

NEXT LEVEL

NOV 24

November 11, 1997

2520032034166

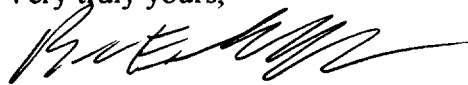
NextLevel Systems, Inc.
Corporate Benefits
2200 Byberry Road
Hatboro, Pennsylvania 19040
tel 215-830-5170 fax 215-830-5180
www.nlvl.com

Top Hat Exemption
Pension and Welfare Benefits Administration
Room N-5644
200 Constitution Avenue, NW
Washington, DC 20210

Dear Sir or Madam:

Enclosed are the NextLevel Systems, Inc. Reporting and Disclosure Compliance Statements for Deferred Compensation Plan and Supplemental Executive Retirement Plan. If you have any questions, please call me at (215) 830-5170.

Very truly yours,



Bernard E. Schaeffer
Director, Corporate Benefits

Enclosures

**NEXTLEVEL SYSTEMS, INC.
REPORTING AND DISCLOSURE COMPLIANCE STATEMENT**

In compliance with section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and the regulations thereunder, found in Section 2520.104-23, NextLevel Systems, Inc. (the "Company") is filing this reporting and Disclosure compliance statement and in connection herewith, provides the following information:

EMPLOYER: NextLevel Systems, Inc.

ADDRESS: 8770 West Bryn Mawr Avenue, Chicago, Illinois 60631

EMPLOYER IDENTIFICATION NUMBER: 36-4134221

PLAN NAME: Supplemental Executive Retirement Plan

NUMBER OF PLANS: One

NUMBER OF EMPLOYEES PARTICIPATING IN PLAN: 47

The Company maintains the above-named unfunded plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

The Company will provide the plan documents to the Secretary of Labor upon request, as required by Section 104(a)(1) of ERISA.

Dated: _____

NextLevel Systems, Inc. Employee
Benefits Administrative Committee

By: _____

**NEXTLEVEL SYSTEMS, INC.
REPORTING AND DISCLOSURE COMPLIANCE STATEMENT**

In compliance with section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and the regulations thereunder, found in Section 2520.104-23, NextLevel Systems, Inc. (the "Company") is filing this reporting and Disclosure compliance statement and in connection herewith, provides the following information:

EMPLOYER: NextLevel Systems, Inc.

ADDRESS: 8770 West Bryn Mawr Avenue, Chicago, Illinois 60631

EMPLOYER IDENTIFICATION NUMBER: 36-4134221

PLAN NAME: Deferred Compensation Plan

NUMBER OF PLANS: One

NUMBER OF EMPLOYEES PARTICIPATING IN PLAN: 39

The Company maintains the above-named unfunded plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

The Company will provide the plan documents to the Secretary of Labor upon request, as required by Section 104(a)(1) of ERISA.

Dated: _____

NextLevel Systems, Inc. Employee
Benefits Administrative Committee

By: _____

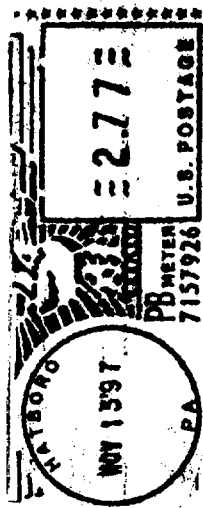
NEXTEVEL

NextLevel Systems, Inc.
Broadband Networks Group
Corporate Benefits Department
2200 Byberry Road
Hatboro, Pennsylvania 19040

CERTIFIED

P 432 128 909

MAIL



Top Hat Exemption
Pension and Welfare Benefits Administration
Room N-5644
200 Constitution Avenue, NW
Washington, DC 20210

14444444444444444444