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MEMORANDUM STATEMENT

DATE: September 19, 1994

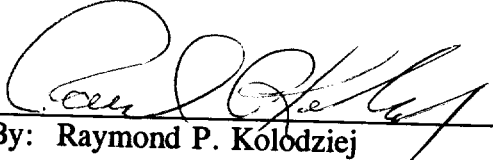
TO: TOP HAT PLAN EXEMPTION
PENSION AND WELFARE BENEFITS ADMINISTRATION
ROOM N-5644
U.S. DEPARTMENT OF LABOR
200 CONSTITUTION AVENUE, N.W.
WASHINGTON, DC 20210

FROM: Turtle Wax, Inc.
5655 West 73rd Street
Chicago, Illinois 60638-6211
EIN: 36-2068941

This statement is filed with respect to a non-qualified deferred compensation plan maintained by Turtle Wax, Inc. (the "Employer") pursuant to the requirements of 29 CFR 2520.104-23(a).

The Employer currently maintains one non-qualified deferred compensation plan for employees who are highly compensated or members of a "select group of management."

The number of participants in the plan is 2.


By: Raymond P. Kolodziej

Its: Vice President-Chief Financial Officer

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