

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939  
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY  
OF A TRUSTEE PURSUANT TO SECTION 305(b)(2) /x/

THE FIRST NATIONAL BANK OF CHICAGO  
(EXACT NAME OF TRUSTEE AS SPECIFIED IN ITS CHARTER)

A NATIONAL BANKING ASSOCIATION	36-0899825 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
ONE FIRST NATIONAL PLAZA, CHICAGO, ILLINOIS (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	60670-0126 (ZIP CODE)

THE FIRST NATIONAL BANK OF CHICAGO  
ONE FIRST NATIONAL PLAZA, SUITE 0286  
CHICAGO, ILLINOIS 60670-0286  
ATTN: LYNN A. GOLDSTEIN, LAW DEPARTMENT (312) 732-6919  
(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

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DOVER CORPORATION

(EXACT NAME OF OBLIGOR AS SPECIFIED IN ITS CHARTER)

DELAWARE	53-0257888
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

280 Park Avenue New York, New York	10017-1292
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

Debt Securities  
(TITLE OF INDENTURE SECURITIES)

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ITEM 1.

GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO  
THE TRUSTEE:

(a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING  
AUTHORITY TO WHICH IT IS SUBJECT.

Comptroller of the Currency, Washington, D.C.; Federal Deposit  
Insurance Corporation, Washington, D.C.; and The Board of  
Governors of the Federal Reserve System, Washington D.C.

(b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST  
POWERS.

The trustee is authorized to exercise corporate trust powers.

ITEM 2.

AFFILIATIONS WITH THE OBLIGOR. IF THE OBLIGOR IS AN AFFILIATE  
OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

No such affiliation exists with the trustee.

ITEM 16.

LIST OF EXHIBITS. LIST BELOW ALL EXHIBITS FILED AS A PART OF THIS STATEMENT OF ELIGIBILITY.

1. A copy of the articles of association of the trustee now in effect.\*
2. A copy of the certificates of authority of the trustee to commence business.\*
3. A copy of the authorization of the trustee to exercise corporate trust powers.\*
4. A copy of the existing by-laws of the trustee.\*
5. Not Applicable.
6. The consent of the trustee required by Section 321(b) of the Act.

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7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
8. Not Applicable.
9. Not Applicable.

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, The First National Bank of Chicago, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago and State of Illinois, on the 22nd day of May, 1998.

THE FIRST NATIONAL BANK OF CHICAGO,  
TRUSTEE

BY /s/ Sandra L. Caruba

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SANDRA L. CARUBA  
VICE PRESIDENT

\* EXHIBIT 1, 2, 3 AND 4 ARE HEREIN INCORPORATED BY REFERENCE TO EXHIBITS BEARING IDENTICAL NUMBERS IN ITEM 16 OF THE FORM T-1 OF THE FIRST NATIONAL BANK OF CHICAGO, FILED AS EXHIBIT 25.1 TO THE REGISTRATION STATEMENT ON FORM S-3 OF SUNAMERICA INC., FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 2, 1996 (REGISTRATION NO. 333-14201).

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EXHIBIT 6

THE CONSENT OF THE TRUSTEE REQUIRED  
BY SECTION 321(b) OF THE ACT

May 22, 1998

Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

In connection with the qualification of the indenture between Dover Corporation and The First National Bank of Chicago, as Trustee, the undersigned, in accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, hereby consents that the reports of examinations of the undersigned, made by Federal or State authorities authorized to make such examinations, may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

THE FIRST NATIONAL BANK OF CHICAGO

BY: /s/ Sandra L. Caruba

SANDRA L. CARUBA  
VICE PRESIDENT

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EXHIBIT 7

Legal Title of Bank: The First National Bank of Chicago  
Address: One First National Plaza, Ste 0303  
City, State Zip: Chicago, IL 60670  
FDIC Certificate No.: 0/3/6/1/8

Call Date: 12/31/97 ST-BK: 17-1630 FFIEC 031

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31,1997

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC--Balance Sheet

	Dollar Amounts in Thousands -----	RCFD ----	C400 BIL MIL THOU -----	
ASSETS				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin(1).....		0081	4,267,336	1.a.
b. Interest-bearing balances(2).....		0071	6,893,837	1.b.
2. Securities				
a. Held-to-maturity securities(from Schedule RC-B, column A).....		1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....		1773	5,691,722	2.b.
3. Federal funds sold and securities purchased under agreements to resell		1350	6,339,940	3.
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income (from Schedule RC-C).....		RCFD 2122	25,202,984	4.1.
b. LESS: Allowance for loan and lease losses.....		RCFD 3123	419,121	4.b.
c. LESS: Allocated transfer risk reserve.....		RCFD 3128	0	4.c.
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c).....		2125	24,783,863	4.d.
5. Trading assets (from Schedule RD-D).....		3545	6,703,332	5.
6. Premises and fixed assets (including capitalized leases).....		2145	743,426	6.
7. Other real estate owned (from Schedule RC-M).....		2150	7,727	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....		2130	134,959	8.
9. Customers' liability to this bank on acceptances outstanding.....		2155	644,340	9.
10. Intangible assets (from Schedule RC-M).....		2143	268,501	10.
11. Other assets (from Schedule RC-F).....		2160	2,004,432	11.
12. Total assets (sum of items 1 through 11).....		2170	58,483,415	12.

- (1) Includes cash items in process of collection and unposted debits.  
 (2) Includes time certificates of deposit not held for trading.

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Legal Title of Bank: The First National Bank of Chicago  
 Address: One First National Plaza, Ste 0303  
 City, State Zip: Chicago, IL 60670  
 FDIC Certificate No.: 0/3/6/1/8

Call Date: 09/30/97 ST-BK: 17-1630 FFIEC 031

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# Schedule RC-Continued

	Dollar Amounts in Thousands -----	Bil Mil Thou -----	
LIABILITIES			
13. Deposits:			
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I).....	RCN 2200	21,756,846	13.a
(1) Noninterest-bearing(1).....	RCN 6631	9,197,227	13.a.1
(2) Interest-bearing.....	RCN 6636	559,619	13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....	RCFN 2200	14,811,410	13.b.
(1) Noninterest bearing.....	RCFN 6631	332,801	13.b.1
(2) Interest-bearing.....	RCFN 6636	14,478,609	13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:	RCFD 2800	4,535,422	14
15. a. Demand notes issued to the U.S. Treasury	RCN 2840	43,763	15.a
b. Trading Liabilities(from Schedule RC-D).....	RCFD 3548	6,523,239	15.b
16. Other borrowed money:			
a. With a remaining maturity of one year or less.....	RCFD 2332	1,360,165	16.a
b. With a remaining maturity of more than one year through three years.....	A547	576,492	16.b
c. With a remaining maturity of more than three years .....	A548	703,981	16.c
17. Not applicable			
18. Bank's liability on acceptance executed and outstanding.....	RCFD 2920	644,341	18
19. Subordinated notes and debentures (2).....	RCFD 3200	1,700,000	19
20. Other liabilities (from Schedule RC-G).....	RCFD 2930	1,322,077	20
21. Total liabilities (sum of items 13 through 20).....	RCFD 2948	53,987,736	21
22. Not applicable			
EQUITY CAPITAL			
23. Perpetual preferred stock and related surplus.....	RCFD 3838	0	23
24. Common stock.....	RCFD 3230	200,858	24
25. Surplus (exclude all surplus related to preferred stock).....	RCFD 3839	2,999,001	25
26. a. Undivided profits and capital reserves.....	RCFD 3632	1,273,239	26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities.....	RCFD 8434	24,096	26.b.
27. Cumulative foreign currency translation adjustments.....	RCFD 3284	(1,515)	27
28. Total equity capital (sum of items 23 through 27).....	RCFD 3210	4,495,679	28
29. Total liabilities and equity capital (sum of items 21 and 28).	RCFD 3300	58,483,415	29

## Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1996 .....
- |           |                |     |
|-----------|----------------|-----|
| RCFD 6724 | Number<br>N/A. | M.1 |
|-----------|----------------|-----|

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 4.= Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

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(1) Includes total demand deposits and noninterest-bearing time and savings deposits.

(2) Includes limited-life preferred stock and related surplus.