

In the Matter of
The Scott Family 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"), BERNARD EIZEN ("BERNARD") and FAYE SCOTT ("FAYE").

RECITALS

A. The Scott Family Trust (the "Family 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 BERNARD are currently the trustees of the Family Trust.

C. Effective March 3, 1992, FAYE resigned as a trustee and designated HAROLD as her successor, and HAROLD duly qualified as a trustee in FAYE's place and stead;

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

E. FAYE is the primary beneficiary of the Family Trust. During FAYE's lifetime, the trustees are required to distribute the net income of the Family Trust for FAYE's health, support and maintenance. If or to the extent the net income is not so distributed, the trustees have the discretion to distribute any balance of the net income to and among FAYE and the children of HERBERT. In addition, the trustees have the discretion to distribute the principal for FAYE's health, support and maintenance or for the health, education, maintenance and support and the children of HERBERT.

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

G. HAROLD and BERNARD 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 BERNARD as a trustee should become vacant, the vacancy shall be filled 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"). In addition, the individual trustees may appoint a corporate trustee from the List to serve as an additional trustee.

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 and BERNARD's actions as trustees, acknowledges that she is satisfied with HAROLD's and BERNARD's actions and that HAROLD and BERNARD 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 each of HAROLD and BERNARD and their respective 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 and BERNARD's positions as trustees 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 and BERNARD's positions as trustees.

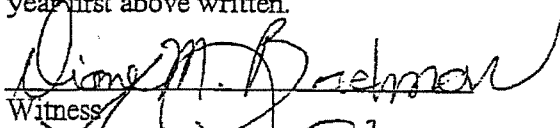
5. The parties hereto waive the filing and/or adjudication of an account by HAROLD and BERNARD, and indemnify and hold HAROLD and BERNARD harmless from and against any and all losses, claims, damages, liabilities or expenses whatsoever arising (or which hereafter may arise) out of, based upon, or in connection with HAROLD's and BERNARD's positions as trustees.

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.

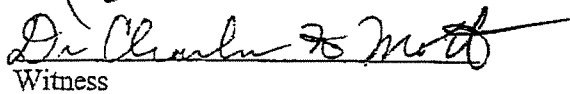
THIS SPACE LEFT BLANK INTENTIONALLY

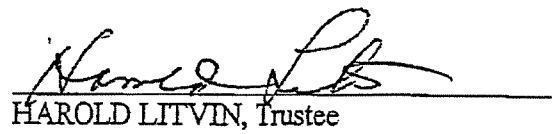
7. This instrument shall be governed by the law of the Commonwealth of Pennsylvania and may be recorded, but shall be valid and binding irrespective of a recording.

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


Witness


HAROLD LITVIN, Trustee


BERNARD EIZEN, Trustee


FAYE SCOTT, Primary Beneficiary

COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF ~~MONTGOMERY~~ ^{CHESTER}

: SS.

:

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 Scott Family 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 McCarry
 Notary Public

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

COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF ~~MONTGOMERY~~ ^{CHESTER}

: SS.

:

On this 20 day of SEPTEMBER 2002, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BERNARD EIZEN, who acknowledged himself to be a trustee of The Scott Family 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 McCarry
 Notary Public

Notarial Seal Maureen McCarry, 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 of The Scott Family 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 McCarry
 Notary Public

Notarial Seal Maureen McCarry, 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. Worth
Witness

Faye Scott
Faye Scott