

Will of Kelvin Yan

I, Kelvin Yan, a resident of Orange County, California, revoke any prior Wills and codicils made by me and declare this to be my Will.

Article One Family Information

I am married to Helen Su Irving-Yan. We were married on June 17, 2006.

I have two children. Their names and dates of birth are:

Kory Yan, born on October 10, 2008 and

Kristy Yan, born on December 27, 2010

All references in my Will to *my children* are to these children, as well as to any children later born to me or adopted by me in a legal proceeding valid in the domestic or foreign jurisdiction in which it occurred.

Article Two Distribution of My Property

Section 2.01 Pour-Over to My Living Trust

Except to the extent my Personal Representative establishes and funds any testamentary trusts as provided in Section 2.03, I give all of my probate estate, excluding any property over which I have a power of appointment, after expenses and taxes are paid under this Will, to the then-acting Trustee of the 2013 Yan Family Trust dated December 11, 2013 and executed before this Will, to be added to the property of that trust. I direct that the Trustee administer the property according to the trust and any amendments made prior to my death.

Section 2.02 Alternate Disposition

If the trust referred to in Section 2.01 is not in effect at my death, or if for any other reason the pour over fails, I specifically incorporate by reference all the terms of the trust into this Will. I direct my Personal Representative to then establish a new trust under the provisions of that trust and distribute the remainder of my estate, excluding any property over which I have a power of appointment, to that Trustee to administer as provided in the trust.

Section 2.03 Establish and Fund Testamentary Trusts

I authorize my Personal Representative to establish testamentary trusts for the benefit of my beneficiaries under the same terms and conditions of my Revocable Living Trust as it exists at the date of my death, and to fund those trusts with any assets of my probate estate or with any property distributed to my Personal Representative from the Trustee. I appoint the Trustee and successor Trustees named in my Revocable Living Trust as the Trustee and successor Trustee of these testamentary trusts. The Trustee of the testamentary trusts will have all the administrative and investment powers given to the Trustee in my revocable living trust, together with any other powers granted by law.

The Trustee is under no obligation to distribute property directly to my Personal Representative, but may distribute property directly to the Trustee of the testamentary trusts. Any property distributed to the testamentary trusts by the Trustee of my Revocable Living Trust will be distributed by the Trustee of the testamentary trusts under the terms and conditions of my Revocable Living Trust as it exists on the date of my death.

Article Three Designation and Succession of Fiduciaries

Section 3.01 Personal Representative

I nominate Helen Su Irving-Yan as my Personal Representative. If Helen Su Irving-Yan fails or ceases to act as my Personal Representative, I nominate the following as my successor Personal Representatives in the order named:

Jane Yan, my sister; then
Su-Sou Chen, my mother-in-law; and then
Patrick Borja, my brother-in-law

Section 3.02 Guardian

I appoint the following, in the order named, as guardian of each child of mine who needs a guardian:

Jane Yan, my sister; and then
Su-Sou Chen, my mother-in-law

I direct that no guardian be required to give any bond in any jurisdiction. But if a guardian's bond is required by law or by court determination, no sureties will be required on the bond.

Section 3.03 Conservator

If it becomes necessary to appoint a conservator for the estate of any child of mine, I nominate the child's guardian to serve as conservator of that child's estate.

Article Four Powers of Fiduciaries

Section 4.01 Grant of Powers

My Personal Representative may perform every act reasonably necessary to administer my estate and any trust established under my Will. In addition to this general grant of powers, my Personal Representative is specifically authorized to:

hold, retain, invest, reinvest, sell, and manage any real or personal property, including interests in any form of business entity including limited partnerships and limited liability companies, and life, health, and disability insurance policies, without diversification as to kind, amount, or risk of non-productivity and without limitation by statute or rule of law;

partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, and contract;

distribute assets of my estate in cash or in kind, or partly in each, at fair market value on the distribution date, without requiring *pro rata* distribution of specific assets and without requiring *pro rata* allocation of the tax bases of those assets;

hold any interest in nominee form, continue businesses, carry out agreements, and deal with itself, other fiduciaries, and business organizations in which my Personal Representative may have an interest;

establish reserves, release powers, and abandon, settle, or contest claims; and

employ attorneys, accountants, custodians for trust assets, and other agents or assistants as my Personal Representative deems advisable to act with or without discretionary powers, and compensate them and pay their expenses from income or principal.

Section 4.02 Powers Granted by State Law

In addition to the above powers, my Personal Representative may, without prior authority from any court, exercise all powers conferred by my Will, by common law, or by California Fiduciary Powers Act or other statute of the State of California or any other jurisdiction whose law applies to my Will. My Personal Representative has absolute discretion in exercising these powers. Except as specifically limited by my Will, these powers extend to all property held by my fiduciaries until the actual distribution of the property.

Section 4.03 Distribution Alternatives

My Personal Representative may make any payments under my Will:

- directly to a beneficiary;
- in any form allowed by applicable state law for gifts or transfers to minors or persons under disability;
- to a beneficiary's guardian, conservator, or caregiver for the beneficiary's benefit; or
- by direct payment of the beneficiary's expenses.

A receipt by the recipient for any distribution will fully discharge my Personal Representative if the distribution is consistent with the proper exercise of my Personal Representative's duties under my Will.

Article Five Administrative Provisions

Section 5.01 Court Proceedings

Any trust established under my Will will be administered in a timely manner; consistent with its terms; free of active judicial intervention; and without order, approval, or other action by any court. The trust will be subject only to the jurisdiction of a court being invoked by the Trustees or by other interested parties, or as otherwise required by law.

Section 5.02 No Bond

I direct that no Personal Representative be required to give any bond in any jurisdiction. But if a bond is required by law or by court determination, no sureties will be required on the bond.

Section 5.03 Informal Proceedings

I authorize my personal representative to exercise all powers without court supervision under the Independent Administration of Estates Act of California.

Section 5.04 Compensation and Reimbursement

Any fiduciary serving under my Will is entitled to reasonable compensation commensurate with services actually performed. In addition, any fiduciary serving under my Will is entitled to reimbursement for reasonable expenses incurred.

Section 5.05 Ancillary Fiduciary

If any ancillary administration is required or desired, and my domiciliary Personal Representative is unable or unwilling to act as an Ancillary Fiduciary, my domiciliary Personal Representative may have power to designate, compensate, direct, and remove an Ancillary Fiduciary. The Ancillary Fiduciary may either be a person or a corporation.

My domiciliary Personal Representative may delegate to the Ancillary Fiduciary any powers granted to my domiciliary Personal Representative as my domiciliary Personal Representative considers to be proper, including the right to serve without bond or without surety on bond. The net proceeds of the ancillary estate will be paid over to the domiciliary Personal Representative.

Article Six

Taxes, Claims, and Expenses

Section 6.01 Payment of Death Taxes, Claims, and Expenses

The Trustee of the 2013 Yan Family Trust is authorized to pay expenses incurred for my funeral and for the disposition of my remains, claims against my estate, and expenses of estate administration. Accordingly, I direct my Personal Representative to consult with the Trustee to determine which expenses and claims should be paid by my Personal Representative from property passing under my Will, and which expenses and claims should be paid by the Trustee from the 2013 Yan Family Trust.

I direct my Personal Representative to follow any instructions contained in the 2013 Yan Family Trust in making any tax elections, including the allocation of my GST Exemption and any elections relative to the *Deceased Spousal Unused Exclusion Amount*. My Personal Representative will suffer no liability for making or not making any tax election in good faith to any person, including any person not yet in being, whose interest may have been affected.

Any taxes imposed on property passing under and outside my Will because of my death will be apportioned and paid under the provisions of the 2013 Yan Family Trust, and I incorporate the tax apportionment provisions of the 2013 Yan Family Trust as part of my Will.

No death taxes may be allocated to or paid from property that is not included in my gross estate for federal estate tax purposes, or that qualifies for the federal estate tax marital or charitable deductions.

Section 6.02 Tax and Administrative Elections

My Personal Representative may exercise any available elections under any applicable income, inheritance, estate, succession, or gift tax law. This authority includes the power to select any alternate valuation date for death tax purposes and the power to determine whether to use any estate administration expenses as estate or income tax deductions. No compensating adjustments are required between income and principal as a result of those determinations unless my Personal Representative determines otherwise, or unless required by law.

My Personal Representative may elect to have any part of the property in my estate qualify for the federal estate tax marital deduction as qualified terminable interest property under Internal Revenue Code Section 2056(b)(7) (the *QTIP Election*).

Any tax paid as a result of the inclusion in my taxable estate of property held in a qualified terminable interest property (QTIP) trust created for me by my wife will be apportioned to and collected from the qualified terminable interest property (QTIP) as provided in Section 2207A.

My Personal Representative is not liable to any beneficiary of my estate for tax consequences that arise as a result of the exercise or nonexercise of any tax elections, or for decisions made concerning the distribution of property in kind in full or partial satisfaction of any beneficiary's interest in my estate.

My Personal Representative may make any lawful adjustments to the basis of my assets, including increasing the basis of any property in my gross estate, whether or not passing under my Will, by allocating any amount by which the basis of my assets may be increased. My Personal Representative is not required to allocate the basis increase to assets passing under my Will rather than to other property in my gross estate. My Personal Representative may elect to allocate the basis increase to one or more assets that my Personal Representative receives or in which my Personal Representative has a personal interest, to the partial or total exclusion of other assets to which this allocation could be made. My Personal Representative may not be held liable to any person for the exercise of his or her discretion under this Section.

Article Seven

General Provisions

Section 7.01 Adopted and Afterborn Persons

A legally adopted person in any generation and that person's descendants, including adopted descendants, have the same rights and will be treated in the same manner under this Will as natural children of the adopting parent if the person is legally adopted before turning 18 years old. If an adoption was legal in the jurisdiction it occurred in at that time, then the adoption is considered legal.

A fetus *in utero* that is later born alive will be considered a person in being during the period of gestation.

Section 7.02 Applicable Law

The validity and construction of my Will will be determined by the laws of California.

Section 7.03 No Contract to Make Will

I have not entered into any contract, actual or implied, to make a Will.

Section 7.04 Contest Provision

If any beneficiary of my Will or any trust created under my Will, alone or in conjunction with any other person, engages in any of the following actions, the right of the beneficiary to take any interest given under my Will or any trust created under my Will

will be determined as if the beneficiary predeceased me without leaving any surviving descendants:

contests by a claim of undue influence, fraud, menace, duress, or lack of testamentary capacity, or otherwise objects in any court to the validity of my Will, any trust created under the terms of my Will, or any beneficiary designation of an annuity, retirement plan, IRA, Keogh, pension, profit-sharing plan, or insurance policy signed by me (collectively referred to in this Section as *Document* or *Documents*) or any amendments or codicils to any Document;

seeks to obtain an adjudication in a court proceeding or otherwise to void, nullify, or set aside a Document or any of its provisions;

files suit on a creditor's claim filed in a probate of my estate, against my estate, or against any other Document, after rejection or lack of action by the respective fiduciary;

files a petition or other pleading to change the character (community, separate, joint tenancy, partnership, domestic partnership, real or personal, tangible or intangible) of property already characterized by a Document;

files a petition to impose a constructive trust or resulting trust on any assets of my estates; or

participates in any of the above actions in a manner adverse to my estate, including conspiring with or assisting any person who takes any of these actions.

At my estate's expense, my Personal Representative may defend any violation of this Section. This Section applies to any arbitration proceeding brought by any beneficiary, but does not include any above action in a mediation not preceded by a filing of a contest with a court.

But during any period in which the laws of the State of California govern the applicability or validity of this provision, Section 21311 of the California Probate Code will apply, and my Personal Representative may only enforce this provision against any of the following types of contests:

a direct contest brought by any beneficiary without probable cause;

any pleading by any beneficiary to challenge a transfer of property on the grounds that the transferor did not own the property at the time of the transfer; and

any filing of a creditor's claim or prosecution of any action based on the filing of such a claim.

The terms *direct contest*, and *pleading* have the same meanings as set forth in Section 21310 of the California Probate Code. My Will and any trusts created under my Will are *protected instruments* as provided in Section 21310(e) of the California Probate Code.

Section 7.05 Construction

Unless the context requires otherwise, words denoting the singular may denote the plural, and words indicating the plural may denote the singular. As the context requires, words of one gender may denote another gender.

Section 7.06 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.07 Internal Revenue Code, IRC, or Code

References to the Internal Revenue Code, the IRC or the Code refer to the Internal Revenue Code of the United States. References to specific sections of the Code apply to any sections of similar import that replace the specific sections due to changes to the Internal Revenue Code made after the date of my Will.

Section 7.08 Shall and May

Unless otherwise specifically provided in this document or by the context in which used, the word *shall* is used to impose a duty or to command, direct, or require, and the word *may* is used to allow or permit, but not require. In the context of our Trustee or my Personal Representative, the word *shall* is used to impose a fiduciary duty on our Trustee or my Personal Representative. When I use the word *may*, I intend to empower our Trustee or my Personal Representative to act with sole and absolute discretion unless otherwise stated in this document.

Section 7.09 Other Definitions

Except as otherwise provided in my Will, terms will be interpreted as defined in California Probate Code as amended after the date of my Will and after my death.

Section 7.10 Survivorship


For purposes of this Will, if I survive my wife by any period of time or if the order of our deaths is unknown, then I will be considered to have survived my wife. Any other beneficiary will be considered to have predeceased me if the beneficiary dies within 90 days after my death.

Section 7.11 Severability

If any part of this instrument is determined to be void or invalid, the remaining provisions will continue in full force and effect.

Will of Kelvin Yan


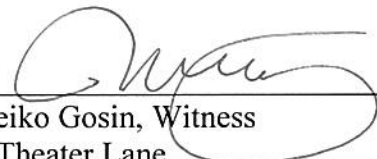
I, Kelvin Yan, sign my name to this instrument consisting of nine (9) pages on December 11, 2013 and do declare that I sign and execute this instrument as my will, that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.


Kelvin Yan

We declare under penalty of perjury under the laws of the State of California that on the day and year written above, Kelvin Yan, published and declared this instrument to be his Will, that he signed this Will in our presence, that each of us, in his presence and at his request, and in the presence of each other, have signed our names as attesting witnesses. We also declare that each of us is now more than eighteen years of age and a competent witness.

We also declare that at the time of our attestation of this Will, Kelvin Yan was, to our best knowledge and belief, of sound mind and memory, eighteen years of age or older and under no duress, menace, fraud, misrepresentation, constraint or undue influence.

Executed on December 11, 2013 in the County of Orange, California.


Demosthenis A. Zeppos, Witness
22 Knotty Oak Circle
Coto de Caza, CA 92679
Keiko Gosin, Witness
8 Theater Lane
Aliso Viejo, CA 92656