

EXHIBIT 5-1

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 12b-25
NOTIFICATION OF LATE FILING

(Check One:) Form 10-K Form 20-F Form 11-K Form 10-Q
 Form N-SAR

For Period Ending: March 31, 1996
 Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended:

PART I - REGISTRANT INFORMATION

MARK CENTERS TRUST

Full Name of Registrant

Former Name if Applicable

600 Third Avenue

Address of Principal Executive Office (Street and Number)

Kingston, Pennsylvania 18704

City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As a consequence of the convergence in the preparation and filing of the Company's proxy statement for its 1996 Annual Meeting of Shareholders and the preparation and filing of its Annual Report to Shareholders at the same time as the preparation of the unaudited financial statements for the Registrant's Quarterly

Report on Form 10-Q for the fiscal quarter ended March 31, 1996 (the Form 10-Q), the Registrant's limited financial staff (there was a turnover in the controller position in December 1995) was unable to complete with accuracy the financial information, or to prepare appropriate disclosure for its Management's Discussion and Analysis of Financial Condition and Results of Operations, for inclusion in the Form 10-Q within the prescribed filing time without unreasonable effort or expense. The Registrant has undertaken the appropriate steps to ensure that, in the absence of extraordinary circumstances, the events resulting in the failure to file the Form 10-Q by the prescribed deadline will be corrected.

PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Joshua Kane, Senior Vice President & CFO (717) 288-4581

(Name) (Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

MARK CENTERS TRUST

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 1996

By: /s/ Joshua Kane
Joshua Kane
Senior Vice President and
Chief Financial Officer