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DISCLOSURE  
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DIRECT DIAL NO.

REFER TO FILE NO. 51,000-513

November 28, 1994

VIA U.S. CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption  
Pension & Welfare Benefits Admin.  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

\*MEMBER OF PA AND FL BARS  
\*\*MEMBER OF PA AND NJ BARS  
\*\*\*MEMBER OF PA AND AZ BARS  
\*\*\*\*LL.M. IN TAXATION

Re: Alternative Reporting and Disclosure Statement for  
An Unfunded Deferred Compensation Plan

Dear Sirs:

In compliance with the requirements of the alternative method of reporting and disclosure under Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974 for unfunded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 CFR 2520.104-23, the following information is provided by the undersigned on behalf of Univest Corporation of Pennsylvania:

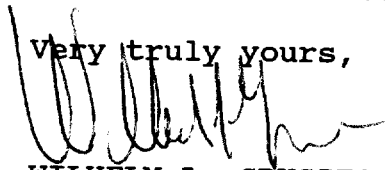
Name of Employer: Univest Corporation of Pennsylvania  
Address: Broad and Main Streets, Souderton, PA 18964  
Employer I.D. No.: 23-1886144

Univest Corporation of Pennsylvania maintains a non-qualified deferred compensation plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The name of such plan is Director Fees Deferral Agreement. At present, the Plan benefits one (1) participant but may benefit others when they meet Plan eligibility requirements.

Please time-stamp the enclosed copy of this letter to indicate receipt and return it to me in the self-addressed, stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,



WILHELM L. GRUSZECKI  
For Pearlstine/Salkin Associates

WLG:bgb  
Enclosures