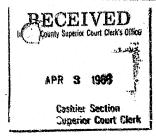
FILED FOR RECORD
SKAMANIA CO. WASH
BY SKAMANIA CO. TITLE

FEB 29 3,59 PM '96
PRANTY
AUDITORY
GARY M. OLSON



(CLERK'S DATE STAMP)

124693 SUPERIOR COURT OF WASHINGTON FOR KING COUNTY BOOK /55 PAGE 801 PRISCILLA M. ROGERS, NO. 185418

PRANCILLA M. RUGERS,

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. Sue

Declination dated February 26, 1986, attached as Exhibit D.

The Beneficiaries believe it is not economically beneficial to the Truststo 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 independ Dir

FOSTER, PEPPER & RIVIERA 1111 THIRD AVENUE SUILDING SEATTLE, WASHINGTON \$8101 (206) 447-4400

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to name successor trustees. Therefore the parties agree that:

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

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

DATED this 27 day of March , 1986

Thomas B. Foster

ACCEPTED BY:

Sertha Kabell
Bertha Rabell

AGREEMENT TO APPOINT SUCCESSOR TRUSTEE - 2

Stuart E. Rogers J

Charles S. Rogers

Elizabeth A. Rogers Shepherd

Robert E. Rosers

Robert E. Rogers

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EXHIBIT D

## ROOK /65 PAGE 803

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1			
2		(CLERK'S DATE STAMP)	
3	(GOPY RECEIPT)		
	SUPERIOR COURT OF WASHINGTON FOR KING COUNTY		
4	RISCILLA M. ROGERS )	NO. 185418	
5	Testamentary Trust )	DECLINATION TO ACT AS SUCCESSOR TRUSTEE	
7			
8	STATE OF WASHINGTON )		
9			
10	Being first duly sworn on oath the undersigned states:		
11	I am a trust officer of Seattle-First National Bank, and am		
12	authorized to execute this document on its behalf.		
13	Seattle-First National Bank is named in the will of		
14	Triscilla M. Rogers to act as successor trustee in the event that		
15	Thomas B. Foster or R. Orval Dreisbach are unable or unwilling to		
16	serve as trustee. Seattle-First National Bank hereby declines		
17	to act as successor trustee.		
18	В	h W Williamstall	
19	<u> </u>	wally of the day of the live	us.
20	SUBSCRIBED AND SWORN to befor	re me 24 th of 1986. Hebrus	
21		Lalay V. Mullins	ر
22	2 Nota	ary public in and for the state washington, residing at Date	EL
23			
24	4		
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Declination to act as Successor Trustee - 1

FOSTER, PEPPER & RIVIERA 1111 THIRD AVENUE BUILDING SEATTLE, WASHINGTON 98101 (208) 447-4400

PRISCILLA M. ROGERS TESTAMENTARY TRUST and

R. E. ROGERS TESTAMENTARY TRUST BOOK 165 PAGE 804

DESIGNATION OF SUCCESSOR TRUSTEE

By Agreement to Appoint Successor Trustee dated March 27, 1986 ("Agreement"), the Beneficiaries of the Priscilla M. Rogers and the R. E. Rogers Testamentary Trusts agreed to the appointment of Bertha Rabell, as successor trustee to R. Orval Dreisbach, to serve with Thomas B. Foster as Co-Trustee of the trusts. Bertha Rabell accepted the appointment and agreed to serve as Successor Trustee.

In consideration of the mutual promises herein contained:

- Bertha Rabell hereby resigns as trustee and in accordance with the terms of the Agreement, appoints Susan P. Flynn to act as Successor Trustee to be effective immediately.
- 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.
- 3. Thomas D. Foster and Susan P. Flynn acknowledge receipt of all assets of the Priscilla M. Rogers and R. E. Rogers Trust and waive an accounting of trust assets.
- 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

Flynn, Successor Co-Trustee