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AUDITOR

SR 18904 GARY H. OLSON

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County Superior Court Clerk's Office

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Superior Court Clerk

(CLERK'S DATE STAMP)

124693

SUPERIOR COURT OF WASHINGTON FOR KING COUNTY

BOOK 155 PAGE 801

PRISCILLA M. ROGERS,

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

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 ACCEPTED BY:

23 Bertha Rabell
24 Bertha Rabell

Charles S. Rogers
Charles S. Rogers

Elizabeth A. Rogers Shepherd
Elizabeth A. Rogers Shepherd

25 AGREEMENT TO APPOINT
SUCCESSOR TRUSTEE - 2

Robert E. Rogers
Robert E. Rogers

EXHIBIT D

BOOK 155 PAGE 803

(COPY RECEIPT)

(CLERK'S DATE STAMP)

SUPERIOR COURT OF WASHINGTON FOR KING COUNTY

PRISCILLA M. ROGERS)
)
 Testamentary Trust)

NO. 185418

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 26th day of February, 1988.

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

Declination to act as
Successor Trustee - 1

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

PRISCILLA M. ROGERS TESTAMENTARY TRUST
and
R. E. ROGERS TESTAMENTARY TRUST
DESIGNATION OF SUCCESSOR TRUSTEE

BOOK 155 PAGE 804

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:

1. 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.

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.

3. ~~Thomas B. 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.

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.

Bertha Rabell
Bertha Rabell

Thomas B. Foster
Thomas B. Foster, Co-Trustee

Susan P. Flynn
Susan P. Flynn, Successor Co-Trustee