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January 27, 1994

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

WRITER'S DIRECT LINE
(312) 621-1406

Re: Deferred Compensation Plan

Dear Madam/Sir:

In December, 1993, Williams & Montgomery, Ltd. established a deferred compensation plan for the purposes of providing deferred compensation for a select group of highly compensated employees. Benefits are paid as needed solely from the general assets of the employer.

Pursuant to DOL Reg. § 2520.104-23, we are hereby meeting the alternative method of compliance with the reporting and disclosure requirement of ERISA for unfunded plans maintained for a select group of highly compensated employees.

1. Name and address of employer:

Williams & Montgomery, Ltd.
20 N. Wacker Drive, Suite 2100
Chicago, IL 60606

2. Employer identification number of employer: 36-2715906

3. Declaration of Purpose: The employer hereby declares that the Plan is maintained primarily for the purpose of providing deferred compensation for a select group of highly compensated employees.

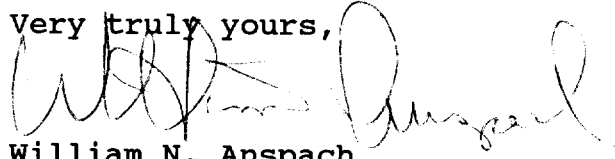
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4. Number of such plans maintained: One
5. Number of employees in Plan: In 1993, the number of employees eligible for benefits is two employees. In future years the number may vary, but it is expected that the percentage of employees selected for the program will be a very small percentage of the employees of the employer.

By providing this statement, we are exempt from any further reporting and disclosure requirements of Title I of ERISA.

Very truly yours,


William N. Anspach

/cm

cc: Lloyd E. Williams, Esq.
Howard M. Denenberg, Esq.