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P. Larry
AUDITOR

ETC 18909 GARY M. OLSON

(COPY RECEIPT)

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APR 3 1986

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Superior Court Clerk

(CLERK'S DATE STAMP)

124693 SUPERIOR COURT OF WASHINGTON FOR KING COUNTY
PRISCILLA M. ROGERS,) BOOK 155 PAGE 801
NO. 185418
Testamentary Trust)
AGREEMENT TO APPOINT
SUCCESSOR TRUSTEE)

This Agreement is made between THOMAS B. FOSTER, the trustee of the R. E. Rogers Testamentary Trust and the Priscilla M. Rogers Testamentary Trust (the "Trusts") and STUART E. ROGERS, CHARLES S. ROGERS, ELIZABETH A. ROGERS SHEPHERD and ROBERT E. ROGERS, the remaining beneficiaries of the Trusts (the "Beneficiaries").

A copy of the Wills of R. E. Rogers and Priscilla M. Rogers are attached hereto as Exhibits A and B (hereinafter, the "Wills").

Stuart E. Rogers has declined to serve as Trustee. See Declination dated August 13, 1980, attached hereto as Exhibit C. Thomas B. Foster and R. Orval Dreisbach have served as Co-Trustees until the death of Mr. Dreisbach in December 1985. Seattle-First National Bank, named as Successor Trustee in the Will of Priscilla M. Rogers, has declined to serve. See Declination dated February 26, 1986, attached as Exhibit D.

The Beneficiaries believe it is not economically beneficial to the Trusts to have a corporate trustee. The Beneficiaries believe that Bertha Rabell is qualified to serve as Successor Trustee to Mr. Dreisbach and that to ensure continuity in the future. Ms. Rabell and Thomas B. Foster should have the authority

AGREEMENT TO APPOINT
SUCCESSOR TRUSTEE - 1

Agreed, Dir
Agreed
Agreed
Mailed

FOSTER, PEPPER & RIVIERA
1111 THIRD AVENUE BUILDING
SEATTLE, WASHINGTON 98101
(206) 447-4400

1 to name successor trustees. Therefore the parties agree that:

2 1. The Beneficiaries of the Trust, each for themselves and
3 any of their children or descendants who might take by way of
4 representation, agree to the appointment of Bertha Rabell as
5 successor trustee to Mr. Dreisbach (the "Successor Trustee") and
6 agree that each Trustee shall have the authority to designate his
7 or her successor and in the absence of such designation by a
8 disabled or deceased Trustee, the remaining Trustee shall
9 designate a successor. Court approval of a successor trustee
10 designated in this manner shall not be required.

11 2. Bertha Rabell accepts the appointment to Successor
12 Trustee.

13 The parties hereto agree that a copy of this Agreement shall
14 be filed with the Superior Court of the State of Washington for
15 the County of King and hereby waive the notice required by
16 RCW 11.96.170(4), it being the intent of all parties to this
17 Agreement that this Agreement shall be equivalent to a final
18 order binding on all persons interested in the Trust.

19 DATED this 27 day of March, 1986.

20 Thomas B. Foster
21 Thomas B. Foster

Stuart E. Rogers
Stuart E. Rogers

22
23 ACCEPTED BY:

Charles S. Rogers
Charles S. Rogers

24 Bertha Rabell
25 Bertha Rabell

Elizabeth A. Rogers Shepherd
Elizabeth A. Rogers Shepherd

AGREEMENT TO APPOINT
SUCCESSOR TRUSTEE - 2

Robert E. Rogers
Robert E. Rogers

(COPY RECEIPT)

(CLERK'S DATE STAMP)

SUPERIOR COURT OF WASHINGTON FOR KING COUNTY

PRISCILLA M. ROGERS)

NO. 185418

Testamentary Trust)

DECLINATION TO ACT AS
SUCCESSOR TRUSTEE

STATE OF WASHINGTON)

) ss.

COUNTY OF KING)

Being first duly sworn on oath the undersigned states:

I am a trust officer of Seattle-First National Bank, and am
authorized to execute this document on its behalf.

Seattle-First National Bank is named in the will of
Priscilla M. Rogers to act as successor trustee in the event that
Thomas B. Foster or R. Orval Dreisbach are unable or unwilling to
serve as trustee. Seattle-First National Bank hereby declines
to act as successor trustee.

SUBSCRIBED AND SWORN to before me 24th day of February, 1980.

L. A. J. Mullins
Notary public in and for the state
of Washington, residing at Bothell

Declination to act as
Successor Trustee - 1

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BOOK 755 PAGE 804

In consideration of the mutual promises herein contained:

2. Susan P. Flynn hereby accepts the appointment as successor trustee. Each trustee shall have all the powers, duties, and authorities conferred upon the original trustees, including the power to designate a successor co-trustee.

4. Thomas B. Foster, Co-Trustee of the trust, hereby agrees to indemnify and hold harmless Bertha Rabell from any and all claims, defects, rights and causes of action of any kind relative to her duties and actions as trustee, including but not limited to the exercise of discretion in the management, investment, retention and disbursement of the assets of the estate.

DATED this 8th day of October, 1991.

Thomas B. Foster, Co-Trustee

Susan P. Flynn, Successor Co-Trustee