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Kathy Hill, Skagit County Auditor
3/2/2000 Page 1 of 1 1:21:54PM

Filed for Record at Request of:

Peelle Financial Corporation
1540 River Park Drive, Ste 214
Sacramento, CA 95815-4609

PFC # 32458-8

LOAN # 801190

APPOINTMENT OF SUCCESSOR TRUSTEE

KNOWN ALL MEN BY THESE PRESENTS:

Gerald Woodruff and Andrea Woodruff is the grantor,
and Land Title Company of Skagit Company is the trustee,
under that certain deed of trust dated October 27, 1997, and recorded October 31, 1997
in book 1727 at page 0338 of the Mortgage Records of Skagit County,
Washington, under Auditor's File Number 9710310120 **FIRST AMERICAN TITLE CO.**

61596

Dated: 2/24/2000

The undersigned, present beneficiary under said trust deed, desires to appoint a successor Trustee and replace the Trustee named above.

NOW, THEREFORE, the undersigned hereby appoints Peelle Financial Corporation of Washington whose address for service is c/o C.T. Corporation System, 520 Pike Street, Seattle, Washington, 98101 but whose mailing address is 1540 River Park Drive, Ste. 214, Sacramento, CA 95815, as successor Trustee under said trust deed, it to have all the powers of the said original trustee, effective forthwith.

IN WITNESS WHEREOF, the undersigned beneficiary has executed this Appointment of Successor Trustee. If the undersigned is a corporation, it has caused its corporate name to be signed and affixed hereto by its duly authorized officers.

Associates Financial Services Co.

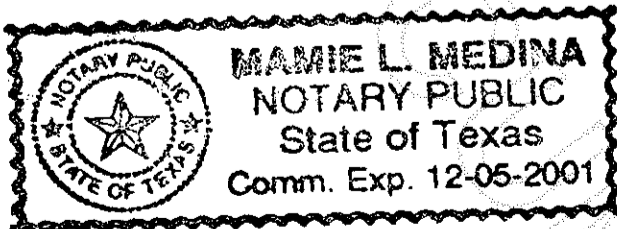
[Signature]
By: Robert Repass, Vice President

(Corporate Seal above)

STATE OF Texas
COUNTY OF Dallas

On this February 24th, 2000 before me, the undersigned, notary public, personally appeared Robert Repass - Vice President personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the the person(s) acted, executed the instrument.

[Signature]
Notary's Signature



(notary seal above)