

*The*  
**Brooks & Stafford**  
*Company*

Insurance since 1849

2520005096321

December 31, 1992

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
P.O. Box 75212  
Washington, D.C. 20013-5212

Re: Brooks & Stafford Co.  
E.I.N.: 34-0116110  
75 Public Square Suite 200  
Cleveland, Ohio 44113

3/423

Dear Sirs:

Pursuant to Section 2520.104-23 of Title 29, Chapter XXV, Subchapter C, Part 2520, Subpart D of the Code of Federal Regulations, the above referenced employer, an Ohio professional corporation, hereby declares that it has in existence an arrangement primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The arrangement currently benefits 3 individuals, all of whom are, or were, employees of the employer.

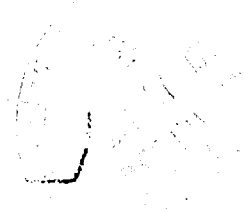
This statement is being filed pursuant to the terms of the Department of Labor Notice dated July 24, 1992, and published in the Federal Register at 57 FR 33019-01 (the "Notice"). The filing of this statement is intended to comply with the requirements set forth in the Notice (as modified by the September 16, 1992 notice regarding the extension of the filing date) and, except to the extent required by the Notice, is not an admission or acknowledgement that the described arrangement is subject to the provisions of ERISA, to the jurisdiction of any regulatory agency, or is a "top hat" plan as described in the Notice. The employer waives no rights with respect to the arrangement described above except as specifically required by the Notice.

Respectfully submitted,

  
Robert E. Hutchinson, President



31623



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W.D.E. #23

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