

EXECUTIVE OFFICES
(414) 771-7700



Western Industries, Inc. _____

1215 NORTH 62ND STREET MILWAUKEE, WISCONSIN 53213

October 17, 1994

2520040153623

Top Hat Plan Exemption
Pension and Welfare Benefit Administration
Room N-5644, U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210


Dear Sir:

REGISTRATION STATEMENT

Pursuant to Title I of the Employee Retirement Income security Act of 1974, this is our registration statement for our nonqualified, unfunded deferred compensation plan.

1. Western Industries, Inc.
1215 North 62nd Street
Milwaukee, WI 53213
2. Employer Identification Number : 39-0808688
3. Western Industries, Inc. Deferred Performance Award Program is maintained primarily for the purpose of providing deferred compensation for the senior management of Western Industries, Inc.
4. There are two other deferred compensation plans maintained by the company. The first plan covers three employees and one surviving spouse, and the second plan covers the chief executive officer. Registration statements were filed with the Pension and Welfare Benefit Administration.

Sincerely,


Ronald G. Statz

Vice President - Human Resources

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OCT 24 1994
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RGS/dcj