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May 26, 1992

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

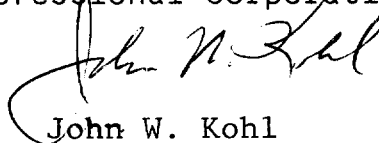
Re: Non-Qualified Deferred Compensation Agreement
Our Client: Burgoyne Electric Sales, Inc.

To Whom It May Concern:

In accordance with regulations of the Department of Labor, we are enclosing herewith a Disclosure Statement relating to the Non-Qualified Deferred Compensation Plan of our above employer/client. If there is any further information which you would require, please do not hesitate to contact the undersigned.

Very truly yours,

SHERMAN, SILVERSTEIN & KOHL
A Professional Corporation


John W. Kohl

LSS/lrf
Enc.
4630L

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DISCLOSURE STATEMENT

NON-QUALIFIED DEFERRED COMPENSATION PLAN

Name of Employer: Burgoyne Electric Sales, Inc.

Address of Employer 92 Northfield Ave., P.O. Box 7806
Raritan Industrial Center
Edison, NJ 08837

Employer ID#: 22 1967508

Declaration: Employer maintains a single plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The number of employees in the plan is currently 1.

Date: May 21, 1992

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