

[LLC]
CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (this “Agreement”) is made and entered into as of _____, 2016 (the “Effective Date”), by and between [LLC], a Delaware limited liability company (the “LLC”), and William Stacey Cowles, not individually but as Managing Trustee of the [Family Trust] (the “Trust”), as the initial member of the LLC. Unless otherwise specified, terms used in this contribution agreement have the same meaning as in the agreement evidencing said LLC (the “LLC Agreement”).

WHEREAS, the Trust wishes to contribute the assets listed on the attached Exhibit A to the LLC as a capital contribution; and

WHEREAS, the LLC wishes to issue to the Trust Units of the LLC in exchange for the assets listed on the attached Exhibit A.

NOW, THEREFORE, the parties agree to the issuance of Units of the LLC in exchange for the above-described contribution as follows:

1. LLC Units. As of the Effective Date, the LLC agrees to issue Units to the Trust in exchange for its interests in the assets listed on the attached Exhibit A.

2. Parties in Interest. This Agreement shall be binding upon the parties hereto and their respective executors, administrators, legal representatives, heirs, distributees, legatees, successors and assigns, and nothing expressed or implied herein is intended or shall be construed to confer upon any other person any rights, remedies, obligations or liabilities under or by reason of this contribution agreement.

3. Entire Transaction. This Agreement contains the entire understanding among the parties hereto with respect to the initial contribution of property by the Trust to the LLC, and supersedes all other agreements and understandings between such parties with respect to such contribution.

4. Applicable Law. This Agreement shall be governed by the internal laws of the State of Delaware.

5. Headings. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of any provision hereof.

6. Counterparts. This Agreement may be executed in multiple counterparts, each of which taken together shall constitute a single instrument.

* * *

The parties have signed this contribution agreement as of the date first above written.

[LLC]

INITIAL MEMBER

William Stacey Cowles, as Manager

William Stacey Cowles, as Trustee of the
[Family Trust]

Exhibit A

Contributor	Property Contributed	Units Issued
[Family Trust]	[•] Shares of Common Stock of Cowles Company, a Washington corporation [•]	[•] Managing Units [•] Preferred Units [•] Growth Units