

LAST WILL AND TESTAMENT

E204357

OF

R. E. ROGERS

I, R. E. ROGERS, of Seattle, Washington, declare this to be my last will and testament and revoke all prior wills and codicils by me made.

PART FIRST: DEVISES AND BEQUESTSSection 1. Specific Bequests

(a) If my wife survives me, I give, devise and bequeath unto my wife, GLADYS DEPUTY ROGERS:

(i) All my interest in our personal, usable effects, household furniture and furnishings and the like, and one automobile of her choice;

(ii) Our family home including the adjoining lots, more fully described as:

Lots 6, 7, 8, 19 and 20 in Block 1, Queen Anne Park Addition to the City of Seattle, according to plat thereof recorded in volume 28 of plats, page 38, records of King County, Washington,

or if this home is sold, any other real property that we may own and use as our home at the time of my death.

(b) I bequeath unto my son, STUART, if he survives me, the balance (or all if my wife Gladys predeceases me) of my tangible personal property, including but not being limited to my machinery, tools and equipment used in my or our building operations, subject to whatever encumbrances, as by way of purchase money mortgage or conditional sale contract, may exist at the time of my death.

Filed 9/25/70 M.K.

Section 2. Marital Trust

In addition, if my wife survives me, I give, devise and bequeath unto the trustees named in the Residuary Trust under Part Second hereof, the sum of \$100,000.

This Marital Trust is a separate trust created for the benefit of my wife, GLADYS DEPUTY ROGERS. All of the income of the trust shall be distributed to her in convenient installments, preferably monthly, but in no event less frequently than quarterly; such income payable to my wife shall be computed from the date of my death and shall continue so long as she shall live unless the Marital Trust is sooner paid out. If her death occurs within an income paying period, the proportionate part of the total income for such final period computed to the date of her death as well as all other income of the Marital Trust, accrued and undistributed to said date, shall nevertheless be her property free of this trust.

During the entire term of this Marital Trust the trustees are authorized in their absolute discretion to invade the principal of the trust estate to meet the needs of my wife if in their absolute discretion the income of the trust estate and the income my wife has from life insurance proceeds are insufficient for the purposes mentioned.

Upon the death of my wife, the trust estate remaining, if any, shall be distributed without limitation hereby to the persons or to her estate and upon the terms and conditions, in trust or otherwise, as my wife may designate in her will specifically referring to this power. In the event my wife shall fail to exercise the power hereby conferred, the assets remaining shall be added to the Residuary Trust created hereby and administered and distributed in accordance with the terms thereof.

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In the event that my wife shall not exercise the foregoing power, the trustees may in their discretion from the principal or income of the Marital Trust either (a) pay directly all or any part of the taxes and expenses of administration arising because of the death of my wife, or (b) loan to her estate without interest such sums as the trustees may deem advisable to pay such taxes and expenses, and they may set aside a part of the assets of the Marital Trust for this purpose. The trustees may rely upon the certification of her personal representative as to the amount of such taxes and shall not be required to examine the correctness thereof.

Section 3.

If my wife and I die simultaneously or at or about the same time as in a common accident, then it shall be presumed that my wife survived me.

PART SECOND: RESIDUARY TRUST

I give, devise and bequeath all of the rest, residue and remainder of my estate of whatever kind and wherever situate unto ROBERT R. WALKER, R. ORVAL DREISBACH and THOMAS B. FOSTER, to be held, administered and distributed by them in accordance with the terms of the trust established by the last will and testament of Priscilla M. Rogers of date October 22, 1965. These funds shall be held as a separate trust until the trustees are the same, when they can then be merged.

It is my specific instruction that no distribution be made to my son, STUART, from this trust as long as he is serving as trustee under the Priscilla M. Rogers Trust. In the interim income from the funds received by the trustees from this bequest shall be either distributed to the other beneficiaries or

Priscilla M. Rogers

accumulated, at the discretion of the other trustees. Upon his resignation and the appointment of a successor trustee, distribution shall be made in accordance with the terms and provisions of the trust established by the last will and testament of Priscilla M. Rogers of date October 22, 1965.

PART THIRD: CLAIMS BY STRANGERS

No share or interest of any beneficiary shall vest in the beneficiary until actually paid or delivered to him by the trustees. Nor shall any share or interest of a beneficiary be liable for his debts, or be subject to the process or seizure of any court, or be an asset in bankruptcy of any beneficiary. No beneficiary hereunder shall have power to anticipate, alienate, or encumber his or her interest in the trust estate or in the income therefrom. If by reason of a bankruptcy, judgment, or any other cause, any income or principal would, except for this proviso, vest in or be enjoyed by any person other than the beneficiary intended by the terms of this will, then such principal or income shall not be distributed but shall be withheld by the trustees during the life of such beneficiary or any shorter period or periods in the absolute discretion of the trustees.

PART FOURTH: PERSONAL REPRESENTATIVES

(a) I appoint ROBERT R. WALKER, R. ORVAL DREISSACH and THOMAS B. FOSTER, or the survivor or survivors of them, to be co-executors of this my last will and testament, to act without bond. If any one or two of them are unable or refuse to serve, then the successor or successors shall serve with the same powers and authority as herein granted. I grant

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unto my executors the same powers as those given to my trustees herein, including but not being limited to authority to carry on any business in which I may have an active interest at the time of my death, and to control, direct and manage the business during the probate of my estate, and to borrow for business purposes or to provide funds for the payment of estate or inheritance taxes, all without court approval or intervention.

(b) All estate and inheritance taxes upon the bequests made in the foregoing paragraphs, life insurance, and expenses of administration, shall be paid at the discretion of executors from the principal or income of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal: this 25 day of September, 1967.

R. E. Rogers

On this 25th day of September, 1967, R. E. ROGERS in our presence subscribed his name to the foregoing instrument consisting of five pages including this page, and declared it to be his will, whereupon at his request we hereunto subscribed our names as witnesses in his and each other's presence.

Bertie Rabell
Residing at Seattle, Washington

J. W. [Signature]
Residing at Seattle, Washington