UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10Q

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended JUNE 30, 1998

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ TO ______________

Commission File Number 1-2958

HUBBELL INCORPORATED

(Exact name of registrant as specified in its charter)

STATE OF CONNECTICUT	06-0397030
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
584 DERBY MILFORD ROAD, ORANGE, CT	06477
(Address of principal executive offices)	(Zip Code)

(203) 799-4100

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES /X/ NO / /

The number of shares of registrant's classes of common stock outstanding as of August 3, 1998 were:

Class A ($.01 par value) 10,941,000

Class B ($.01 par value) 54,998,000

HUBBELL INCORPORATED
PART I - FINANCIAL INFORMATION
ITEM 1 FINANCIAL STATEMENTS
CONSOLIDATED BALANCE SHEET
(UNAUDITED)
(IN THOUSANDS)

	June 30, 1998	December 31, 1997
ASSETS		
Current Assets:		
Cash and temporary cash investments	$ 57,811	$ 75,217
Accounts receivable (net)	207,321	191,027
Inventories	297,070	275,886
Prepaid taxes	28,156	30,179
Other	6,450	23,864
TOTAL CURRENT ASSETS	596,808	596,173
Property, Plant and Equipment (net)	276,782	251,933
Other Assets:		
Investments	212,078	205,578
Purchase price in excess of net assets of companies acquired (net)	193,410	190,514
Property held as investment	12,260	11,249
Other	29,404	29,337
	$1,320,742	$1,284,784
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Commercial paper and notes	$ 58,000	$ 250
Accounts payable	68,376	60,909
Accrued salaries, wages and employee benefits	36,962	34,069
Accrued income taxes	33,687	38,338
Dividends payable	20,509	19,483
Accrued consolidation and streamlining charge	14,000	14,000
Other accrued liabilities	78,596	89,252
TOTAL CURRENT LIABILITIES	310,130	256,301
Long-Term Debt	99,551	99,519
Other Non-Current Liabilities	95,813	95,810
Deferred Income Taxes	1,993	2,898
Shareholders' Equity	813,255	830,256
	$1,320,742	$1,284,784

See notes to consolidated financial statements

HUBBELL INCORPORATED
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	1998	1997	1998	1997
NET SALES	$ 372,480	$ 352,898	$ 712,221	$ 677,595
Cost of goods sold	256,133	241,680	491,424	466,301
GROSS PROFIT	116,347	111,218	220,797	211,294
Selling & administrative expenses	56,205	53,659	107,527	103,754
OPERATING INCOME	60,142	57,559	113,270	107,540
OTHER INCOME (EXPENSE):				
Investment income	4,072	4,313	8,175	8,841
Interest expense	(2,623)	(1,785)	(4,336)	(3,583)
Other income (expense), net	(698)	(923)	(1,199)	(1,778)
TOTAL OTHER INCOME, NET	751	1,605	2,640	3,480
INCOME BEFORE INCOME TAXES	60,893	59,164	115,910	111,020
Provision for income taxes	16,745	17,749	31,875	33,306
NET INCOME	$ 44,148	$ 41,415	$ 84,035	$ 77,714
EARNINGS PER SHARE - BASIC	$ 0.67	$ 0.62	$ 1.26	$ 1.16
EARNINGS PER SHARE - DILUTED	$ 0.65	$ 0.60	$ 1.23	$ 1.13

See notes to consolidated financial statements.

HUBBELL INCORPORATED
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

	SIX MONTHS ENDED JUNE 30	
CASH FLOWS FROM OPERATING ACTIVITIES	1998	1997
Net income	$ 84,035	$ 77,714
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	25,942	25,039
Deferred income taxes	1,034	2,353
Expenditures for streamlining and consolidation	(1,573)	(5,927)
Changes in assets and liabilities, net of the effect of business acquisitions:		
(Increase)/Decrease in accounts receivable	(15,554)	(14,170)
(Increase)/Decrease in inventories	(6,504)	(11,825)
(Increase)/Decrease in other current assets	17,442	3,106
Increase/(Decrease) in current operating liabilities	(16,148)	(15,582)
(Increase)/Decrease in other, net	652	2,559
Net cash provided by operating activities	89,326	63,267
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of businesses	(20,498)	(3,077)
Additions to property, plant and equipment	(44,076)	(24,802)
Purchases of investments	(17,493)	(4,296)
Repayments and sales of investments	10,993	7,980
Other, net	2,114	(30)
Net cash used in investing activities	(68,960)	(24,225)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of dividends	(38,910)	(34,653)
Commercial paper and notes - borrowings (repayments)	57,750	(15,685)
Exercise of stock options	4,295	1,926
Acquisition of treasury shares	(60,907)	(7,540)
Net cash provided (used) in financing activities	(37,772)	(55,952)
Increase (Decrease) in cash and temporary cash investments	(17,406)	(16,910)
CASH AND TEMPORARY CASH INVESTMENTS		
Beginning of period	75,217	134,397
End of period	$ 57,811	$ 117,487

See notes to consolidated financial statements

HUBBELL INCORPORATED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 1998
(UNAUDITED)

1. Inventories are classified as follows: (in thousands)

	JUNE 30, 1998	DECEMBER 31, 1997
Raw Material	$101,746	$ 96,455
Work-in-Process	84,918	74,284
Finished Goods	154,652	148,939
	341,316	319,678
Excess of current Production costs over LIFO cost basis	44,246	43,792
	$297,070	$275,886

2. Shareholders' Equity comprises: (in thousands)

	JUNE 30, 1998	DECEMBER 31, 1997
Common Stock, $.01 par value:		
Class A-authorized 50,000,000 shares, outstanding 10,968,921 and 11,146,062 shares	$ 110	$ 111
Class B-authorized 150,000,000 shares outstanding 55,052,671 and 55,880,945 shares	551	559
Additional paid-in-capital	413,619	472,729
Retained earnings	410,986	366,887
Unrealized holding gains (losses) on securities	44	86
Cumulative translation adjustments	(12,055)	(10,116)
	$813,255	$830,256

HUBBELL INCORPORATED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 1998
(UNAUDITED)

3. The company has acquired three product lines and associated assets during 1998 for a cash purchase price of $20,498,000. The most recent of these acquisitions was the business and assets of Siescor Technologies, Inc. at the beginning of the second quarter. On February 14, 1997, Hubbell acquired Fargo Manufacturing Company, Inc. ("Fargo") based in Poughkeepsie, New York. Fargo manufactures distribution and transmission line products primarily for the electric utility market. Each share of Fargo common stock was converted into a right to receive shares or fractions thereof of Hubbell's Class B Common Stock and accordingly 1,170,572 shares of Class B Common Stock were issued. The acquisition of Fargo has been recorded under the purchase method of accounting with a cost of $43,100,000 net of cash acquired. Additionally, three product lines and associated assets were acquired during 1997 for $21,130,000 in cash.

The costs of the acquired businesses have been allocated to assets acquired and liabilities assumed based on fair values with the residual amount assigned to goodwill, which is being amortized over forty years. The businesses have been included in the financial statements as of their respective acquisition date and had no material effect on the Company's financial position and reported earnings.

4. The following table sets forth the computation of earnings per share for the three months ended March 31, (in thousands except per share data):

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	1998	1997	1998	1997
Net Income	$44,148	$41,415	$84,035	$77,414
Weighted average number of common shares outstanding during the period	66,215	67,192	66,533	67,008
Common equivalent shares	1,800	1,729	1,925	1,706
Average number of shares outstanding	68,015	68,921	68,458	68,714
Earnings per share:				
Basic	$ 0.67	$ 0.62	$ 1.26	$ 1.16
Diluted	$ 0.65	$ 0.60	$ 1.23	$ 1.13

5. In the opinion of management, the information furnished in Part I-Financial Information on Form 10-Q reflects all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial statements for the periods indicated.

6. The results of operations for the three and six months ended June 30, 1998 and 1997 are not necessarily indicative of the results to be expected for the full year.

HUBBELL INCORPORATED

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

JUNE 30, 1998

FINANCIAL CONDITION

At June 30, 1998, the Company's financial position remained strong with working capital of $286.7 million and a current ratio of 1.9 to 1. Total borrowings at June 30, 1998, were $157.6 million, 19.4% of shareholders equity.

The net decline in cash and temporary cash investments of $17.4 million for the six months ended June 30, 1998, reflects the following: expenditures for plant and equipment as part of the consolidation and streamlining initiative, the acquisition of treasury shares under the Company's share repurchase program, and quarterly dividend payment offset by cash provided from operating activities.

Net cash provided by operating activities reflects higher net income and a reduction in other current assets. Accounts receivable increased in line with higher sales. The increase in inventories is to provide adequate stock to maintain customer service levels during relocation of manufacturing operations.

The Company believes that currently available cash, borrowing facilities, and its ability to increase its credit lines if needed, combined with internally generated funds should be more than sufficient to fund capital expenditures as well as any increase in working capital that would be required to accommodate a higher level of business activity.

RESULTS OF OPERATIONS

Consolidated net sales increased by 6% for the second quarter and 5% year-to-date, on improved shipment for Premise Wiring, Lighting and Pulse Communications combined with the acquisition of six product lines (three in 1997 and three in 1998). Operating income increased 5% for the quarter and first six months. Operating margins were essentially even with last year as profitability improvements offset the effects of workforce and production redeployment costs under the Company's consolidation and streamlining initiative which are being expensed as incurred; combined with increasing price competition and unfavorable foreign currency exchange rates.

Low Voltage segment sales increased by 5% for the second quarter and year-to-date periods on higher shipments of generally all products within the segment. Operating income increased approximately 4% for the quarter and year-to-date reflecting the growth in sales.

High Voltage segment sales declined 2% in the quarter and were essentially even with last year for the first six months. The effect of the acquisition of Fargo in February 1997 was offset by lower sales in the Asian and Canadian markets. Operating income increased 4% for the quarter and 9% for year-to-date on improved operating efficiencies and completing the assimilation of the Fargo acquisition.

The Other Industry segment sales increased 11% for the quarter and 8% for the first six months on increased sales of telecommunications and wire management products combined with the acquisition of the Siescor Technologies product line in April 1998. Operating profits increased 7% and 6% respectively for the quarter and year-to-date reflecting the growth in sales and the impact of redeployment expenses associated with the streamlining and consolidation of the fittings, switch and outlet box businesses.

Sales through the Company's international units declined by 9% in the second quarter and 2% year-to-date reflecting the weakened economies in Asia and Canada. Profitability was effected by unfavorable translation rates due to the strengthening of the US dollar against foreign currencies and combined with the lower sales volumes resulted in operating income declining by 13% in the quarter.

HUBBELL INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
JUNE 30, 1998
(CONTINUED)

The effective income tax rate for 1998 was 27.5% versus 30% in 1997. The decrease in the effective tax rate reflects a higher level of tax benefit from Puerto Rico operations. Year-to-date net income increased 8% and diluted earnings per share increased 9%, respectively.

The Company's consolidation and streamlining program is proceeding according to management's plan. At June 30, 1998, the accrual balance was $30,108,000. Through June 30, 1998, cumulative costs charged to the consolidation and streamlining accrual were $14,500,000 as follows (in millions):

	Employee Benefits	Asset Disposals	Exist Costs	Other Costs	Total
1997 Streamlining Charge	$15.6	$18.0	$ 6.1	$ 4.9	$44.6
Amounts Utilized in 1997	(.6)	(7.3)	(0.1)	(4.9)	(12.9)
Amounts Utilized in 1998	(1.2)	(0.1)	(0.3)	--	(1.6)
Remaining Reserve	$13.8	$10.6	$ 5.7	$--	$30.1

HUBBELL INCORPORATED
PART II -- OTHER INFORMATION

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders held on May 4, 1998:

1. The following nine (9) individuals were elected directors of the Company for the ensuing year to serve until the next Annual Meeting of Shareholders of the Company and until their respective successors may be elected and qualified, the affirmative votes being a majority of the voting power of all outstanding eligible shares all voting as a single class:

NAME OF INDIVIDUAL	VOTES FOR	VOTES WITHHELD
G. Jackson Ratcliffe	241,134,636	557,251
Andrew McNally IV	241,133,159	558,728
John A. Urquhart	241,069,976	621,911
George W. Edwards, Jr	240,925,806	766,081
E. Richard Brooks	240,918,309	773,578
Daniel J. Meyer	240,902,665	789,222
Horace G. McDonell	240,826,995	864,892
Malcolm Wallop	240,568,787	1,123,100
Joel S. Hoffman	240,117,101	1,574,786

2. Price Waterhouse was ratified as independent accountants to examine the annual financial statements for the Company for the year 1998 receiving 241,454,807 affirmative votes, being a majority of the votes cast on the matter all voting as a single class, with 133,388 negative votes and 103,706 votes abstained.

3. The proposal relating to an amendment to the Company's Restated Certificate of Incorporation (the "Certificate") to permit the Company to engage in any lawful business for which corporations may be formed under the laws of the State of Connecticut, which appears on pages 21 and 22 of the proxy statement, dated March 23, 1998 (the "Proxy Statement"), and which proposal is incorporated herein by reference, has been approved with 240,902,331 affirmative votes, being a majority of the votes cast on the matter all voting as a single class, with 419,432 negative votes, and 370,159 votes abstained.

4. The proposal relating to an amendment to the Company's Certificate to provide additional indemnification to directors and officers of the Company and to permit indemnification for employees and agents in certain circumstances, which appears on pages 22 to 27 of the Proxy Statement, and which proposal is incorporated herein by reference, has been approved with 238,942,825 affirmative votes, being a majority of the votes cast on the matter all voting as a single class, with 2,073,674 negative votes, and 670,421 votes abstained.

5. The proposal relating to amendments to the Company's Certificate to provide for various conforming changes intended to update citations to the Connecticut General Statutes, to provide flexibility with respect to locating the Company's headquarters, and to ensure consistency of the language throughout the Certificate, which appears on pages 27 and 28 of the Proxy Statement, and which proposal is incorporated herein by reference, has been approved with 239,917,373 affirmative votes, being a majority of the votes cast on the matter all voting as a single class, with 960,434 negative votes, and 814,094 votes abstained.

6. The shareholder proposal relating to Board diversity, which appears on pages 28 to 30 of the Proxy Statement, and which proposal is incorporated herein by reference, has been rejected with 20,738,938 affirmative votes, being the affirmative vote of less than a majority of the votes cast on the matter all voting as a single class, with 196,263,797 negative votes, being a majority of the votes cast on the matter all voting as a single class, and 2,278,558 votes abstained.

HUBBELL INCORPORATED
PART II -- OTHER INFORMATION

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS

NUMBER	DESCRIPTION
3a	Restated Certificate of Incorporation, as amended and restated effective as of May 14, 1998*
27.	Financial Data Schedule (Electronic filings only)

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* Filed hereunder

REPORTS ON FORM 8-K

There were no reports on Form 8-K filed for the six months ended June 30, 1998.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HUBBELL INCORPORATED

Dated: August 7, 1998

/s/ H. B. Rowell, Jr.
Harry B. Rowell, Jr.
Executive Vice President
(Chief Financial and Accounting Officer)

EXHIBIT 3a

HUBBELL INCORPORATED
(A Stock Corporation)
Restated Certificate of Incorporation
(By Action of the Board of Directors)

FIRST: That the name of the corporation is Hubbell Incorporated.

SECOND: That said corporation shall be located in the Town of Orange, County of New Haven, in the State of Connecticut, or any other place the Board of Directors shall determine.

THIRD: That the nature of the business to be transacted, and the purposes to be promoted or carried out, by said corporation are as follows:

To manufacture, buy, sell, own and deal in machinery, tools, machine screws, electrical goods, supplies, apparatus, devices and fixtures of every character, material and description, and to buy, sell, own, and deal in letters patent and rights and licenses under letters patent, necessary or convenient for the prosecution of its business, and to grant rights and licenses to others under letters patent which may be owned by said corporation, and to buy, sell, mortgage, own and deal in such real estate as may be necessary or convenient for the prosecution of its business, and to engage in any other lawful business permitted under the laws of the State of Connecticut, and generally to do all things necessary or convenient for the prosecution of its business, and the proper conduct and management thereof.

FOURTH: A. The total number of shares of the capital stock of this corporation hereby authorized is 205,891,097 divided into 5,891,097 shares of Preferred Stock without par value, 50,000,000 shares of Class A Common Stock of the par value of $0.01 each, and 150,000,000 shares of Class B Common Stock of the par value of $0.01 each.

B. Except as may otherwise be provided by law, the holders of record of Class A and Class B Common Stock shall vote as a single class, and the holder of record of each issued and outstanding share of Class A Common Stock shall be entitled to have 20 votes and the holder of record of each issued and outstanding share of Class B Common Stock shall be entitled to have one vote, upon all matters brought before any meeting of the stockholders of the corporation. In all other respects, whether as to dividends or upon liquidation, dissolution or winding up of the affairs of the corporation, or otherwise, the holders of record of the Class A Common Stock and the holders of record of the Class B Common Stock shall have identical rights and privileges on the basis of the number of shares held except that stock dividends may be declared and paid on shares of Class A Common Stock in whole or in part in shares of Class B Common Stock.

C. No holder of stock of the corporation of any class shall have any preemptive or other rights to subscribe to or purchase any new or additional or increased shares of stock of this corporation of any class or any scrip, rights, warrants, bonds or other obligations, security or evidences of indebtedness, whether or not convertible into or exchangeable for, or shall claim rights to purchase or otherwise acquire, shares of stock of the corporation of any class.

C.1 The corporation may, to the extent of its unreserved and unrestricted capital surplus, (a) make distributions of cash or property to its shareholders with respect to its outstanding shares or any thereof, and (b) make purchases and permit conversions of its own shares for cash, securities or other property.

D. The Preferred Stock may be issued from time to time in series and each series shall be so designated as to distinguish the shares thereof from the shares of all other series. All shares of Preferred Stock shall be of equal rank and shall be identical except as expressly determined by the Board of Directors pursuant to this paragraph FOURTH. The Board of Directors is hereby expressly vested with authority to fix and determine the variations as among such series. Except as otherwise provided by law, the foregoing authority shall include without limitation with respect to each such series authority to fix and determine the number of shares thereof, the dividend rate, whether dividends shall be cumulative and, if so, from which date or dates, voting rights, liquidation rights, the redemption price or prices, if any, and the terms and conditions of the redemption, any sinking fund provisions for the redemption or purchase of shares of the series, and the terms and conditions on which the shares are convertible into Class A Common Stock or Class B Common Stock, or both, if they are convertible; provided, however, that all shares of Preferred Stock shall constitute one and the same class, and shall be of equal rank, regardless of series, in respect of the payment of dividends and distributions in liquidation. Before the issuance of shares of Preferred Stock any provision of which is fixed by the Board of Directors as hereinbefore set forth, the Board of Directors shall by its Resolution amend the Certificate of Incorporation as required by Section 33-666 of the Connecticut General Statutes.

FIFTH: That the amount of capital with which this corporation shall commence business is one hundred thousand dollars.

SIXTH: That the duration of the corporation is unlimited.

SEVENTH: The personal liability of any Director to the corporation or its shareholders for monetary damages for breach of duty as a Director is hereby limited to the amount of the compensation received by the Director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut General Statutes. This provision shall not limit or preclude the liability of a Director for any act or omission occurring prior to the date this provision becomes effective. Any lawful repeal or modification of this provision by the shareholders and the Board of Directors of the corporation shall not adversely affect any right or protection of a Director existing at or prior to the time of such repeal or modification.

EIGHTH: The corporation shall, to the fullest extent permitted by law, indemnify its Directors from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Connecticut Business Corporation Act. In furtherance and not in limitation thereof, the corporation shall indemnify each Director for liability, as defined in subsection (5) of Section 33-770 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director, except liability that (i) involved a knowing and culpable violation of law by the Director, (ii) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) showed a lack of good faith and conscious disregard for the duty of the Director to the corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the corporation, or (v) created liability under Section 33-757 of the Connecticut General Statutes; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a Director for any liability stemming from acts or omissions occurring prior to the effective date of this Paragraph EIGHTH.

The corporation shall indemnify each officer of the corporation who is not a Director, or who is a Director but is made a party to a proceeding in his capacity solely as an officer, to the same extent as the corporation is permitted to provide the same to a Director, and may indemnify such persons to the extent permitted by Section 33-776 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

B. Expenses incurred by a Director or officer of the corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall be ultimately determined that such Director or officer is not entitled to be indemnified by the corporation.

C. The corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Paragraph EIGHTH on such terms and conditions as may be established by the Board of Directors.

D. No amendment to or repeal of this Paragraph EIGHTH shall apply to or have any effect on the indemnification of any Director, officer, employee or agent of the corporation for or with respect to any acts or omissions of such Director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the corporation to pay for or reimburse in advance expenses incurred by a Director, officer, employee or agent of the corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

NINTH: References in this Restated Certificate of Incorporation to sections of the Connecticut General Statutes shall be deemed to include amendments adopted form time to time to such sections and shall further be deemed to include any successor sections thereto.

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6-MOS
DEC-31-1998
JUN-30-1998
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297,070
596,808
559,154
282,372
1,320,742
310,130
99,551
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0
661
812,594
1,320,742
712,221
712,221
491,424
491,424
2,640
1,016
4,336
115,910
31,875
84,035
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0
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84,035
1.26
1.23