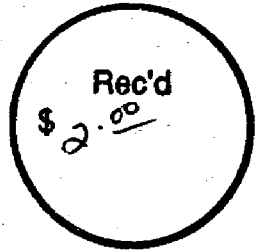


107871

FILED FOR RECORD BOOK 115 PAGE 900
SKAMANIA CO. WASH
BY SKAMANIA CO. TITLE

SEP 15 2 27 PM '89

P. Lowmy
AUDITOR
GARY M. OLSON



SUPERIOR COURT OF WASHINGTON, COUNTY OF CLARK

Estate of)
HAZEL O. PRICE,)
Deceased.)

NO. 89-40376-2 14 4

WRITTEN AGREEMENT FOR
NONJUDICIAL CHANGE OF TRUSTEE

V
This agreement made and entered into by and between Truman P.
Price, John C. Price, Jr, Kathleen O. Rollefson and Virginia P.
Welch, Witnesseth:

WHEREAS by Declaration of Trust dated December 12, 1985,
HAZEL O. PRICE created a trust concerning several parcels of real
property. That a copy of said Declaration of Trust is attached
hereto, identified as Exhibit A, make a part hereof and incorporated
herein by reference, and

WHEREAS HAZEL O. PRICE, a resident of Clark County, Washington,
died on June 12, 1989, a copy of her death certificate is attached
hereto, identified as Exhibit B, and

WHEREAS the Declaration of Trust gives specific powers to a
Successor Trustee, but fails to name a Successor Trustee or a method
of selecting a Successor Trustee, and

WHEREAS under the provisions of RCW 11.98.039, attached hereto
as Exhibit C, the law of the State of Washington provides that the
beneficiaries may agree for the non-judicial change of the trustee
under RCW 11.96.170, attached hereto as Exhibit D, and

WHEREAS all of the beneficiaries are a party to this

WRITTEN AGREEMENT FOR
NONJUDICIAL CHANGE OF TRUSTEE -1

FILED

SEP 12 1989

RECORDER'S NOTE:
NOT AN ORIGINAL DOCUMENT

JAMES R. GREGG
ATTORNEY AT LAW
400 WEST ELEVENTH STREET
POST OFFICE BOX 991
VANCOUVER, WASHINGTON 98668
695-1345

Registered
Indexed
Indirect
Filed 9-22-89
Mailed

1 agreement and each has been given notice of the proposed change in
2 Trustee in the form attached hereto and identified as Exhibit E
3 and incorporated herein by reference, and

4 WHEREAS it is proposed that this written agreement be filed
5 with the Superior Court of Washington in Clark County, the court
6 having jurisdiction over the Trust and each of the undersigned are
7 aware and understand they are waiving notice of filing and of
8 obligation period and deem this agreement approved and equivalent
9 to a final order binding on each of us, now therefore,

10 IT IS AGREED AS FOLLOWS:

11 1. That VIRGINIA P. WELCH be the Successor
12 Trustee under the Declaration of Trust of HAZEL O. PRICE dated
13 December 12, 1985, effective September 8, 1989.

14 2. That all notice provisions recognized in RCW 11.96.170
15 and RCW 11.98.039, are waived and this appointment of Successor
16 Trustee is deemed approved and is equivalent to a final court order
17 binding on each of us.

18 DATED this 8th day of August, 1989.

19 Truman P. Price
20 TRUMAN P. PRICE

21 John C. Price Jr.
22 JOHN C. PRICE, JR.

23 Kathleen O. Rollefson
KATHLEEN O. ROLLEFSON

Virginia P. Welch
VIRGINIA P. WELCH

WRITTEN AGREEMENT FOR
NONJUDICIAL CHANGE OF TRUSTEE -2

JAMES R. GREGG
ATTORNEY AT LAW
400 WEST ELEVENTH STREET
POST OFFICE BOX 991
VANCOUVER, WASHINGTON 98666
695-1345

STATE OF MARYLAND)
W. Ash D.C. : ss.
 County of Montgomery)

On 8/29, 1989, personally appeared before me. TRUMAN P. PRICE, known to be to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal impression]

W. Ash D.C.
 NOTARY PUBLIC in and for the
 State of Maryland
 Residing at *Washington, D.C.*
 My Commission Expires *1/11/91*
 My Commission Expires *February 11, 1991*

STATE OF OREGON)
 : ss.
 County of Douglas)

On Sept 1, 1989, personally appeared before me, JOHN C. PRICE, known to me to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal impression]

Elva Schrimmer
 NOTARY PUBLIC in and for the
 State of Oregon
 Residing at *Rosburg, OR*
 My Commission Expires *7/23/91*

Elva Schrimmer
 ELVA SCHRIMMER
 NOTARY PUBLIC OREGON
 My Commission Expires *7/23/91*

WRITTEN AGREEMENT FOR
 NONJUDICIAL CHANGE OF TRUSTEE -3

JAMES R. GREGG
 ATTORNEY AT LAW
 400 WEST ELEVENTH STREET
 POST OFFICE BOX 891
 VANCOUVER, WASHINGTON 98666
 605-1345

STATE OF WASHINGTON)
 : ss.
 County of Lewis)

On September 5, 1989, personally appeared before me, KATHLEEN O. ROLLEFSON, known to me to be the individual described in and who executed the within and foregoing instrument and acknowledged that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal impression]

David L. Allen
 NOTARY PUBLIC in and for the
 State of Washington
 Residing at Centralia
 My Commission expires: 8/9/91

STATE OF WASHINGTON)
 : ss.
 County of Clark)

On September 8, 1989, personally appeared before me, VIRGINIA P. WELCH, known to me to be the individual described in and who executed the within and foregoing instrument and acknowledged that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal impression]

James R. Gregg
 NOTARY PUBLIC in and for the
 State of Washington
 Residing at Vancouver
 My Commission Expires: 5/10/93

WRITTEN AGREEMENT FOR
 NONJUDICIAL CHANGE OF TRUSTEE -4

JAMES R. GREGG
 ATTORNEY AT LAW
 400 WEST ELEVENTH STREET
 POST OFFICE BOX 991
 VANCOUVER, WASHINGTON 98666
 605-1345



100531

EXHIBIT "A"

Declaration of Trust

BOOK 115 PAGE 904

WHEREAS, I, Hazel O. Price, of the
City/Town of Vancouver, County of Clark, State of Washington,

am the owner of the following described real property situated in Skamania County,
State of Washington:

Lots 16 and 17, Block 1, Boyd and Wilkinson's Addition to the Town of Carson.

Beginning at a point 225 feet South and 200 feet West of the Northeast corner of the Northwest quarter of the Northeast quarter of Section 29, Township 3 North of Range 8 East of the Willamette Meridian and running thence North 100 feet; thence West 100 feet; thence South 100 feet; thence East 100 feet to the point of beginning.

Beginning at the intersection of the east line of tract 2 of Columbia Home Tracts (as shown at page 76, official plat book), with the north line of State Road No. 8; thence West on said north line 100 feet; thence North and parallel to the East line of said Lot 2, a distance of 477 feet; thence East 100 feet to said East line; thence south on said line 477 feet to the place of beginning, and being in Lots 11 and 12 of Section 36, Township 3 North, Range 7½ East, W.M.

Beginning at the southwest corner of Lot 3, Columbia Home Tracts; thence North 377 feet following the west boundary of said Lot 3, thence East 250 feet to the east boundary of said Lot 3, thence following the east line thereof South 319 feet more or less to the southeast corner thereof, thence in a southwesterly direction about 255 feet following the south boundary of said Lot 3 to the place of beginning, containing 2 acres more or less, all in Section 36, Township 3 North, Range 7½ East, W.M. Also all roads and easements appurtenant thereto.

The Northeast quarter of the northwest quarter; the southwest quarter of the northeast quarter; and the East half of the Northwest quarter of the southeast quarter of Section 9, Township 4 North, Range 7 East, Willamette Meridian.

The Northwest quarter and the Southwest quarter of the Northeast quarter of Section 27, Township 2 North, Range 6 East, Willamette Meridian, less rights-of-ways.

Lots 25 and 26, and the North half of Lot 27 of Block 1 of the Town of Stevenson.

Recorded 5
Index 5
Filed 1-21-86
Mailed 1-24-86

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that I do hereby acknowledge and declare that I hold and will hold said real property and all my right, title and interest in and to said property and all furniture, fixtures and personal property situated therein on the date of my death, IN TRUST

1. For the use and benefit of the following Four (4) persons, in equal shares, or the survivor of them/per stirpes:

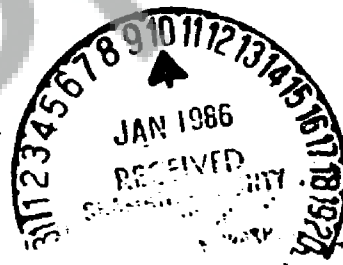
Truman P. Price--my son
John C. Price, Jr.--my son
Kathleen O. Rollefson--my daughter
Virginia P. Welch--my daughter

REAL ESTATE EXCISE TAX
JAN 10 1986

PAID Excise

RECORDER'S NOTE:

NOT AN ORIGINAL DOCUMENT



SKAMANIA COUNTY TREASURER

Should I become physically or mentally incapacitated as certified in writing by a physician, the Successor Trustee hereinafter named shall assume active administration of this trust during my lifetime, such Successor Trustee shall be fully authorized to pay to me or disburse on my behalf such sums from income or principal as appear necessary or desirable for my comfort or welfare. Upon my death, unless all the beneficiaries shall predecease me or unless we all shall die as a result of a common accident or disaster, my Successor Trustee is hereby directed forthwith to transfer said property and all right, title and interest in and to said property unto the beneficiaries absolutely and thereby terminate this trust; provided, however, that if any beneficiary hereunder shall not have attained the age of 21 years, the Successor Trustee shall hold such beneficiary's share of the trust assets in continuing trust until such beneficiary shall have attained the age of 21 years. During such period of continuing trust the Successor Trustee, in his absolute discretion, may retain the specific trust property herein described if he believes it in the best interests of the beneficiary so to do, or he may sell or otherwise dispose of such specific trust property, investing and reinvesting the proceeds as he may

deem appropriate. If the specific trust property shall be productive of income or if it be sold or otherwise disposed of, the Successor Trustee may apply or expend any or all of the income or principal directly for the maintenance, education and support of the beneficiary without the intervention of any guardian and without application to any court. Such payments of income or principal may be made to the parents of such beneficiary or to the person with whom the beneficiary is living without any liability upon the Successor Trustee to see to the application thereof. If such beneficiary survives me but dies before attaining the age of 21 years, at his or her death the Successor Trustee shall transfer, pay over and deliver the trust property being held for such beneficiary to such beneficiary's personal representative, absolutely.

2. Each beneficiary hereunder shall be liable for his proportionate share of any taxes levied upon the Settlor's total taxable estate by reason of the Settlor's death.

3. All interests of a beneficiary hereunder shall be inalienable and free from anticipation, assignment, attachment, pledge or control by creditors or by a present or former spouse of such beneficiary in any proceedings at law or in equity.

4. I reserve unto myself the power and right during my lifetime (1) to place a mortgage or other lien upon the property, (2) to collect any rental or other income which may accrue from the trust property and to pay such income to myself as an individual. I shall be exclusively entitled to all such income accruing from the trust property during my lifetime, and no beneficiary named herein shall have any claim upon any such income and/or profits distributed to me.

5. I reserve unto myself the power and right at any time during my lifetime to amend or revoke in whole or in part the trust hereby created without the necessity of obtaining the consent of any beneficiary and without giving notice to any beneficiary. The sale or other disposition by me of the whole or any part of the property held hereunder shall constitute as to such whole or part a revocation of this trust.

6. The death during my lifetime, or in a common accident or disaster with me, of all of the beneficiaries designated hereunder shall revoke such designation, and in the former event, I reserve the right to designate new beneficiaries. Should I for any reason fail to designate such new beneficiaries, this trust shall terminate upon my death and the trust property shall revert to my estate.

7. In the event of my physical or mental incapacity or my death, I hereby nominate and appoint as Successor Trustee hereunder the beneficiary named first above, unless such beneficiary shall not have attained the age of 21 years, or is otherwise legally incapacitated, in which event I hereby nominate and appoint as Successor Trustee hereunder the beneficiary named second above. If such beneficiary named second above shall not have attained the age of 21 years, or is otherwise legally incapacitated, then I nominate and appoint

(Name) _____, of

(Address) _____
 Number Street City State Zip

to be Successor Trustee.

8. This Declaration of Trust shall extend to and be binding upon the heirs, executors, administrators and assigns of the undersigned and upon the Successors to the Trustee.

9. The Trustee and his successors shall serve without bond.

10. This Declaration of Trust shall be construed and enforced in accordance with the laws of the State of _____

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ 12
 day of December, 19 85.
 (Settlor sign here) _____ L.S.

I, the undersigned legal spouse of the Settlor, hereby waive all community property, dower or curtesy rights which I may have in the hereinabove-described property and give my assent to the provisions of the trust and to the inclusion in it of the said property.

(Spouse sign here) _____ L.S.

Witness (1) _____
 STATE OF Washington }
 County of Clark }
 City or Town _____
 12 day of December, 19 85, personally appeared

I know and I know to be the individual(s) who executed the foregoing instrument, and acknowledged the same to be _____ free act and deed, before me.

(Notary Seal)

Notary Public

100532
QUIT CLAIM DEED

BOOK 100 PAGE 60 QCD
BOOK 115 PAGE 906

To All People To Whom These Presents Shall Come, Greetings;
KNOW YE, THAT I,

(Name) Hazel O. Price, in conformity with the terms of a certain

Declaration of Trust executed by me under date of December 12, 1985, do by these presents release and forever Quit-Claim to myself as Trustee under the terms of such Declaration of Trust, and to my successors as Trustee under the terms of such Declaration of Trust, all right, title, interest, claim and demand whatsoever which I as Releasor have or ought to have in or to the property located at:

Skamania County, State of Washington, described as follows:

Lots 16 and 17, Block 1, Boyd and Wilkinson's Addition to the Town of Carson.

Beginning at a point 225 feet South and 200 feet West of the Northeast corner of the Northwest quarter of the Northeast quarter of Section 29, Township 3 North of Range 5 East of the Willamette Meridian and running thence North 100 feet; thence West 100 feet; thence South 100 feet; thence East 100 feet to the point of beginning.

Beginning at the intersection of the east line of tract 2 of Columbia Home Tracts (as shown at page 76, official plat book), with the north line of State Road No. 8; thence West on said north line 100 feet; thence North and parallel to the East line of said Lot 2, a distance of 477 feet; thence East 100 feet to said East line; thence south on said line 477 feet to the place of beginning, and being in Lots 11 and 12 of Section 36, Township 3 North, Range 7½ East, W.M.

Beginning at the southwest corner of Lot 3, Columbia Home Tracts; thence North 377 feet following the west boundary of said Lot 3, thence East 250 feet to the east boundary of said Lot 3, thence following the east line thereof South 319 feet more or less to the southeast corner thereof, thence in a southwesterly direction about 255 feet following the south boundary of said Lot 3 to the place of beginning, containing 2 acres more or less, all in Section 36, Township 3 North, Range 7½ East, W.M. Also all roads and easements appurtenant thereto.

The Northeast quarter of the northwest quarter; the southwest quarter of the Northwest quarter; and the East half of the Northwest quarter of the southeast quarter of Section 9, Township 4 North, Range 7 East, Willamette Meridian.

The Northwest quarter and the Southwest quarter of the Northeast quarter of Section 27, Township 2 North, Range 6 East, Willamette Meridian, less rights-of-ways.

Lots 25 and 26, and the North half of Lot 27 of Block 1 of the Town of Stevenson.

RECORDER'S NOTE:
NOT AN ORIGINAL DOCUMENT

The consideration for this transfer is less than One Dollar.



Registered S
Indexed S
Indirect S
Filed 1-21-86
Mailed 1-24-86

10617

REAL ESTATE EXCISE TAX
JAN 10 1986

PAID Excise
Beverly J. Kelly
SKAMANIA COUNTY TREASURER

To Have and to Hold the premises, with all the appurtenances, as such Trustee forever; and I declare and agree that neither I as an individual nor my heirs or assigns shall have or make any claim or demand upon such property.

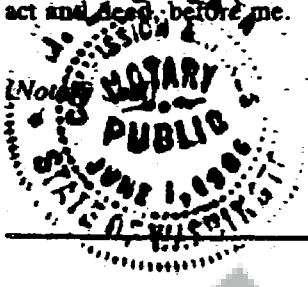
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of December, 1985
Releasor (Owner) L.S.

I, the undersigned legal spouse of the above Releasor, hereby waive all community property, dower or curtesy rights which I may have in or to the hereinabove-described property.
(Spouse) L.S.

Witness: (1) [Signature] Witness: (2) [Signature]

STATE OF Washington City or Town Vancouver
COUNTY OF Clark
On the 12 day of December, 1985 personally appeared

known to me to be the individual(s) who executed the foregoing instrument, and acknowledged the same to be free act and deed, before me.
[Signature]
Notary Public



Quit Claim Deed
From HAZEL O PRICE
To HAZEL O PRICE, TRUSTEE
Received for record JANUARY 10, 1986
at 3:50 P.M. and recorded in
Vol. 100 on Page 65-66
of the DEED Land Records
by [Signature] Authorized Official
The property affected by this instrument is situated in the City/Town of 9-8-24-1-2-300 4-7-9-500 2-7-1-1-1-5700 3-7-8-200 3-7-8-36-4100 2-6-5900 2-6-5900-06
County of SKAMANIA
State of WASHINGTON
After recording, please return this instrument to:
MRS. J.C. PRICE
214 WEST 28TH STREET
VANCOUVER, WA 98660

STATE OF WASHINGTON DEPARTMENT OF SOCIAL AND HEALTH SERVICES

DIVISION OF HEALTH

CERTIFICATE OF DEATH

LOCAL FILE NUMBER

EXHIBIT "B"

STATE FILE NUMBER

1 NAME - FIRST, MIDDLE, LAST Hazel O'Neill PRICE				2 SEX Female	3 DEATH DATE (Mo. Day Yr.) 6-12-89	146	
4 AGE LAST BIRTH DAY (Yr.) 102	5 UNDER 1 YEAR MO. DAYS 7-1-86	6 UNDER 1 DAY HOURS MIN. SEC. 7-1-86	7 BIRTHDATE (Mo. Day Yr.) 7-1-86	8 BIRTH STATE (If not in USA, give country) Canada	9 CITIZEN OF WHAT COUNTRY? USA	10 COUNTY OF DEATH Clark	
11 CITY, TOWN OR LOCATION OF DEATH Vancouver				12 PLACE OF DEATH - BOX FOR PLACE THEN GIVE ADDRESS OR INSTITUTION NAME 5710 NE 75th		13 SMOKING IN LAST 15 YEARS? (Yr/Mo) No	
14 MARITAL STATUS - Married, Never Married, Widowed Widowed		15 SURVIVING SPOUSE (If only give maiden name) John Chauncey Price		16 WAS DECEDENT EVER IN U.S. ARMED SERVICES? (Yr/Mo) No		17 SOCIAL SECURITY NO. 535-44-3248	
18 USUAL OCCUPATION (Give kind of work done during most of working life. DO NOT USE RETIRED) Homemaker		19 KIND OF BUSINESS OR INDUSTRY Own Home		21 Was Decedent of Foreign Origin or Descent? (Ancestry) (Specify Yes or No. If Yes specify Cuban, Mexican, Puerto Rican, etc.) No		22 RACE (White, Black, Asian or Pacific Islander, Am. Ind. Hawaiian, etc.) (Specify) White	
23 RESIDENCE - NUMBER AND STREET 214 W. 28th		24 CITY/TOWN OR LOCATION Vancouver		25 INSIDE CITY LIMITS? Yes	26 COUNTY Clark	27 STATE Washington	28 ZIP CODE 98660
29 FATHER'S NAME - FIRST, MIDDLE, LAST John O'Neill				30 MOTHER'S NAME - FIRST, MIDDLE, MAIDEN SURNAME Eliza Relief Mcfee			
31 INFORMANT - NAME Virginia Welch		32 MAILING ADDRESS - STREET OR RFD NO. CITY OR TOWN STATE ZIP 35094 SE Sunset View Rd Washougal, Washington 98671					
33 BURIAL, CREMATION, REMOVAL, OTHER (Specify) Cremation		34 DATE (Mo. Day Yr.) 6/19/89	35 CEMETERY/CREMATORY - NAME Uniservice Crematory		36 LOCAL - CITY/TOWN STATE Portland, Oregon		
37 FUNERAL DIRECTOR James C. Miller		38 NAME OF FACILITY Killingsworth Chapel of Chimes		39 ADDRESS OF FACILITY 430 N. Killingsworth Portland, Oregon 97217			
TO BE COMPLETED ONLY BY CERTIFYING PHYSICIAN				TO BE COMPLETED ONLY BY MEDICAL EXAMINER OR CORONER			
40 TO THE BEST OF MY KNOWLEDGE, DEATH OCCURRED AT THE TIME, DATE, AND PLACE AND DUE TO THE CAUSE(S) STATED SIGNATURE AND TITLE X				41 ON THE BASIS OF EXAMINATION AND/OR INVESTIGATION, IN MY OPINION, DEATH OCCURRED AT THE TIME, DATE, AND PLACE AND DUE TO THE CAUSE(S) STATED SIGNATURE AND TITLE Archie Hamilton, Coroner			
42 DATE SIGNED (Mo. Day Yr.)		43 HOUR OF DEATH (24 Hrs.)		44 DATE SIGNED (Mo. Day Yr.)		45 HOUR OF DEATH (24 Hrs.)	
				June 15, 1989		0001	
46 NAME AND TITLE OF ATTENDING PHYSICIAN IF OTHER THAN CERTIFIER (Type or Print)				47 PROHOUNCED DEAD (Mo. Day Yr.)		48 HOUR PROHOUNCED DEAD (24 Hrs.)	
				June 12, 1989		0001	
49 NAME AND ADDRESS OF CERTIFIER - PHYSICIAN, MEDICAL EXAMINER OR CORONER (Type or Print) Dr. Archie Hamilton MD, Coroner 304 E. 37th Street Vancouver, Washington 98660							
50 PART I ENTER THE DISEASE, INJURIES OR COMPLICATIONS WHICH CAUSED THE DEATH. DO NOT ENTER THE MODE OF DYING, SUCH AS CARDIAC OR RESPIRATORY ARREST, SHOCK OR HEART FAILURE. LIST ONLY ONE CAUSE ON EACH LINE.							
IMMEDIATE CAUSE (Final disease or condition resulting in death). Sequentially list conditions, if any, leading to immediate cause. Enter UNDERLYING CAUSE (Disease or injury which initiated events resulting in death) LAST		51 General debility due to age.				INTERVAL BETWEEN ONSET AND DEATH	
		DUE TO, OR AS A CONSEQUENCE OF				INTERVAL BETWEEN ONSET AND DEATH	
		DUE TO, OR AS A CONSEQUENCE OF				INTERVAL BETWEEN ONSET AND DEATH	
51 OTHER SIGNIFICANT CONDITIONS - CONDITIONS CONTRIBUTING TO DEATH BUT NOT RESULTING IN THE UNDERLYING CAUSE GIVEN ABOVE				52 AUTOPSY? (Yes/No) No		53 WAS CASE REFERRED TO MEDICAL EXAMINER OR CORONER? (Yes/No) Yes	
54 ACC. SUGGEST NO INJURY, OR PENDING INVEST. (Specify)	55 INJURY DATE (Mo. Day Yr.)	56 HOUR OF INJURY (24 Hrs.)	57 DESCRIBE HOW INJURY OCCURRED				
58 INJURY AT WORK? (Yes/No)	59 PLACE OF INJURY - AT HOME, FARM, STREET, FACTORY, OFFICE, BLDG., ETC. (Specify)		60 LOCATION - STREET OR RFD NO., CITY/TOWN, STATE				
61 REGISTRAR SIGNATURE X Karen Steingart, M.D.				62 DATE RECEIVED (Mo. Day Yr.) JUN 20 1989			

DSHS 9-150 (Rev. 1-89) -1187-

RECORDER'S NOTE:
NOT AN ORIGINAL DOCUMENT

JUN 21 1989

SEAL

Karen Steingart, M.D.
DISTRICT HEALTH OFFICER

DSHS 9-841A (11/85)

THIS IS A CERTIFIED COPY OF THE RECORD ON FILE WITH VITAL RECORDS. CERTIFIED COPIES MUST HAVE THE OFFICIAL SEAL.

11.98.029

PROBATE AND TRUST LAW

Reviser's Note

RCW 11.98.029 was also repealed by 1985, c. 30, § 143 without cognizance of its amendment in that same enactment.

Historical Note

As enacted, this section read:

Upon petition of the trustee of a trust, the superior court having jurisdiction may accept his resignation and discharge him from the trust upon such notice, if any, and upon such terms as such court may require.

Laws 1984, ch. 149, § 70, recodified this section from § 30.99.040 to § 11.98.029.

Laws 1985, ch. 30, § 43, reenacted and rewrote the section to read as it now appears.

Short title—Application—Purpose—Severability—Laws 1985, ch. 30: See §§ 11.02.900 through 11.02.903.

11.98.030. Recodified as § 11.98.150 by Laws 1984, ch. 149, § 86, eff. Jan. 1, 1985

11.98.039. Nonjudicial change of trustee—Notice—Judicial appointment or change of trustee—Liability and duties of successor fiduciary

(1) Where a vacancy occurs in the office of the trustee and there is a successor trustee who is willing to serve as trustee and (a) is named in the governing instrument as successor trustee or (b) has been selected to serve as successor trustee under the procedure established in the governing instrument for the selection of a successor trustee, the outgoing trustee, or any other interested party, shall give notice of such vacancy, whether arising because of the trustee's resignation or because of any other reason, and of the successor trustee's agreement to serve as trustee, to all adult income beneficiaries of the trust and to all known and identifiable adults for whom the income of the trust is being accumulated. If there are no such adults, no notice need be given. The successor trustee named in the governing instrument or selected pursuant to the procedure therefor established in the governing instrument shall be entitled to act as trustee except for good cause or disqualification. The successor trustee shall serve as of the effective date of the discharge of the predecessor trustee as provided in RCW 11.98.040.

(2) Where a vacancy exists or occurs in the office of the trustee and there is no successor trustee who is named in the governing instrument or who has been selected to serve as successor trustee under the procedure established in the governing instrument for the selection of a successor trustee, and who is willing to serve as trustee, the beneficiaries and the then-acting trustee, if any, of a

TRUSTS

11.98.039

trust may agree for the nonjudicial change of the trustee under RCW 11.96.170. The trustee, or any beneficiary if there is no then-acting trustee, shall give written notice of the proposed change in trustee to every beneficiary or special representative, and to the trustor if alive. The notice shall: (a) State the name and mailing address of the trustee or the beneficiary giving the notice; (b) include a copy of the governing instrument; (c) state the name and mailing address of the successor trustee; and (d) include a copy of the proposed successor trustee's agreement to serve as trustee. The notice shall advise the recipient of the right to petition for a judicial appointment or change in trustee as provided in subsection (3) of this section. The notice shall include a form on which consent or objection to the proposed change in trustee may be indicated. The successor trustee shall serve as of the effective date of the discharge of the predecessor trustee as provided in RCW 11.98.041 or, in circumstances where there is no predecessor trustee, as of the effective date of the trustee's appointment.

(3) Any beneficiary of a trust, the trustor if alive, or the trustee may petition the superior court having jurisdiction for the appointment or change of a trustee under the procedures provided in chapter 11.96 RCW (a) whenever the office of trustee becomes vacant, (b) upon filing of a petition of resignation by a trustee, (c) upon the giving of notice of the change in trustee as referred to in subsection (1) or (2) of this section, or (d) for any other reasonable cause.

(4) For purposes of this subsection, the term fiduciary includes both trustee and personal representative.

(a) Except as otherwise provided in the governing instrument, a successor fiduciary, absent actual knowledge of a breach of fiduciary duty: (i) Is not liable for any act or omission of a predecessor fiduciary and is not obligated to inquire into the validity or propriety of any such act or omission; (ii) is authorized to accept as conclusively accurate any accounting or statement of assets tendered to the successor fiduciary by a predecessor fiduciary; and (iii) is authorized to receipt only for assets actually delivered and has no duty to make further inquiry as to undisclosed assets of the trust or estate.

(b) Nothing in this section relieves a successor fiduciary from liability for retaining improper investments, nor does this section in any way bar the successor fiduciary, trust beneficiaries, or other party in interest from bringing an action against a predecessor fiduciary arising out of the acts or omissions of the predecessor fiduciary, nor does it relieve the successor fiduciary of liability for

11.98.039

PROBATE AND TRUST LAW

its own acts or omissions except as specifically stated or authorized in this section.

Formerly § 30.99.050, enacted by Laws 1959, ch. 124, § 5. Recodified as § 11.98.039 and amended by Laws 1984, ch. 149, §§ 71, 72, eff. Jan. 1, 1985. Reenacted and amended by Laws 1985, ch. 30, § 44, eff. April 10, 1985.

¹ Reviser's Note: The reference to RCW 11.98.040 appears to be erroneous. RCW 11.98.040, recodified as RCW 11.98.160 as of January 1, 1985, does not relate to the discharge of trustees. The RCW section governing that subject is RCW 11.98.041. (See reference to RCW 11.98.041 in subsection (2) of the section.)

Historical Note

As enacted, this section read:

"Any beneficiary of a trust, the trustor if alive, or the trustee may in writing petition the superior court having jurisdiction for the appointment of a successor trustee whenever the office of trustee becomes vacant or upon filing of a petition of resignation by a trustee. The court shall make an order fixing the time and place for hearing the petition and the notice thereof shall be signed by the clerk of said court. Petitioner shall cause a copy of the notice to be mailed to each beneficiary, the trustor, if alive, and to the incumbent trustee, if any, whose names and addresses are known to him, not less than ten days before the date of the hearing. Proof of the mailing of such notice shall be made by affidavit which shall be filed at or before the hearing. All those whose names or addresses are not known or are not legally competent and any beneficiary who is not ascertained shall be represented at the hearing by a guardian ad litem appointed by the court when it sets the time of hearing. Upon conclusion of the hearing the court shall appoint a successor trustee after giving due consideration to the individual or corporate character of trustor's original trustee, any nominations by those entitled to petition for the appointment or by the guardian ad litem, and all other relevant and material facts."

Laws 1984, ch. 149, §§ 71, 72, recodified the section from § 30.99.050 to § 11.98.039; and rewrote the section to read:

"(1) The beneficiaries and trustee of a trust may agree for the nonjudicial change of the trustee under RCW 11.98.170 if the governing instrument does not name a successor trustee who is willing

to serve. The trustee shall give written notice of the proposed change in trustee to every beneficiary or special representative, and to the trustor if alive. The notice shall: (a) state the name and mailing address of the trustee; (b) include a copy of the governing instrument; and (c) state the name and mailing address of the successor trustee. The notice shall advise the recipient of the right to petition for the judicial determination of the proposed change in trustee as provided in subsection (2) of this section. The notice shall include a form on which consent or objection to the proposed change in trustee may be indicated.

"(2) Any beneficiary of a trust, the trustor if alive, or the trustee may petition the superior court having jurisdiction for the appointment or change of a trustee under the procedures provided in chapter 11.96 RCW (a) whenever the office of trustee becomes vacant, (b) upon filing of a petition of resignation by a trustee, or (c) for any other reasonable cause.

"(3) For purposes of this section, the term fiduciary includes both trustee and personal representative."

"(a) Except as otherwise provided in the governing instrument, a successor fiduciary, absent actual knowledge of a breach of fiduciary duty: (i) is not liable for any act or omission of a predecessor fiduciary and is not obligated to inquire into the validity or propriety of any such act or omission; (ii) is authorized to accept as conclusively accurate any accounting or statement of assets tendered to the successor fiduciary by a predecessor fiduciary; and (iii) is authorized to receipt only for assets actually delivered and has no duty to make further inquiry

TRUSTS

11.98.041

as to undisclosed assets of the trust or estate.

"(b) Nothing in this section relieves a successor fiduciary from liability for retaining improper investments, nor does this section in any way bar the successor fiduciary, trust beneficiaries, or other party in interest from bringing an action against a predecessor fiduciary arising out of the acts or omissions of the predecessor fiduciary, nor does it relieve the successor fiduciary of liability for its own acts or omissions except as specifi-

cally stated or authorized in this section."

Laws 1985, ch. 30, § 44, reenacted and rewrote the section to read as it now appears.

Short title—Application—Purpose—Severability—Laws 1985, ch. 30: See §§ 11.02.900 through 11.02.903.

Severability—Effective dates—Laws 1984, ch. 149: See Historical Note following § 11.02.005.

Notes of Decisions

Consolidation of corporate trustees 1
Implied appointment 3
Refusal or failure to act 2

1. **Consolidation of corporate trustees**
Where original trustee bank consolidated with another bank, court was authorized to appoint consolidated bank as trustee to fill vacancy left by termination of original trustee bank. *Thomas v. National Bank of Commerce* (1936) 187 Wash. 521, 60 P.2d 264.

Where original trustee bank consolidated with another bank, consolidated bank became entitled to rights of original trustee by operation of law, and decree declaring consolidated bank to be trustee cured any informality in record of consolidated bank's right to act as trustee. *Thomas v. National Bank of Commerce* (1936) 187 Wash. 521, 60 P.2d 264.

2. **Refusal or failure to act**
Second wife's asserted community property interest in cash value policies,

which were intended to fund trust designated for benefit of son of decedent's first marriage, set up conflict of interests between second wife and son, so that second wife failed in her duty as trustee to administer trust in son's best interest sufficient to support second wife's removal as trustee. *Porter v. Porter* (1986) 107 Wash.2d 43, 726 P.2d 459.

If trustees refuse or fail to carry out intention of settlor of trust, courts of equity must require them to act or to appoint other trustees in their stead. *Townsend v. Schalkenbach* (Charles) Home for Boys (1949) 33 Wash.2d 255, 205 P.2d 345.

3. **Implied appointment**

Probate court held not to have impliedly appointed trust company as successor of testamentary trustees, transferring property to it for administration. *Meek v. Behrens* (1927) 141 Wash. 676, 252 P. 91.

11.98.040. Recodified as § 11.98.160 by Laws 1984, ch. 149, § 86, eff. Jan. 1, 1985

11.98.041. Change of trustee—Discharge of outgoing trustee, when

Where a vacancy occurs in the office of trustee under the circumstances described in RCW 11.98.039(1) or (2), the outgoing trustee shall be discharged upon the agreement of all parties entitled to notice or upon the expiration of thirty days after notice is given of such vacancy as required by the applicable subsection of RCW 11.98.039, whichever occurs first, or if no notice is required under

EXHIBIT "D" BOOK 115 PAGE 911

11.96.170 PROBATE AND TRUST LAW

11.96.170. Nonjudicial resolution of disputes—Written agreement—Appointment of special representative—Qualifications—Filing of agreement or memorandum with court—Notice of filing—Objections

(1) If the persons listed in RCW 11.96.070 and those entitled to notice under RCW 11.96.100 and 11.96.110 agree on any matter listed in RCW 11.96.070 or any other matter in Title 11 RCW referencing this nonjudicial resolution procedure, then the agreement shall be evidenced by a written agreement executed by all necessary persons as provided in this section.

(2) If necessary, the personal representative or trustee may petition the court for the appointment of a special representative to represent a person interested in the estate or trust who is a minor, incompetent, disabled, or who is yet unborn or unascertained, or a person whose identity or address is unknown. The special representative has authority to enter into a binding agreement on behalf of the person or beneficiary. The special representative may be appointed for more than one person or class of persons if the interests of such persons or class are not in conflict. Those entitled to receive notice for persons or beneficiaries described in RCW 11.96.110 may enter into a binding agreement on behalf of such persons or beneficiaries.

(3) The special representative shall be a lawyer licensed to practice before the courts of this state or an individual with special skill or training in the administration of estates or trusts. The special representative shall have no interest in any affected estate or trust, and shall not be related to any personal representative, trustee, beneficiary, or other person interested in the estate or trust. The special representative is entitled to reasonable compensation for services which shall be paid from the principal of the estate or trust whose beneficiaries are represented. Upon execution of the written agreement, the special representative shall be discharged of any further responsibility with respect to the estate or trust.

(4) The written agreement or a memorandum summarizing the provisions of the written agreement may, at the option of any person interested in the estate or trust, be filed with the court having jurisdiction over the estate or trust. The person filing the agreement or memorandum shall within five days thereof mail a copy of the agreement and a notice of the filing to each person interested in the estate or trust whose address is known. Notice shall be in substantially the following form:

CAPTION
OF CASE

NOTICE OF FILING OF
AGREEMENT OR MEMORANDUM
OF AGREEMENT

Notice is hereby given that the attached document was filed by the undersigned in the above entitled court on the

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day of, 19.... Unless you file a petition objecting to the agreement within 30 days of the above specified date the agreement will be deemed approved and will be equivalent to a final order binding on all persons interested in the estate or trust.

If you file and serve a petition within the period specified, you should ask the court to fix a time and place for the hearing on the petition and provide for at least a ten days' notice to all persons interested in the estate or trust.

DATED this day of, 19...

.....
(Party to the agreement)

(5) Unless a person interested in the estate or trust files a petition objecting to the agreement within thirty days of the filing of the agreement or the memorandum, the agreement will be deemed approved and will be equivalent to a final order binding on all persons interested in the estate or trust. If all persons interested in the estate or trust waive the notice required by this section, the agreement will be deemed approved and will be equivalent to a final order binding on all persons interested in the estate or trust effective upon the date of filing.

Enacted by Laws 1984, ch. 149, § 61, eff. Jan. 1, 1985. Reenacted by Laws 1985, ch. 31, § 18, eff. April 10, 1985.

Historical Note

Laws 1985, ch. 31, § 18, reenacted the Severability—Effective dates—Laws 1984, ch. 149: See Historical Note following § 11.02.005.

Cross References

Clerk's fees, see § 36.18.020.
Dispute resolution procedures applicable to,
Consolidation of trusts, see § 11.98.080.
Determination of recipient of life insurance or retirement proceeds, see § 11.98.170.
Trust gift distribution, see ch. 11.108.

11.96.180. Appointment of guardians ad litem

(1) The court, upon its own motion or on request of a person interested in the trust or estate, at any stage of a judicial proceeding or at any time in a nonjudicial resolution procedure, may appoint a guardian ad litem to represent the interests of a minor, incapacitated, unborn, or unascertained person, or person whose identity and address are unknown, or a designated class of persons who are not

SUPERIOR COURT OF WASHINGTON, COUNTY OF CLARK

Estate of)
HAZEL O. PRICE,) NO.
Deceased.)

NOTICE OF CHANGE OF TRUSTEE

Beneficiary Giving Notice: Virginia P. Welch
35094 S.E. Sunset View Road
Washougal, WA 98671

Declaration of Trust dated 12/12/85
(see attached)

Proposed Successor Trustee: Virginia P. Welch
35094 S.E. Sunset View Road
Washougal, WA 98671

I hereby consent to serve as Successor Trustee of the
Declaration of Trust of HAZEL O. PRICE, dated December 12, 1985.

DATED: Sept. 8, 1989

(WITNESS MY HAND AND SEAL)
VIRGINIA P. WELCH

Virginia P. Welch
VIRGINIA P. WELCH

Each beneficiary has the right to petition for a judicial
appointment or change of Trustee under RCW 11.98.039(3).

(copy furnished with materials)

Beneficiary

NOTICE OF CHANGE OF TRUSTEE

JAMES R. GREGG
ATTORNEY AT LAW
400 WEST ELEVENTH STREET
POST OFFICE BOX 991
VANCOUVER, WASHINGTON 98666
695-1345



STATE OF WASHINGTON } SS
COUNTY OF CLARK

I, JoAnne McBride, County Clerk and Clerk of the Superior Court of Clark County, Washington, DO HEREBY CERTIFY that this document, consisting of 13 page(s), is a true and correct copy of the original now on file and of record in my office and, as County Clerk, I am the legal custodian thereof.

Signed and Sealed at Vancouver, Washington this date:

JoAnne McBride, County Clerk

Date 9-14-88 By [Signature] Deputy