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January 28, 1997

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

2520032031938

U.S. Department of Labor
Pension and Welfare Benefits Administration
200 Constitution Ave., N.W., Room N-5644
Washington, D.C. 20210

Re: Bayless Pathmark, Inc.

Dear Sir or Madam:

This letter constitutes a registration statement required under DOL Reg. Section 2520.104-23 as an alternative method of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 for unfunded pension plans maintained by an employer for a select group of management or highly compensated employees.

The following information is required by the regulation:

1. Employer's name: Bayless Pathmark, Inc.
2. Employer's address: 6803 Mayfield Road, #519
Mayfield Heights, Ohio 44124
3. Employer's EIN: 34-1283689
4. Number of Plans: 1

The employer believes that there is only one plan, but see the explanation below.

5. Employees covered: 1

The employer believes that there may be 1 covered employee, but see the explanation below.

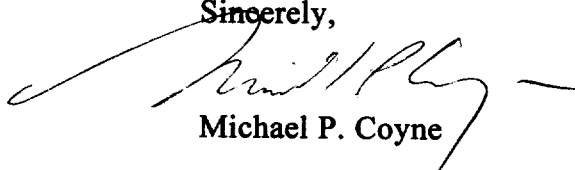
WALDHEGER • COYNE
& ASSOCIATES CO., L.P.A.
Attorneys at Law

The corporation is a professional corporation organized under the laws of the state of Ohio. Each of the corporation's shareholders has entered into an employment contract under which he or she is paid a share of amounts received by the corporation for services rendered by him or her prior to termination of employment. Although each shareholder has a separate employment contract, the provisions regarding payment of these amounts is identical. There is no funding of this payment.

Given the lack of regulations defining the meaning of an "unfunded pension plan covering a select group of management or highly compensated employees", the corporation is not certain whether the arrangement described above is, in fact, an unfunded pension plan within the meaning of the statute. (Indeed, some representatives of the Department of Labor have stated publicly that, in their personal opinion, the arrangement described above is not an unfunded pension plan within the meaning of the statute.)

If further information is needed, please contact me.

Sincerely,



Michael P. Coyne

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PUBLIC DISCLOSURE
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