

The Orton Family Foundation

2520032541235

December 31, 1996

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

Dear Secretary:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to the Orton Family Foundation President's Deferred Compensation Plan (the "Plan"), the undersigned intends to use the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 (ERISA), provided in said Regulations Section.

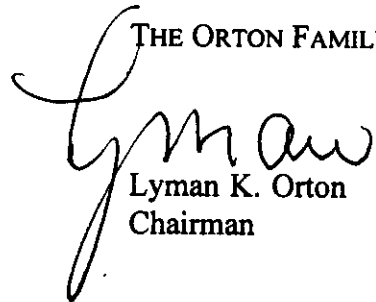
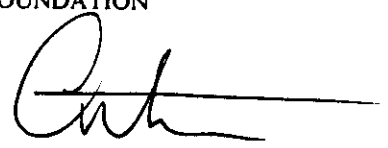
Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

1. Name and Address of Employer: The Orton Family Foundation, P. O. Box 266, 656 Main Street, Weston, Vermont 05161.
2. Employer's Employer Identification Number: 03-0346513
3. The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The Employer hereby states that it maintains only this Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

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Pursuant to Regulations Section 2520.104-23(b)(2), the Employer will provide Plan documents, if any, to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Very truly yours,

THE ORTON FAMILY FOUNDATION
 
Lyman K. Orton
Chairman