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LAW OFFICES OF
MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

SIDNEY T. MILLER (1864-1940)
GEORGE L. CANFIELD (1866-1928)
LEWIS H. PADDOCK (1866-1936)
FERRIS D. STONE (1882-1946)

A PROFESSIONAL LIMITED LIABILITY COMPANY
444 WEST MICHIGAN AVENUE
KALAMAZOO, MICHIGAN 49007-3751

ANN ARBOR, MICHIGAN
BLOOMFIELD HILLS, MICHIGAN
DETROIT, MICHIGAN
GRAND RAPIDS, MICHIGAN
KALAMAZOO, MICHIGAN
LANSING, MICHIGAN
MONROE, MICHIGAN
WASHINGTON, D.C.

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AFFILIATED OFFICES:
PENSACOLA, FLORIDA
ST. PETERSBURG, FLORIDA
GDAŃSK, POLAND
WARSAW, POLAND

March 9, 1998

Pension and Welfare Benefits Administration
200 Constitutional Avenue, N.W.
Washington, D.C. 20210

Re: All-Tronics, Inc. Deferred Compensation Arrangement No.1 for Kenneth
D. Lloyd (S.S. #

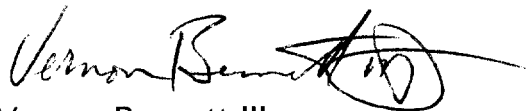
Dear Sir/Madam:

Attached is an Alternative Method of Compliance Statement for the above-
captioned Plan.

Please advise if additional documentation is needed.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.



Vernon Bennett III

VBIII:paj
Enclosure
c: Mr. Jack Morrison, President (w/ enc.)
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ALTERNATIVE METHOD OF COMPLIANCE STATEMENT (PROTECTIVE FILING)

All-Tronics, Inc. Deferred Compensation Arrangement No. 1 for Kenneth D. Lloyd ("Plan").

Name and Address of Plan:

All-Tronics, Inc.

Deferred Compensation Arrangement
No. 1 for Kenneth D. Lloyd
245 Helmer Road
Battle Creek, MI 49016

Sponsoring Employer and
Federal Employer I.D. No.

All-Tronics, Inc.

✓ 38-3813334

Number of Plans:

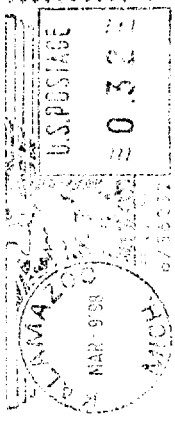
Two

Number of Participants as
of January 1, 1998 in this
Plan

One

All-Tronics, Inc. declares that its intent is to maintain a deferred compensation arrangement ("Plan") primarily for the purpose of providing deferred compensation for one individual, Kenneth D. Lloyd. The Employer believes that the above "Plan" is not subject to the rules and regulations governing the filing of reports for deferred compensation plans under ERISA. This Alternative Method of Compliance Statement is being filed as a protective measure in the event it is determined that the above "Plan" is subject to such rules and regulations.

LAW OFFICES OF
MILLER, CANFIELD, PADDOCK AND STONE, PLC
444 WEST MICHIGAN AVENUE
KALAMAZOO, MICHIGAN 49007



PENSION AND WELFARE BENEFITS ADMINISTRATION
200 CONSTITUTIONAL AVENUE NE
WASHINGTON DC 20210

