

HUBER + SUHNER (NORTH AMERICA) CORPORATION

**TOP HAT PLAN EXEMPTION STATEMENT
PURSUANT TO 29 CFR 2520.104-23(b)**

2520042390069

To the Secretary of Labor:

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 the Department of Labor Regulations, 29 C.F.R. §2520.104-23, the following information is provided by the undersigned employer:

Name and Address of Employer:

Huber + Suhner (North America) Corporation
12 Hercules Drive
Colchester, Vermont 05446

Employer's EIN:

04-302 4588

Declaration & Statement:

The aforementioned employer maintains plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees: Seven (7) such plans are in existence with seven (7) participants.

Provision of Plan Documents:

The aforementioned employer acknowledges that it may be required to provide plan documents to the Secretary upon request as required by ERISA § 104(a)(1).

HUBER + SUHNER (NORTH AMERICA) CORPORATION

By:  16 July 1997
George A. Powch, President & Chief Executive Officer

HUBER + SUHNER (NORTH AMERICA) CORPORATION
Action by Unanimous Consent of the Board of Directors
and Certificate of Corporate Resolution

The undersigned, being all of the Directors of Huber + Suhner (North America) Corporation, a Delaware Corporation, (the "Company"), in accordance with the decision by the board of directors at its meeting on September 27, 1996 and pursuant to Delaware General Corporation law, Section 141(f), hereby consent to the following resolutions:

RESOLVED, that the form of Supplemental Executive Retirement Plan, effective January 1, 1997, Trust under Supplemental Executive Retirement Plan, effective January 1, 1997, and Split-Dollar Life Insurance Agreement, effective January 1, 1997 attached hereto are hereby approved and adopted and that the proper officers of the Company are hereby authorized and directed to execute and deliver to the Trustee of the Plan one or more counterparts of the Plan.

The undersigned further certify that attached hereto as Exhibits A, B, and C respectively, are true copies of Huber + Suhner (North America) Corporation, Supplemental Executive Retirement Plan, Trust under Huber + Suhner (North America) Corporation Supplemental Executive Retirement Plan, and Split-Dollar Life Insurance Agreement approved and adopted in the foregoing resolution.

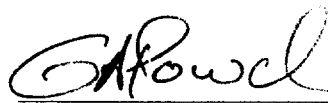
Dated: 24 JUNE 1997



David Binch, Chairman & Director



Marc C. Cappis, Director



George A. Powch, Director



HUBER + SUHNER (NORTH AMERICA) CORPORATION

12 Hercules Drive, Colchester, Vermont 05446 Phone: 802-654-4200 FAX 802-654-4216 WWW.HuberSuhner.Com

July 15, 1997

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

Dear Secretary of Labor:

As required by the Employee Retirement Income Security Act of 1974, I enclose for filing the Top Hat Exemption Statement Pursuant to 29 CFR 2520.104-23(b) along with a copy of the Huber+Suhner (North America) Corporation Board of Director's Certificate of Corporate Resolution.

Please don't hesitate to contact me if you have any questions or if more information is needed.

Sincerely,

HUBER+SUHNER (NORTH AMERICA) CORP.

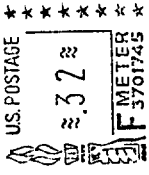
Katherine Prince
Manager, Administrative Services

KP/eb
Enclosures



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