrender their membership from 1985 to 1995 (9 people) were required to fill out a membership application form.

UNDERTAKING NO. 35:

RE: REQUEST OF SAWRIDGE FIRST NATION TO PRODUCE A COPY OF THE JULY 21, 1988 BAND COUNCIL RESOLUTION, AND SPECIFICALLY ASK THEM TO CHECK THE DOCUMENTATION THAT WAS FILED IN RELATION TO THE COURT APPLICATION SAWRIDGE BAND V. CANADA 2004 SCA 16, TO SEE IF THEY CAN LOCATE A COPY OF THAT BCR AND THE ATTACHED LIST.

Sawridge First Nation reports that it has not been able to find a copy of the BCR in their files.

UNDERTAKING NO. 36:

RE INQUIRE OF SAWRIDGE FIRST NATION THE DATE EACH MEMBERSHIP APPLICATION WAS RECEIVED BY THEM AND THE DATE A DECISION WAS MADE ON EACH MEMBERSHIP APPLICATION.

See Undertaking 33 above.

UNDERTAKING NO. 37: (UNDER ADVISEMENT)

RE WITH RESPECT TO UNDERTAKINGS REQUESTING INFORMATION ON SAWRIDGE FIRST NATION MEMBERSHIP APPLICATIONS, IF THE FIRST NATION REFUSES OR FAILS TO PROVIDE THAT INFORMATION INQUIRE OF THE TRUSTEES DIRECTLY TO PROVIDE ANY AND ALL INFORMATION OR DOCUMENTATION THAT THEY CAN TO ANSWER THOSE QUESTIONS AROUND MEMBERSHIP APPLICATIONS.

The undertaking is refused. If the trustees have any information, they do not have this information in their role as trustees.

UNDERTAKING NO. 38: (REFUSED)

RE: PROVIDE COPIES OF ANY DOCUMENTS BEING RELIED UPON TO SUPPORT THE BELIEF AND UNDERSTANDING THAT THE 1982 ASSETS WERE CHANGED TO THE 1985 TRUST ASSETS.

UNDERTAKING NO. 39: (UNDER ADVISEMENT)

RE: PRODUCE COPIES OF THE FINANCIAL STATEMENTS FOR SAWRIDGE HOLDINGS LTD. AND/OR THE SAWRIDGE GROUP OF COMPANIES FROM 2011 UNTIL PRESENT DATE.

The value of the companies was given orally by the CFO at the time and were not based on the financial statements. The value of the referenced corporations was not determined by the financial statements.

UNDERTAKING NO. 40:

RE: PRODUCE ANY NONPRIVILEGED DOCUMENTATION RECEIVED RELATING TO THE STATEMENTS IN PARAGRAPH 28 OF MR. BUJOLD'S SEPTEMBER 12, 2011 AFFIDAVIT.

No documents could be found on this topic.

UNDERTAKING NO. 41:(UNDER ADVISEMENT)

RE: PRODUCE THE ORIGINAL VERSION OF THE SAWRIDGE MEMBERSHIP RULES AND ANY INTERIM VERSIONS OF THOSE RULES.

(See attached documents at tab '41-')

UNDERTAKING NO. 42: (UNDER ADVISEMENT)

RE: REQUEST OF SAWRIDGE INDIAN BAND TO PRODUCE ALL MEMBERSHIP APPLICATION FORMS PRIOR TO THE ONE ENTERED AS EXHIBIT 6.

Sawridge First Nation reports that it does not have previous copies of the Application Form on file. The current application is provided at tab 42.

UNDERTAKING NO. 43:

RE: INQUIRE OF SAWRIDGE FIRST NATION WHETHER APPLICANTS RECEIVED A MORE DETAILED REASON FOR DECISION DOCUMENT THAN THAT RECEIVED IN EXHIBIT 7 IN RESPECT TO WHAT SPECIFIC FACTORS OR FACTS IN THEIR APPLICATION WERE CONSIDERED.

Sawridge First Nation reports that Applicants being refused only receive the information provided in the letters of refusal already provided to the Office of the Public Trustee. Those Applicants who appeal denied applications receive a full copy of the membership processing form which gives the record of the decision. This information is private and cannot be shared due to the privacy legislation.

UNDERTAKING NO. 44:

RE: INQUIRE OF SAWRIDGE IF THEY HAVE ANY POLICY OR GUIDE THAT WOULD ASSIST IN DETAILING WHAT FACTORS WOULD BE CONSIDERED IN ASSESSING WHETHER AN INDIVIDUAL'S ADMISSION INTO THE SAWRIDGE FIRST NATION WOULD BE IN THE BEST INTEREST AND WELFARE OF THE NATION, AND WHETHER AN INDIVIDUAL APPLYING FOR MEMBERSHIP HAS A SUFFICIENT COMMITMENT TO AND KNOWLEDGE OF THE HISTORY, CUSTOMS, TRADITIONS, AND CULTURE AND COMMUNAL LIFE OF THE FIRST NATION, AND WHETHER AN INDIVIDUAL HAS A CHARACTER AND LIFESTYLE THAT WOULD MAKE THEIR ADMISSION IN THE BAND DETRIMENTAL TO THE FUTURE WELFARE OR ADVANCEMENT OF THE BAND.

Sawridge First Nation reports that there are no additional guidelines to deal with membership applications other than those provided in the Membership Rules. (See undertaking 41 above.) Each application is dealt with on a case-by-case basis.

UNDERTAKING NO. 45:

RE: INQUIRE OF SAWRIDGE FIRST NATION TO PRODUCE COPIES OF ANY LETTERS, EMAILS, OR OTHER DOCUMENTS RELATING TO COMPLAINTS OF CONFLICT OF INTEREST IN RELATION TO ANY ELEMENT OF THE MEMBERSHIP PROCESS, WHETHER IT IS MEMBERSHIP APPLICATION, MEMBERSHIP APPEAL COMMITTEE HEARING, MEMBERSHIP ISSUES BEFORE COUNCIL, OR INTERVIEWS THAT ARE HELD OCCASIONALLY FOR MEMBERS' ADMISSION AS PROVIDED FOR UNDER SECTION 5 OF *GOVERNANCE ACT*.

Sawridge First Nation reports that there have been no formal complaints filed under Section 5 of the *Governance Act*. Aline Huzar, June Kolosky and Maurice Stoney, whose membership application was denied, appealed and rejected, appealed to the Federal Court (T-922-12 and T-932-12 [E6393143] and rejected, have now filed a complaint with the Canadian Human Rights Commission. No details are currently available on this complaint.

UNDERTAKING NO. 46:

RE: INQUIRE OF SAWRIDGE FIRST NATION TO PRODUCE COPIES OF ANY LETTERS, EMAILS OR OTHER DOCUMENTS RELATING TO COMPLAINTS OF CONFLICT OF INTEREST IN RELATION TO ANY ELEMENT OF THE MEMBERSHIP PROCESS, WHETHER IT IS MEMBERSHIP APPLICATION, MEMBERSHIP APPEAL COMMITTEE HEARING, MEMBERSHIP ISSUES BEFORE COUNCIL, OR INTERVIEWS THAT ARE HELD OCCASIONALLY FOR MEMBERS' ADMISSION AS PROVIDED FOR UNDER ARTICLE 17, SUBSECTION (8) OF THE *CONSTITUTION ACT*.

Sawridge First Nation reports that there have been no formal complaints filed under Article 17, Subsection (8) of the *Constitution Act* thus no letters, emails or other documents exist.

UNDERTAKING NO. 47:

RE: PRODUCE STANDARD NOTIFICATION OR FIRST CONTACT PACKAGE SENT OUT FOR A NEW BENEFICIARY.

(See attached documents at tab '47-')

UNDERTAKING NO. 48: (UNDER ADVISEMENT)

RE: INQUIRE OF SAWRIDGE FIRST NATION AND REQUEST ANY DOCUMENTS THEY HAVE IN RELATION TO TRACY POITRAS COLLINS' MEMBERSHIP APPLICATION AND THE VARIOUS DECISIONS MADE ALONG THE WAY RIGHT UP TO THE FINAL DECISION THAT APPROVED HER MEMBERSHIP INCLUDING LETTERS THAT MIGHT HAVE BEEN SENT OUT TO HER INITIALLY, RESULTS OF ANY APPEALS AND RESULTS OF ANY COMMUNITY INTERVIEW.

Sawridge First Nation takes the position that it would be illegal to provide these documents under the privacy legislation.

UNDERTAKING NO. 49:

RE: INQUIRE OF CATHERINE TWINN HER RECOLLECTION OF WHAT WAS DISCUSSED AT THE APRIL 15, 1985 MEETING THAT THE SAWRIDGE BAND RESOLUTION PRESENTED AT EXHIBIT 1 OF MR. BUJOLD'S SEPTEMBER 12, 2011 AFFIDAVIT DEALT WITH. SPECIFICALLY DOES SHE RECALL IF THERE WAS ANY DISCUSSION OR DOCUMENTATION PRESENTED IN RELATION TO THE TRANSFER OF ASSETS FROM THE 1982 TRUST TO THE 1985 TRUST. ALSO INQUIRE IF MS. TWINN HAS ANY DOCUMENTATION OF THAT PARTICULAR MEETING.

We made this inquiry and were informed that she has no memory of this meeting or documentation in her possession, We made one further inquiry pursuant to this undertaking and no response was received.

UNDERTAKING NO. 50:

RE: REVIEW ANY TRUSTEE MEETING MINUTES AVAILABLE RELATING TO THE TRANSFER OF ASSETS FROM INDIVIDUALS INTO THE '82 TRUST, OR '82 TRUST INTO '85 TRUST, OR THE ONE INDIVIDUAL TRANSFER TO THE '85 TRUST.

(See attached document at tab '50-').

TAB 1

①

Historical Councils of First Nation

From	To	Chief	Councillors	
Feb-85	Feb-87	Walter P Twinn	Walter F. Twin	George Twin
Feb-87	Feb-89	Walter P Twinn	Walter F. Twin	George Twin
Feb-89	Feb-91	Walter P Twinn	Walter F. Twin	George Twin
Feb-91	Feb-93	Walter P Twinn	Walter F. Twin	George Twin
Feb-93	Feb-95	Walter P Twinn	Walter F. Twin	George Twin
Feb-95	Feb-97	Walter P Twinn	Walter F. Twin	George Twin
Feb-97	Aug-97	Walter P Twinn	Walter F. Twin	George Twin
Sep-97	Oct-97	Walter P Twinn	Walter F. Twin	Roland Twinn
Nov-97	Feb-99	Berth L'hirondelle	Walter F. Twin	Roland Twinn
Feb-99	Feb-01	Berth L'hirondelle	Walter F. Twin	Roland Twinn
Feb-01	Feb-03	Berth L'hirondelle	Walter F. Twin	Roland Twinn
Feb-03	Feb-05	Roland Twinn	Bertha L'hirondelle	Ardell Twinn
Feb-05	Feb-07	Roland Twinn	Bertha L'hirondelle	Justin Twin
Feb-07	Feb-09	Roland Twinn	Justin Twin	Winona Twin
Feb-09	Feb-11	Roland Twinn	Justin Twin	Winona Twin
Feb-11	Feb-15	Roland Twinn	Justin Twin	Winona Twin

TAB 2

**SAWRIDGE BAND INTERVIVOS SETTLEMENT AND
SAWRIDGE TRUST TRUSTEES
FROM TRUST INCEPTION TO 14 JULY 2014**

TRUST	TRUSTEE NAME	APPOINTMENT DATE	DEATH/ RESIGNATION DATE
Sawridge Band Intervivos Settlement, 15 April 1985	Walter P. Twinn	15 April 1985	30 October 1997
	George V. Twin	15 April 1985	8 August 1997
	Samuel G. Twin	15 April 1985	28 June 1986
	Catherine Twinn	18 December 1986	On-going
	Chester Twin	18 December 1986	22 January 1996
	George V. Twin	18 December 1986	8 August 1997
	Walter F. Twin	18 December 1986	21 January 2014
	Bertha L'Hirondelle	21 November 1997	On-going
	Clara Midbo	19 March 2002	13 July 2014
	Roland C. Twinn	19 March 2002	On-going
	E. Justin Twin	21 January 2014	On-going
Sawridge Trust, 15 August 1986	Walter P. Twinn	15 August 1986	30 October 1997
	George V. Twin	15 August 1986	8 August 1997
	Catherine Twinn	15 August 1986	On-going
	Walter F. Twin	21 November 1997	21 January 2014
	Bertha L'Hirondelle	21 November 1997	On-going
	Clara Midbo	19 March 2002	13 July 2014
	Roland C. Twinn	19 March 2002	On-going
	E. Justin Twin	21 January 2014	On-going

TAB 3

TAB 4

TAB 5

TAB 6

TAB 7

TAB 8

TAB 9

TAB 10

CODE OF CONDUCT

Trustees of The Sawridge Band *Inter Vivos* Settlement and of The Sawridge Trust

WHEREAS:

- (1) The Sawridge Band *Inter Vivos* Settlement (the "1985 Trust") was established by Chief Walter P. Twinn by a Deed dated April 15, 1985.
- (2) The Sawridge Trust (the "1986 Trust") was established by Chief Walter P. Twinn by a Deed dated August 15, 1986.
- (3) The undersigned, Walter Felix Twinn, Bertha L'Hirondelle, Roland Twinn, Catherine Twinn and Clara Midbo, are currently the trustees (the "Current Trustees") of both the 1985 Trust and the 1986 Trust (collectively, the "Trusts"). The trustees of the Trusts from time to time are hereinafter referred to as the "Trustees".
- (4) The following additional documents are attached as schedules to this Code of Conduct:
(a) a document prepared by Davies Ward Phillips & Vineberg LLP as counsel for the Trustees which is entitled "Responsibilities of Trustees of the Sawridge Trusts" (the "Trustees' Responsibilities document"), which is attached as Schedule A; and
(b) Trustees' resolutions dealing with the procedure for Trustee decision-making, which are attached as Schedules B1 and B2.
- (5) In order to facilitate the effective administration of the Trusts, the Current Trustees wish to enter this Code of Conduct to which they have all agreed.

NOW THEREFORE the undersigned Current Trustees all agree to the following provisions of this Code of Conduct:

1. General

In order to carry out the Trustees' basic obligation of acting in the best interests of the beneficiaries, the Trustees must act with care, skill and diligence, integrity and impartiality; they must in general avoid conflicts of interest and duty; they must act in a way that enables decisions to be made effectively; they must respect confidentiality; and they must not act in a way which brings the office of Trustee into disrepute. This Code of Conduct will deal with each of these aspects of the Trustees' responsibilities. It will also deal with communications between Trustees and directors and management of the corporations directly or indirectly owned by the Trusts (the "Sawridge Corporations").

This Code of Conduct will also provide a procedure for resolving disputes arising from this Code of Conduct.

- 2 -

2. Care and Diligence

As expressed in the Trustees' Responsibilities document, the applicable general principle is that Trustees are required to exercise the care, skill and diligence of an ordinary prudent person. In particular, this requires that Trustees will:

- (a) attend all Trustee meetings except only when unable to do so;
- (b) read and consider the agendas for Trustee meetings along with accompanying materials; and
- (c) generally give careful consideration to all issues arising for decision by them as Trustees.

3. Communications with Directors and Management of Sawridge Corporations

As expressed in the Trustees' Responsibilities document, the Trustees have adopted an arrangement under which none of them sit on the boards of Sawridge Corporations; instead, the Trustees have elected qualified persons to act as directors. This arrangement rests on two principles. The first is that the Trustees will not interfere in the roles, respectively, of the directors and of the management of the corporations. The second is that the Trustees will have sufficient and timely information about the conduct of the Sawridge Corporations so that, as a group, they are kept fully apprised of the business and affairs of the corporations and where considered advisable communicate any concerns through the Trustees' Chair to the Chair of the Board of Directors.

Two points dealing with the practical application of these principles apply to the conduct of Trustees. These are:

- (a) Communications between the Trustees and the directors will ordinarily be made by and to the Trustees collectively only through the Trustees' Chair. Individual communications may occur only at meetings of the shareholders at which directors attend, including at annual shareholder meetings.
- (b) Trustees will not interfere with management of the Sawridge Corporations. If any Trustee has any concern relating to management of the corporations that concern must not be communicated to the management but is to be brought to the attention of the Trustees as a group and the Trustees' concern can then be communicated through the Trustees' Chair to the Chair of the Board of Directors.

4. Integrity, Impartiality and Conflict of Interest

Trustees must at all times act honestly in the best interests of beneficiaries and in making decisions as Trustees must make decisions which they honestly believe to be in the beneficiaries' best interests.

Trustees must exercise their functions as trustees free of extraneous and improper influence. This includes obvious circumstances such as receiving bribes but also extends to less obvious

- 3 -

circumstances such as making a decision on the basis of personal feelings about a particular beneficiary where such feelings have no relevance to the matter under consideration or where the Trustee has not expressed to the other Trustees the fact that such feelings are affecting his or her decision.

Conflicts of Interest

Avoidance of conflicts of interest is an aspect of the requirements of integrity and impartiality. As stated in the Trustees' Responsibilities document, the Trustees must avoid improperly acting in a position of conflict between self-interest and duty. The following procedure will be followed to deal with such conflicts:

- (a) For the purposes of this procedure, there will be considered to be a conflict in the following circumstances:

"There will be a conflict when a Trustee may obtain some benefit, directly or indirectly, from his or her position as Trustee or when the Trustee is in a position in which his or her decision-making as Trustee may potentially be influenced, directly or indirectly, by his or her personal interests. It will be assumed that a Trustee may obtain such a benefit if the benefit is obtained, not only by the Trustee, but also by the spouse, parent, sibling or child of the Trustee. Similarly, it will be assumed that a Trustee may be influenced if, not only the Trustee, but also the spouse, parent, sibling or child of the Trustee may be affected by the decision."

- (b) All possible conflicts must be disclosed by a Trustee to the other Trustees when the possible conflict becomes apparent to him or her. If in doubt about whether there is a conflict, the possible conflict should be disclosed.
- (c) Any Trustee, or the Chair if not a Trustee, may raise with the Trustees the issue of a possible conflict affecting any other Trustee.
- (d) If a conflict does not arise from the Trustees' dual position of Trustee and beneficiary, the conflict should ordinarily be avoided by the Trustee not entering into the transaction that would give rise to the conflict. For example, a Trustee must not sell his own property to the Trust (without court approval). Such a transaction cannot properly be carried out even if the vendor Trustee does not take part in the decision-making by the Trustees.

- 4 -

- (e) When the conflict is expressly dealt with by the terms of the Trust Deeds, the Trustees may, despite the conflict, take part in the applicable decision-making. In particular, the Trust Deeds expressly provide for the Trustees receiving reasonable fees for their services as Trustees. They can, therefore, properly make the decision about their own fees. However, such decisions must not be open to the criticism that the Trustees have abused their position. The fees must therefore be demonstrably reasonable, and this may involve obtaining input from qualified advisors.
- (f) When the conflict arises from the Trustees' dual position as Trustee and beneficiary – for example, when consideration is being given to a distribution of trust property to a Trustee/beneficiary, the normal procedure should be for the conflicted Trustee not to be present at the Trustees' consideration of the question and should not vote on the question. In effect, such Trustee should be treated in the same way as a beneficiary who is not a Trustee.
- (g) Where possible benefits to Trustees or their relatives from a proposal under consideration by the Trustees arise only because the proposal may benefit all beneficiaries, or a broad category of them, with no particular advantage being conferred upon any Trustee or relative of a Trustee, it would be impractical and unreasonable to disqualify Trustees from consideration of the proposal merely because of such potential benefits. In such cases the potential benefits to Trustees and their relatives will generally be obvious on the face of the proposal, so that there is no hidden advantage to a Trustee or relative which should be disclosed, nor should the Trustee be exposed to criticism or potential liability for having made such a decision on the basis that it would be in the interests of the beneficiaries as a whole, or some significant group of beneficiaries.
- (h) When the Trustees decide that there is in fact no conflict in respect of a particular question or transaction but that one or more beneficiaries might nevertheless consider that there is a conflict, it will ordinarily be appropriate for the affected Trustee not to be present at the Trustees' consideration of the matter and not to vote on it.

5. Conduct Involving Decision-Making Process

In order that the decision-making process be fair and effective, it is crucial that communication among Trustees be fair and effective. Therefore, the Trustees shall act in accordance with the following principles:

- (a) **Cooperation:** Trustees shall collaborate to serve the best interests of the beneficiaries.
- (b) **Tolerance:** each Trustee should seek to fully understand the views and values of the other Trustees in the best possible light and consider whether those views and values might be usefully adopted to guide the ongoing deliberations of the Trustees.

- 5 -

- (c) **Inclusion:** Trustees shall use their best efforts to include all Trustees in their deliberations so that each Trustee feels that he/she had a meaningful opportunity to contribute to the discussion and that his/her views and values were given fair and full consideration.
- (d) **Compassion:** each Trustee recognizes that the other Trustees are human beings with their own weaknesses and capable of making mistakes. The Trustees agree to show patience, and provide mentorship and caring for each other.
- (e) **Relationship:** the Trustees recognize that people live in complex and essential webs of relationship and acknowledge that decisions and actions of individuals and the community unavoidably affect each other. The Trustees shall seek to make their decisions in ways that positively strengthen their relationships and in ways that promote the best consequences for the beneficiaries.
- (f) **Honesty in Communication:** Trustees must be fair, open, truthful and sincere when dealing with each other and shall all times avoid attempts to deceive or mislead each other.
- (g) **Fair Procedures:** the Trustees agree to proceed with their decisions in accordance with known and fair procedures.
- (h) **Assertiveness:** Trustees have an obligation to state their views and concerns openly and clearly for consideration by the other Trustees.
- (i) **Consensus:** where possible, Trustees should work towards unanimous agreement; where unanimous agreement is not possible, Trustees shall try to come to a consensus; where neither of these is possible Trustees shall reach decisions by simple majority. In all cases, once a decision is made by the Trustees it should be respected and followed by all.
- (j) **Objectivity:** Trustees must base their decisions upon relevant facts and information in a way that is not biased by undisclosed personal feelings or opinions.
- (k) **Transparency:** to the extent possible, the Trustees should be able to articulate their reasons for coming to a particular decision.
- (l) **Peacefulness & Respect:** Trustees have an obligation to be polite, respectful and courteous in their dealings with other Trustees; they agree to deal with each other in a calm and open manner; and they agree to avoid expressions of anger and personal attacks which may disrupt the harmony of the group.
- (m) **Reconciliation:** the Trustees accept that they are morally accountable for their own actions. Where their actions or decisions have, intentionally or unintentionally, caused disharmony, they accept a personal obligation to work towards restoring harmony.

- 6 -

6. Confidentiality

The Trustees shall maintain the confidentiality of the deliberations of the Trustees and of any other confidential information imparted to the Trustees including information received from the Sawridge Corporations and their businesses and affairs.

7. Conduct Bringing Office of Trustee Into Disrepute

It is important that the role of the Trustees be respected by the beneficiaries of the Trusts. Therefore, criminal conduct or other conduct which brings the office of trustee into disrepute is contrary to this Code of Conduct, whether or not such conduct is directly connected to the carrying on of responsibilities as Trustee.

8. Application of the Code of Conduct

The following are the guiding principles applicable to the application of this Code of Conduct:

- (a) It is intended that Trustees will abide by this Code of Conduct, along with the Schedules to it, in carrying out their responsibilities as Trustees.
- (b) Any Trustee who has any concern about the conduct of another Trustee will ordinarily in the first place raise the concern either privately with the other Trustee or at a meeting of the Trustees, as may be appropriate in the circumstances. It is expected that such concerns will ordinarily be resolved informally without the need for any outside intervention.
- (c) Where it is alleged by a Trustee (the "Claimant") that another Trustee has acted inconsistently with this Code of Conduct and the Claimant is not satisfied that his or her concern has been properly resolved in accordance with (b) above, the Claimant may require that an outside person be appointed to act as a mediator and arbitrator to deal with the complaint, as follows:
 - (i) Subject to (iii) below, the Claimant will by notice in writing request the Trustees' Chair to arrange the selection of a mediator/arbitrator. Such mediator/arbitrator will be such person as shall be agreed by both the Claimant and the Respondent.
 - (ii) Subject to (iii) below, if the disputing Trustees do not, within 30 days from the date of the notice referred to in (i) above, agree on a mediator/arbitrator the Trustees' Chair shall appoint a mediator/arbitrator.
 - (iii) If the Trustees' Chair is a Trustee who is a disputing Trustee, the notice referred to in (i) above will be provided to the Trustees who are not the disputing Trustees and the appointment referred to in (ii) above will be made by the majority of the Trustees who are not the disputing Trustees.

- 7 -

- (d) The role and authority of the mediator/arbitrator will be as follows:
- (i) the mediator/arbitrator shall arrange for a joint meeting with the parties not later than 90 days from the date of the notice referred to in 8(c)(i) above;
 - (ii) the mediator/arbitrator will first act as a mediator in order to facilitate a resolution of the dispute without the need for any binding direction;
 - (iii) if the mediator/arbitrator determines that it will not be possible to resolve the dispute without any binding direction, he or she shall act as an arbitrator to resolve the dispute by one or more directions;
 - (iv) the mediator/arbitrator shall have all the authority, powers and discretion granted to an arbitrator under the *Alberta Arbitration Act*;
 - (v) if the mediator/arbitrator makes a finding that a Trustee has acted inconsistently with this Code of Conduct the mediator/arbitrator may make one or more directions relating to any of the following:
 - (A) that a Trustee act or abstain from acting in particular ways;
 - (B) that a Trustee not be entitled to be paid remuneration to which he or she would otherwise be entitled;
 - (C) that a Trustee resign as Trustee;
 - (D) that some or all of the costs and expenses of the dispute resolution process be paid by one or more of the Trustees personally.
 - (vi) Subject to a direction made by the mediator/arbitrator pursuant to 8(c)(iv) above, the costs and expenses incurred in respect of the dispute resolution process will be paid from the assets of the Trusts.
 - (vii) There shall be no appeal from a decision of the mediator/arbitrator.

9. Application of Code of Conduct to all Trustees

It is intended that all Trustees will be subject to this Code of Conduct. Therefore, it will be a condition of appointment of a person as Trustee that he or she will agree to become a signatory to the Code of Conduct.

10. Severability


If any provision of this Code of Conduct is determined to be invalid, illegal or unenforceable in any respect, such determination shall not impair or affect the validity, legality or enforceability of the remaining provisions of this Code of Conduct.

- 8 -

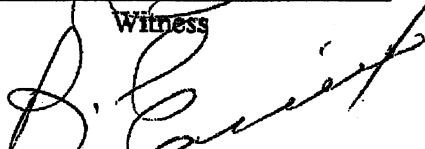
11. Amendment of Code of Conduct

This Code of Conduct may be amended from time to time by the unanimous agreement of all of the Trustees at any such time by instrument in writing.

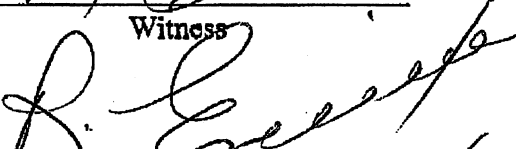
DATED this 12th day of January, 2009.



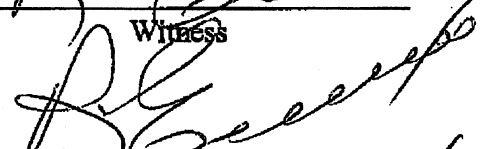
Witness



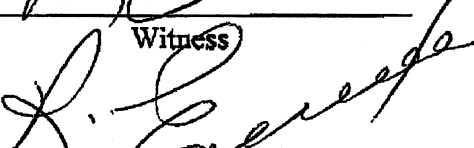
Witness



Witness




Witness



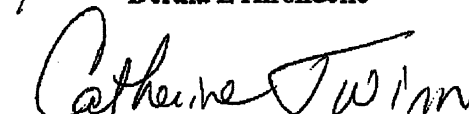
Witness



Walter Felix Twinn WFT



Bertha L'Hirondelle



Catherine Twinn



Roland Twinn



Clara Midbo

SCHEDULE A

Responsibilities of Trustees of the Sawridge Trust

Introduction

This document describes, in a general way, the responsibilities of the trustees (the "Trustees") of the Sawridge Band *Inter Vivos* Settlement (the "1985 Trust") and of the Sawridge Trust (the "1986 Trust") (together, the "Trusts").

Trustees are required to act in accordance with the general law of trusts as modified by the provisions of the document establishing the particular trust.

Beneficiaries

Paragraph 2(a) of the Trust Deed applying to the 1985 Trust defines beneficiaries for the purposes of that Trust as all persons who at any particular time qualify as members of the Sawridge Indian Band pursuant to the provisions of the *Indian Act* as those provisions existed on April 15, 1982.

Paragraph 2(a) of the Trust Deed applying to the 1986 Trust defines beneficiaries for the purposes of that Trust as all persons who at any particular time qualify as members of the Sawridge Indian Band under the laws of Canada in force from time to time including the membership rules and customary laws of the Sawridge Indian Band as they exist from time to time to the extent that such membership rules and customary laws are incorporated into, or recognized by, the laws of Canada.

Number of Trustees

The Trust Deed applying to the 1985 Trust provides that at all times (except for the period pending an appointment) there shall be at least five Trustees. A non-beneficiary may not be appointed if immediately before such appointment there is more than one Trustee who is not a beneficiary. There cannot, therefore, be more than two Trustees who are not beneficiaries (paragraph 5).

The Trust Deed applying to the 1986 Trust provides that at all times (except for the period pending an appointment) there is required to be a minimum of three Trustees and a maximum of seven Trustees. A non-beneficiary may not be appointed if immediately before such appointment there are more than two Trustees who are not beneficiaries (paragraph 5). It would, therefore, be possible to have three Trustees who are not beneficiaries. However, for tax reasons, it is preferable that the two Trusts have the same Trustees.

Basic Obligation of Trustees

The basic obligation of trustees is to act in the best interest of the beneficiaries.

- 2 -

Distribution of Income or Capital of Trusts

Both Trusts provide for the Trustees to have a wide discretion as to the distribution of income or capital of the Trusts, paragraph 6 of each Trust Deed providing (in part) that the,

"Trustees shall have complete and unfettered discretion to pay or apply all or so much of the net income of the Trust Fund, if any, or to accumulate the same or any portion thereof, and all or so much of the capital of the Trust Fund as they in their unfettered discretion from time to time deem appropriate for any one or more of the Beneficiaries; and the Trustees may make such payments at such time, and from time to time, and in such manner and in such proportions as the Trustees in their uncontrolled discretion deem appropriate."

Although the provision of the Trust Deeds refers to the discretion as "unfettered" and "uncontrolled", it is in fact "fettered" and "controlled" by the requirements of the law of trusts. The point is that since the discretion is exercisable by the Trustees as trustees they must not exercise it arbitrarily but must do so in accordance with the requirements of trust law. These requirements, which have been laid down in case law and are expressed in fairly general terms, can be summarized as follows:

- Trustees must give active consideration to the exercise of their discretionary powers.
- Trustees must act in good faith, in the sense that they must take account of relevant factors and must not take account of irrelevant factors.

The case law does not define what is relevant for these purposes. It depends on the circumstances of each particular trust. However, the basic idea is that trustees should take account of factors relevant to the purposes of the particular trust. They must not, for example, take account of their personal feelings about particular beneficiaries.

Distributions from the Trusts may be made to or for the benefit of the beneficiaries in a variety of ways. These would include providing facilities or programmes generally for the benefit of beneficiaries and by programmes involving distributions to beneficiaries. It is important that the availability of any such facilities or programmes is made known to beneficiaries so that beneficiaries have the opportunity both to take advantage of any facilities or programmes that are generally available for beneficiaries and to apply for any facility or programme that will involve selection among the beneficiaries.

The topic of conflict of interest and duty is relevant to the exercise of the Trustees' discretion to distribute trust property. This is discussed below.

Process of Decision Making

Unlike the law applicable to corporations, trust law does not specify a procedure for trustees to make decisions. Also, trust documents – like the Deeds applicable to the Trusts – do not typically provide detailed guidance for such decision making.

- 3 -

The following should be noted:

- Both Trust Deeds provide for decisions being made by a majority of Trustees. In the case of the 1985 Trust, paragraph 13 of the Deed states that a "majority of fifty percent" of the Trustees shall be required for any decision or action taken on behalf of the Trust. This should be interpreted to require a simple majority which is clear when there is an odd number of Trustees, and when there is an even number it should be interpreted as a simple majority. In the case of the 1986 Trust, paragraph 13 of the deed provides as follows:

"Any decision of the Trustees may be made by a majority of the Trustees holding office as such at the time of such decision and no dissenting or abstaining Trustee who acts in good faith shall be personally liable for any loss or claim whatsoever arising out of any acts or omissions which result from the exercise of any such discretion or power, regardless whether such Trustee assists in the implementation of the decision."

Although, as described above, both Trust Deeds provide that the Trustees' decisions may be made by a majority, this does not mean that decisions can properly be made with the involvement of only a majority. In general, all Trustees must take part in the decision-making process, even though ultimately the decision may be made by a majority.

- Although trustees are not required to make decisions by any particular procedure, it is important that they do have a procedure that enables decisions to be made effectively.

Delegation

In general, trustees cannot delegate to others the exercise of their discretionary powers. They can, however, seek professional advice and they can appoint agents to implement their decisions. In fact, when trustees do not have the expertise needed for the making of a particular decision, they should obtain such advice.

Paragraph 8(c) of both Trust Deeds provides for the employment of professional advisors and agents as follows by confirming power,

"to employ professional advisors and agents and to retain and act upon the advice given by such professionals and to pay such professionals such fees or other remuneration as the Trustees in their uncontrolled discretion from time to time deem appropriate (and this provision shall apply to the payments of professional fees to any Trustee who renders professional services to the Trustees)."

The Trustees must exercise care in the appointment of professional advisors and agents and in monitoring their work appropriately.

- 4 -

Duty of Care

In general, in administering a trust and its property, trustees are required to exercise the care, skill and diligence of an ordinary prudent person. Two aspects of this should be noted, as follows.

Control of Corporations

Where trustees hold sufficient shares of a corporation to enable them to control that corporation, their fundamental obligation is to exercise that control for the benefit of the trust, and in doing so they must act in accordance with the standard of care referred to above. Ordinarily, this requires that:

- (1) the trustees obtain appropriate representation on the board of directors and, typically, this will have the result that one or more of the trustees will be directors;
- (2) the trustees should obtain and review appropriate information about the corporation's affairs; and
- (3) the trustees must exercise their powers as shareholders in order to fully protect the interests of the trust.

The principal assets of the Trusts are the shares in and debt owed by Sawridge Holdings Ltd. and 352736 Alberta Ltd. and their various subsidiaries (the "Sawridge Corporations"). Until the re-organization carried out in 2006, the same persons acted as Trustees of the Trusts and as directors of Sawridge Corporations. Since then, the Trustees have elected qualified persons whom they consider suitable to act as directors, and none of the Trustees has sat on the boards of Sawridge Corporations. In the circumstances of the Trusts and the Sawridge Corporations, this arrangement was considered to be the best method of dealing with the Sawridge Corporations. There are two inter-related aspects to this arrangement. The first is that the Trustees will not individually interfere in the respective roles of the directors and of management of the corporations. The second is that the Trustees have sufficient information about the conduct of the Sawridge Corporations so that they can properly monitor the activities of the corporations and be able to make informed decisions about: their concerns and what should be communicated by the Trustees' Chair to the Chair of the Boards of Directors; the election of the boards of directors; and when it might be necessary – in unusual circumstances – to take a position by communication on a Chair-to-Chair basis regarding the management of the corporations. The following principles are applicable in this context:

- (1) The Trustees shall be routinely provided with the same information as is provided by management to directors.
- (2) The Trustees shall be routinely and promptly provided with the material received by directors at directors' meetings, including agenda and minutes of meetings.
- (3) Generally, the directors will supply any other information requested by the Trustees' Chair as collectively required by the Trustees.

- 5 -

- (4) In order that the board of directors will not have concerns about providing confidential information, the Trustees receiving confidential information must respect the confidentiality of the information.
- (5) Communication between the Trustees and the directors will occur through the Trustees' positions being expressed collectively and through the Trustees' Chair. However, individual communications may occur at meetings of the Trustees as shareholders of the corporation, including at annual shareholder meetings.
- (6) Trustees should not interfere with management. If any Trustee has any concern relating to management, that concern should be brought to the attention of the other Trustees, and if considered by the other Trustees to be sufficiently material the Trustees' concern can then be communicated through the Trustees' Chair to the directors.

Investment

Paragraph 7 of both Trust Deeds gives the Trustees power to invest the Trust Fund in any investments authorized for trustees' investments by the *Alberta Trustee Act*, but the Trustees are not restricted to such investments and they may invest in any investment which they in their discretion think fit.

In dealing with investments, trustees are required to act in accordance with the standard of care described above. The Trusts were established in order to hold the Sawridge Corporations and the businesses carried on by them, and the exercise of the Trustees' investment responsibilities can properly be considered in light of this. However, it is also important for the Trustees to have regard to the principles generally applied, which are as follows:

- Trustees should, in selecting investments, perform an assessment of proposed investments, evaluating both the safety of the capital invested and the potential return from the investment. An assessment of risk, both of achieving the potential return and risk to the safety of the capital investment, should be considered.
- Ordinarily, trustees should diversify the investments of the trust, having regard to the requirements of the particular trust.
- The investment portfolio of the trust should be reviewed periodically as well as when unusual changes affecting the portfolio occur.
- Trustees may obtain expert professional advice on evaluating and selecting investments. Trustees may delegate authority to an agent with respect to the investments, so long as the trustees exercise appropriate care in the selection of the agent; the authority of the agent is clearly and appropriately restricted; and the performance of the agent is appropriately monitored.

Duty to Keep and Render Accounts and to Provide other Information

Under the general law of trusts, trustees have an obligation to maintain proper accounts dealing with the income and capital of the trust and, on request, to provide the accounts for the inspection of beneficiaries. Paragraph 10 of both Trust Deeds provides as follows:

- 6 -

"The Trustees shall keep accounts in an acceptable manner of all receipts, disbursements, investments, and other transactions in the administration of the Trust."

In addition to their right to inspect trust accounts, beneficiaries are also entitled to obtain information about the trust and its administration and to inspect trust documents. This includes a right to inspect legal opinions obtained by the trustees in their capacities as trustees. A recent court decision indicates that, at least in some circumstances, beneficiaries do not have an absolute entitlement to obtain trust information and documents but that the court has an overriding ability to control such entitlement. Nevertheless, the Trustees should assume that beneficiaries will, generally, be able to assert a right to obtain trust information and documents.

It is not completely clear to what extent beneficiaries are entitled to information relating to corporations, shares of which are directly or indirectly held in the Trust. It should be assumed that the beneficiaries will be entitled to obtain all information and documents in the possession of the Trustees as trustees or which the Trustees are entitled to obtain as trustees. This will likely include any information or documents relating to any of the Sawridge Corporations, unless the production of such information or documents involves a breach of confidence or otherwise would be improper. Even in this situation, court controlled production of information or documents may permit disclosure to be made in a controlled manner. As was stated in the recent case referred to above:

"Especially when there are issues as to personal or commercial confidentiality, the court may have to balance the competing interests of different beneficiaries, the trustees themselves and third parties. Disclosure may have to be limited and safeguards may have to be put in place."

It is the orthodox position that trustees cannot be required to provide beneficiaries with the reasons for their exercise of discretionary powers and, similarly, that documents expressing such reasons can be withheld. However, the Trustees should not rely on this orthodox position and should assume that their reasons for decisions (and the documents expressing them) will be scrutinized by beneficiaries and, in the event of a dispute, by the court.

The law is unclear as to trustees' obligations to volunteer information about the trust. As stated above, it is suggested that, at least when the Trustees have adopted a programme involving selection among beneficiaries, the availability of the programme should be made known to the beneficiaries.

Duty of Loyalty: Conflict of Interest and Duty

No Statutory Code

Unlike corporate law, trust law provides no statutory code dealing with the fiduciary obligations of trustees or, in particular, with conflict of interest and duty.

- 7 -

General Principles

The overriding obligation of trustees is to act in the best interests of the beneficiaries, and to prefer the interests of the beneficiaries over their personal interests. This is often described as the duty of loyalty. There are two, overlapping, aspects of the duty of loyalty. First, a trustee must not place himself in a position of conflict between his self-interest and his duty. Second, a trustee must not profit from his position as trustee. In general, a trustee who puts himself in a position of conflict is liable to disgorge any of the gains made from so doing and is liable for losses to the trust flowing from the breach of his trustee obligation. These general principles are applied very strictly against trustees. Liability does not depend on proof that the trustee in fact abused his or her position and the liability to disgorge gains does not require proof that the trust suffered any loss. Also, the liability to disgorge gains extends to those obtained indirectly as well as those obtained directly.

Remuneration as Trustees

The general principles dealing with conflict of interest and duty are subject to modification by the terms of a particular trust. Paragraph 9 of each of the Trust Deeds provides for the Trustees to receive reasonable fees for their services as trustees in the administration of the Trusts.

Application of General Principles

Clear examples of conflict occur if:

- a trustee makes use of trust property for his personal benefit;
- a trustee sells her own property to the trust;
- a trustee purchases property from the trust;
- a trustee establishes for herself personally a business competing directly with an established business of the trust; and
- a trustee takes advantage of a "maturing business opportunity" of the trust. For example, if trustees were negotiating to obtain some business opportunity for the trust, it would be improper for a trustee to obtain such business opportunity for himself or herself.

It is not clear whether a trustee may obtain for himself a business opportunity obtained otherwise than through his position as trustee in the circumstances that the business opportunity is of a type that the trust has adopted a policy of attempting to obtain.

It is not clear to what extent and in what circumstances the conflict principles apply where a benefit is obtained by the spouse or other close relative of the trustee. However, the Trustees should assume that the conflict principle will be applied in respect of any benefit that may be obtained indirectly by the Trustee, including where the benefit is obtained by the spouse or close relative.

Application of Principles Where Trustees are Also Beneficiaries

The application of the general principles discussed above gives rise to some difficulty when the same persons are both trustees and beneficiaries since a conflict will often be inevitable in such circumstances. Some conflict is inherent in the two Trusts. In particular, the 1985 Trust requires that at least two Trustees be beneficiaries. Also, although it would be possible to have three Trustees of the 1986 Trust who are non-beneficiaries, for tax reasons it is preferable to have the same Trustees of the two Trusts.

As stated above, both of the Trusts give the Trustees a wide discretion to distribute income or capital of the respective Trusts to one or more of the beneficiaries. Obviously, the Trustees may be in a position of conflict – one created by the Trust arrangements and not one they have put themselves into – in exercising their discretion in a way that might benefit themselves as beneficiaries. This conflict is not acute if the policy is adopted of making distributions from the Trusts that are of general benefit for the beneficiaries, for example, if a distribution of a particular amount was distributed to each and every beneficiary or if funds were expended in creating facilities or programs available for the general benefit of beneficiaries. However, the conflict may be problematic if a policy is adopted involving the exercise of discretion to make distributions – either by way of grant or by way of loan – to particular beneficiaries. There is an obvious danger that the Trustees could be accused of acting improperly if their powers are used to benefit one or more of their own number, particularly if applications for assistance are denied to other beneficiaries.

There are two possible ways in which the inherent conflict in which the Trustees may find themselves can be managed. They are as follows:

- (1) One possibility would be for Trustees (and perhaps others closely connected to them, such as spouse and other close relations) to be excluded from benefit from any programs that involve choice among beneficiaries. However, this appears to be unfair to persons who choose to take on the responsibility of being trustees and may be an inappropriate disincentive. It must be remembered in this context that the terms of the trust instrument clearly contemplate that not only may the same person be both a trustee and a beneficiary but, particularly in the case of the 1985 Trust, it is required that some trustees must be beneficiaries.
- (2) Another possibility is to permit trustees to benefit from programmes of the sort under consideration but to manage the conflict arising from that by the use of arrangements such as the typical provisions applicable to corporations. For example, section 120 of the *Canada Business Corporations Act* contains a scheme applicable to directors under which directors are required to disclose their interests when they have a personal interest in a matter involving the corporation and they are then excluded from voting on any resolution of the board of directors relating to such matter.

The second alternative is not perfect since trust law does not contain any provision or other rule absolving a trustee from responsibility with regard to a decision affecting a matter in the circumstances described in the second alternative. Nevertheless, in the special circumstances of

- 9 -

the Sawridge Trusts this is the better of the two alternatives and should provide the most appropriate method of minimizing the conflict to the extent reasonably possible.

Dealing with Conflict

Certain preliminary points should be emphasized. First, although a "working definition" of a conflict will be set out below, and although there are situations in which it is clear that there will be an improper conflict, there will be many other situations in which it will not be possible to determine with certainty whether it would be considered there was an improper conflict. Second, the relevant principles of trust law are typically applied strictly against trustees. Therefore, when in doubt the safe course is for trustees to avoid acting in a way that could be characterized as putting themselves into a position of conflict. This presumption in favour of caution is particularly applicable to the Trustees as the Trustees must be particularly careful not to attract the criticism that they may be improperly taking advantage of their position as Trustees to benefit themselves.

In order to deal with the management of conflicts, the following is a useful "working definition" of a conflict:

There will be a conflict whenever a Trustee may obtain some benefit, directly or indirectly, from his or her position as Trustee or when the Trustee is in a position in which his or her decision-making as Trustee may potentially be influenced, directly or indirectly, by his or her personal interests. It will be assumed that a Trustee may obtain such a benefit if the benefit is obtained, not only by the Trustee, but also by the spouse, parent, sibling or child of the Trustee. Similarly, it will be assumed that a Trustee may be influenced if, not only the Trustee, but also the spouse, parent, sibling or child of the Trustee may be affected by the decision.

Not every conflict literally falling within this definition is necessarily problematic. Where a decision of the Trustees will benefit a group of beneficiaries that may include some or all of the Trustees who are themselves beneficiaries, or other beneficiaries related to them, as long as there is no ulterior purpose of conferring advantages on Trustees or their relatives under the guise of a scheme purportedly for the benefit of a broader category of beneficiaries, the fact that Trustees or their relatives may incidentally benefit should not preclude the Trustees from making such a decision. As previously noted, the terms of the Trusts require some Trustees to be beneficiaries, so that it cannot have been the intention that decisions of the Trustees be disinterested in the sense of there being no possible interest of any Trustee in the administration of the Trusts.

SCHEDULE B1**THE SAWRIDGE BAND INTER VIVOS SETTLEMENT****Resolution of Trustees: Process of Decision-Making****WHEREAS:**

- (1) The Sawridge Band Inter Vivos Settlement (the "Trust") was settled by Chief Walter P. Twinn on April 15, 1985.
- (2) The undersigned, Bertha L'Hirondelle, Walter Felix Twinn, Roland Twinn, Catherine Twinn and Clara Midbo, are the present Trustees of the Trust.
- (3) Paragraph 13 of the Deed applying to the Trust provides that any decision of the Trustees may be made by a majority of 50% of the Trustees.
- (4) The Trustees, subject to the provisions of the Trust, wish to regulate the manner of making decisions by them as Trustees.

NOW THEREFORE BE IT RESOLVED THAT:**1. Chair of Trustee Meetings**

- (a) Ronald Ewoniak shall be invited to attend meetings of the Trustees and shall act as chair (the "Chair") of such meetings, provided that the Trustees may terminate such arrangement on reasonable notice to Ronald Ewoniak and shall from time to time appoint one of the Trustees or some other person to act as Chair.

2. Meetings of Trustees

- (a) Subject to paragraph 3 below, all decisions of the Trustees shall be made at meetings of the Trustees.
- (b) The Trustees shall meet at least once every quarter.
- (c) The Chair shall be responsible for calling the regularly scheduled quarterly meetings of the Trustees and additional meetings which may be called by the Chair on 48 hours' notice to the Trustees.
- (d) Meetings in addition to the regularly scheduled meetings may be called by the Chair or any Trustee on 48 hours' notice to the Chair (if not calling the meeting) and to the other Trustees.
- (e) Notice may be given in writing, by e-mail, fax or telephone or in person.
- (f) Any person may participate in a meeting by means of telephone, electronic or other communication facility as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

- 2 -

- (g) A majority of the Trustees shall constitute a quorum of Trustees.
- (h) A reasonable time before each meeting, the Chair shall circulate to all Trustees an agenda to which shall be attached all relevant documents for consideration by the Trustees at the meeting.
- (i) The Trustees present at a meeting shall appoint one of the Trustees or some other person to act as the secretary of the meeting and to record the minutes of the meeting, including decisions of the Trustees.

3. Resolutions of Trustees

A decision of the Trustees may be also made by a resolution in writing signed by all of the Trustees.

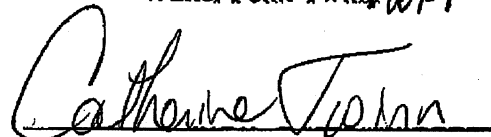
DATED this 12th day of January, 2009.


Bertha L'Hirondelle


Roland Twinn


Clara Midbo


Walter Felix Twinn WFT


Catherine Twinn

SCHEDULE B2**THE SAWRIDGE TRUST****Resolution of Trustees: Process of Decision-Making****WHEREAS:**

- (1) The Sawridge Trust (the "Trust") was settled by Chief Walter P. Twinn on August 15, 1986.
- (2) The undersigned, Bertha L'Hirondelle, Walter Felix Twinn, Roland Twinn, Catherine Twinn and Clara Midbo, are the present Trustees of the Trust.
- (3) Paragraph 13 of the Deed applying to the Trust provides that any decision of the Trustees may be made by a majority of the Trustees holding office as such at the time of such decision and no dissenting or abstaining Trustee who acts in good faith shall be personally liable for any loss or claims whatsoever arising out of any acts or omissions which result from the exercise of any such discretion or power, regardless whether such Trustee assists in the implementation of the decision.
- (4) The Trustees, subject to the provisions of the Trust, wish to regulate the manner of making decisions by them as Trustees.

NOW THEREFORE BE IT RESOLVED THAT:**1. Chair of Trustee Meetings**

- (a) Ronald Ewoniak shall be invited to attend meetings of the Trustees and shall act as chair (the "Chair") of such meetings, provided that the Trustees may terminate such arrangement on reasonable notice to Ronald Ewoniak and shall from time to time appoint one of the Trustees or some other person to act as Chair.

2. Meetings of Trustees

- (a) Subject to paragraph 3 below, all decisions of the Trustees shall be made at meetings of the Trustees.
- (b) The Trustees shall meet at least once every quarter.
- (c) The Chair shall be responsible for calling the regularly scheduled quarterly meetings of the Trustees and additional meetings which may be called by the Chair on 48 hours' notice to the Trustees.
- (d) Meetings in addition to the regularly scheduled meetings may be called by the Chair or any Trustee on 48 hours' notice to the Chair (if not calling the meeting) and to the other Trustees.
- (e) Notice may be given in writing, by e-mail, fax or telephone or in person.

- 2 -

- (f) Any person may participate in a meeting by means of telephone, electronic or other communication facility as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- (g) A majority of the Trustees shall constitute a quorum of Trustees.
- (h) A reasonable time before each meeting, the Chair shall circulate to all Trustees an agenda to which shall be attached all relevant documents for consideration by the Trustees at the meeting.
- (i) The Trustees present at a meeting shall appoint one of the Trustees or some other person to act as the secretary of the meeting and to record the minutes of the meeting, including decisions of the Trustees.

3. Resolutions of Trustees

A decision of the Trustees may be also made by a resolution in writing signed by all of the Trustees.

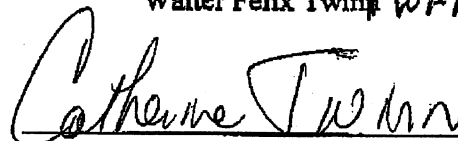
DATED this 12th day of January

CT-KY
2008
WFT
CLP


Bertha L'Hirondelle


Walter Felix Twinn WFT


Roland Twinn


Catherine Twinn


Clara Midbo