

MACDONALD ILLIG JONES & BRITTON LLP

ATTORNEYS AT LAW

100 STATE STREET, SUITE 700
ERIE, PENNSYLVANIA 16507-1498
814-870-7600

FAX 814-454-4647

E-Mail mijb@erie.net

Direct Dial 814-870-7710

May 12, 1997

JOHN E. BRITTON
PETER G. SCHAAF
JOHN D. WILSON
JOHN J. STROH
NORMAN H. STARK
T. WARREN JONES
EDWARD W. GOEBEL, JR.
JAMES D. CULLEN
WILLIAM R. BROWN
ROGER H. TAFT
DAVID E. HOLLAND
W. PATRICK DELANEY

JAMES M. ANTOUN
JAMES R. WALCZAK
RUSSELL S. WARNER
MARCIA H. HALLER
JAMES E. SPODEN
DALE E. HUNTLEY
JOHN W. DRASKOVIC
JOHN J. MEHLER
MATTHEW W. McCULLOUGH
STEPHEN R. THELIN
SUSAN FUHRER RETTER
RICHARD J. PARKS

MARK J. SHAW
JOHN F. MIZNER
CRAIG R.F. MURPHEY

DANIEL M. MILLER
SHAUN B. ADRIAN
KIMBERLY A. OAKES
ERIC J. PURCHASE
NORMAN A. STARK
LISA LYNN SMITH
THOMAS A. PENDLETON
LAURA A. POPOFF

JOHN A. LAUER
MARNIE M. HAMMEL

HENRY A. MacDONALD
(1928-1984)
WILLIAM F. ILLIG
(1946-1989)
FREDERICK F. JONES
(RETIRED)
JOHN F. POTTER
(1963-1997)

2520032030583

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
Department of Labor
200 Constitution Avenue N.W.
Washington, DC 20210

97 JUN -5 AM 4:25
DOL-PWBA
PENSION AND WELFARE BENEFITS ADMINISTRATION

**RE: Eriez Manufacturing Company
Non-Qualified Deferred Bonus Plan (the "Plan")**

Dear Sir or Madam:

We represent Eriez Manufacturing Company.

In accordance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, we are filing the Statement of the Plan Administrator in the prescribed format indicated by the Secretary of the Department of Labor.

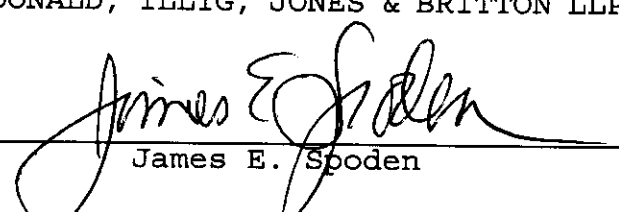
We have also enclosed a duplicate copy to be stamped and returned to us in the enclosed, self-addressed, stamped envelope.

If you have any questions, please call me at (814) 870-7710.

Very truly yours,

MacDONALD, ILLIG, JONES & BRITTON LLP

By


James E. Spoden

JES/seg/305783

Enclosure

May 12, 1997

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

RE: Eriez Manufacturing Company
Non-Qualified Deferred Bonus Plan (the "Plan")

Dear Sir or Madam:

The following disclosure statement is required to be made by the Plan Administrator pursuant to Labor Regulation § 2520.104-23(b)(1):

1. The name and address of the employer is:

Eriez Manufacturing Company
2200 Asbury Road
Erie, Pennsylvania 16506
2. The Tax Identification Number of the Employer ("EIN") assigned to the Plan is 25-0920693.
3. The Agreement is maintained primarily for the purpose of providing deferred compensation for a select group of Eriez Manufacturing Company's management.
4. Currently, Eriez Manufacturing Company has only one Plan with one employee covered in such Plan.

Inquiries regarding the Plan may be addressed to the undersigned.

Very truly yours,

ERIEZ MANUFACTURING COMPANY

By *Dennis L. Salisbury*
Dennis L. Salisbury
Treasurer