

In the Matter of :  
The Scott Marital Trust :  
Under Deed of Trust :  
of HERBERT SCOTT :  
Dated November 6, 1981 :

DESIGNATION OF SUCCESSOR TRUSTEES,  
WAIVER OF ACCOUNTING,  
AND RELEASE AND INDEMNIFICATION

This Designation of Successor Trustees, Waiver of Accounting, and Release and Indemnification Agreement is made this 20 day of SEPTEMBER, 2002 among HAROLD LITVIN ("HAROLD") and FAYE SCOTT ("FAYE").

RECITALS

A. The Marital Trust (the "Marital Trust") was established pursuant to a certain Deed of Trust dated November 6, 1981 executed by HERBERT SCOTT ("HERBERT") as settlor and FAYE and ELMER S. FRIEDBERG ("ELMER") as original trustees (the "Deed of Trust").

B. HAROLD and FAYE are currently the trustees of the Marital Trust.

C. Effective October 4, 1993, ELMER resigned as a trustee, and, pursuant to a Designation of Successor Trustees executed by ELMER and FAYE, HAROLD duly qualified as a trustee in ELMER's place and stead.

D. FAYE is the primary beneficiary of the Marital Trust. During FAYE's lifetime, the trustees are required to distribute the entire net income to FAYE. The trustees have the discretion to distribute the principal for FAYE's health, support, maintenance, illness or emergency. In addition, each year, FAYE may withdraw the greater of Five Thousand Dollars (\$5,000.00) or five percent of the value of the principal.

E. Under Paragraph SIXTEENTH B. of the Deed of Trust, HAROLD and FAYE, as trustees, may designate successors to fill vacant trustee positions.

G. HAROLD and FAYE now wish to designate successor trustees to fill their positions should they become vacant, and the parties hereto wish to accept and approve such designation and provide for certain other matters.

NOW, THEREFORE, in consideration of the mutual promises set forth herein and intending to be legally bound hereby, the parties hereto agree as follows:

1. If the position of either HAROLD or FAYE as a trustee should become vacant, the first such vacancy shall be filled by BERNARD EIZEN and the second such vacancy by JAMES H. WORTHINGTON. If another vacancy should occur, the surviving individual trustee shall designate a successor. If the surviving individual trustee should fail to designate a successor, then the surviving individual trustee shall select a successor from a written and acknowledged list of

corporate trustees which FAYE shall deliver to the trustees during her lifetime or designate in and by her last Will (the "List").

2. At any time prior to FAYE's death, the individual trustees, in their sole and absolute discretion, may appoint a corporate trustee from the List to serve as an additional trustee. Upon FAYE's death, if a corporate trustee is already not then serving, the individual trustees shall select a corporate trustee from the List to serve as an additional trustee. There shall be no more than one (1) corporate trustee.

3. This Designation of Successor Trustee shall supersede any prior designation of successor trustees, and any such prior designation of successor trustees shall be null and void.

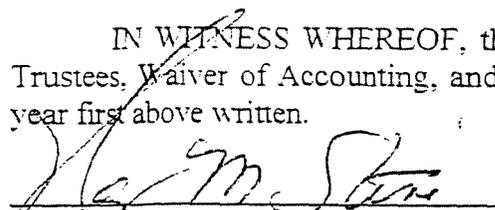
4. FAYE hereby approves, ratifies and confirms all of HAROLD's actions as a trustee, acknowledges that she is satisfied with HAROLD's actions and that HAROLD did not engage in, commit, cause, or otherwise participate in, directly or indirectly, any act of willful misconduct, negligence or dishonesty, and remises, releases and forever discharges HAROLD and his heirs, executors, administrators, personal representatives, successors and assignees of and from all manner of actions and causes of actions, suits, debts, dues, accounts, judgments, claims, demands and liability of every name and nature, whether known or unknown, both in law and equity, arising from HAROLD's position as a trustee which FAYE and her heirs, executors, administrators, personal representatives, successors and assigns now have or ever had, or which may hereafter arise by reason of any matter, cause or thing relating to HAROLD's position as a trustee.

5. FAYE hereby waives the filing and/or adjudication of an account by HAROLD, and indemnifies and holds HAROLD harmless from and against any and all losses, claims, damages, liabilities or expenses whatsoever arising (or which hereafter may arise) out of, based upon, or in connection with HAROLD's position as a trustee.

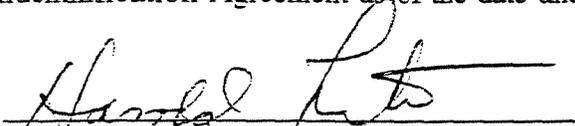
6. The parties hereto agree that this Agreement shall be binding upon each of them, their respective heirs, executors, administrators, personal representatives, successors, and assigns.

7. This instrument shall be governed by the law of the Commonwealth of Pennsylvania and may be recorded, but shall be valid and binding irrespective of a recording.

IN WITNESS WHEREOF, the undersigned have executed this Designation of Successor Trustees, Waiver of Accounting, and Release and Indemnification Agreement as of the date and year first above written.

  
Witness

  
Witness

  
HAROLD LITVIN, Trustee

  
FAYE SCOTT, Trustee and Primary Beneficiary

COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF CHESTER : ss.  
Philadelphia :

On this 20 day of SEPTEMBER 2002, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared HAROLD LITVIN, who acknowledged himself to be a trustee of The Marital Trust under The Deed of Trust of HERBERT SCOTT dated November 6, 1981, and that he executed the foregoing instrument for the uses and purposes therein contained by signing his name as such.

WITNESS my hand and seal the date and year aforesaid.

Maureen M. Carey  
Notary Public  
Notarial Seal  
Maureen McCary, Notary Public  
City of Philadelphia, Philadelphia County  
My Commission Expires Aug. 27, 2005  
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF Chester : ss.  
:

On this 30 day of October, 2002, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared FAYE SCOTT, who acknowledged herself to be the primary beneficiary and a trustee of The Marital Trust under The Deed of Trust of HERBERT SCOTT dated November 6, 1981, and that she executed the foregoing instrument for the uses and purposes therein contained by signing her name as such.

WITNESS my hand and seal the date and year aforesaid.

Maureen M. Carey  
Notary Public  
Notarial Seal  
Maureen McCary, Notary Public  
City of Philadelphia, Philadelphia County  
My Commission Expires Aug. 27, 2005  
Member, Pennsylvania Association of Notaries

List of Authorized Trust Companies

The following trust companies are hereby authorized to be selected as a successor corporate trustee under any trust established by my late husband, Herbert Scott, or by me during our respective lives.

Bessemer Trust Company  
Brown Brothers Harriman Trust Company  
Christiana Bank & Trust Company  
The Glenmede Trust Company  
JPMorgan Chase Trust Company  
Northern Trust Company  
Philadelphia Trust Company  
PNC Bank  
U.S. Trust Company  
Wilmington Trust Company  
Wachovia Bank

WITNESS my hand and seal this 30 day of October, 2002.

Dr. Charles H. Mott  
Witness

Faye Scott  
Faye Scott

DESIGNATION OF SUCCESSOR TRUSTEE

Scott Marital Trust, established  
Under Deed of Trust dated  
November 6, 1981

The undersigned, Elmer S. Friedberg ("Friedberg") and Faye Scott ("Scott"), are serving as trustees of the Scott Marital Trust ("Marital Trust"), established by Herbert Scott, Settlor, under Deed of Trust dated November 6, 1981 ("Deed of Trust").

Paragraph TWENTY-FOURTH B of the Deed of Trust authorizes the undersigned to designate their successors in the event they cease to act as a trustee thereunder.

NOW, THEREFORE, intending to be legally bound hereby, we, the undersigned, do hereby agree as follows:

1. In the event either or both of the undersigned should, for any reason, cease to act as a trustee under the Marital Trust, the following individuals/entity shall fill any such vacancies in the following order of priority:

- First, Harold Litvin
- Second, Bernard Eizen, Esquire
- Third, Provident National Bank

2. The undersigned do hereby revoke any prior designation(s) of a successor trustee for the Marital Trust.

3. Neither party to this document shall modify, alter nor otherwise amend the aforementioned designation of successor trustees unless done by a writing signed and agreed to by both parties hereto.

Diana M. Eckert  
Witness

Elmer S. Friedberg  
Elmer S. Friedberg

Diana M. Eckert  
Witness

Faye Scott  
Faye Scott

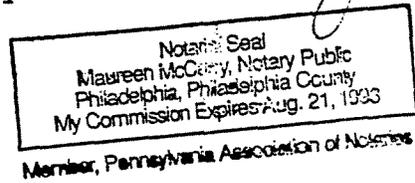
CES  
LAW  
PELINO & LENTZ

COMMONWEALTH OF PENNSYLVANIA :  
COUNTY OF PHILADELPHIA : SS.

On this 12 day of MAY, 1992, before me the underscriber, a Notary Public in and for the Commonwealth and County aforesaid, personally appeared ELMER S. FRIEDBERG, who acknowledged himself to be one of the Trustees named in the foregoing instrument, and that he, as such Trustee, executed the foregoing instrument for the purposes therein contained by signing his name as Trustee.

WITNESS my hand and notarial seal the day and year aforesaid.

Maureen M. Curry  
Notary Public



COMMONWEALTH OF PENNSYLVANIA :  
COUNTY OF PHILADELPHIA : SS.

On this 12 day of MAY, 1992, before me the underscriber, a Notary Public in and for the Commonwealth and County aforesaid, personally appeared FAKE SCOTT, who acknowledged herself to be one of the Trustees named in the foregoing instrument, and that she, as such Trustee, executed the foregoing instrument for the purposes therein contained by signing her name as Trustee.

WITNESS my hand and notarial seal the day and year aforesaid.

Maureen M. Curry  
Notary Public

