

**POTOMAC CORPORATION  
REPORTING AND DISCLOSURE COMPLIANCE STATEMENT**

In compliance with Section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and the regulations thereunder, found in Section 2520.104-23, and pursuant to Department of Labor Notice 57 FR 33019-01, Potomac Corporation ("Potomac") is filing this Reporting and Disclosure Compliance Statement and in connection herewith, provides the following information:

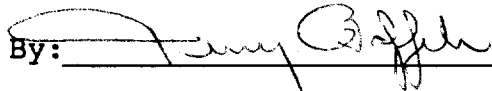
EMPLOYER:	Potomac Corporation
ADDRESS:	100 West Willow Road Post Office Box X-D Wheeling, Illinois 60090
EMPLOYER IDENTIFICATION NUMBER:	36-0897610
PLAN DESCRIPTION:	Management incentive plan
NUMBER OF PLANS:	One
NUMBER OF EMPLOYEES PARTICIPATING IN THE PLAN:	Four

14,532

Potomac maintains the above-described unfunded Plan primarily for the purpose of providing deferred compensation in the form of a termination payment or series of installment payments for several particular management and highly compensated employees.

Potomac will provide the Plan provisions to the Secretary of Labor upon request, as required by Section 104(a)(1) of ERISA.

POTOMAC CORPORATION, as Plan  
Administrator

By:   
VP - FINANCE



POTOMAC CORPORATION

100 West Willow Road  
Wheeling, Illinois 60090  
(708) 537-3400  
Fax: (708) 537-7441

699 East South Temple  
Suite 200  
Salt Lake City, Utah 84102  
(801) 364-1564  
Fax: (801) 359-9475

December 3, 1992

**CERTIFIED MAIL # P 803 682 842  
RETURN RECEIPT REQUESTED**

Department of Labor  
Pension and Welfare  
Benefits Administration  
P.O. Box 75212  
Washington, DC 20013-5212

Dear Sir/Madam:

Enclosed is an executed original and one copy of a Reporting and Disclosure Compliance Statement together with our check in the amount of \$1,000.00.

This document is being filed pursuant to Section 2520.104-23 of ERISA and Department of Labor Notice 57 FR 33019-01.

Please date and stamp the enclosed copy of the Reporting and Disclosure Compliance Statement and return it in the enclosed envelope to the attention of the undersigned.

Very truly yours,

POTOMAC CORPORATION

Terry Boffel  
Vice President-Finance

TB:ap  
Enclosure

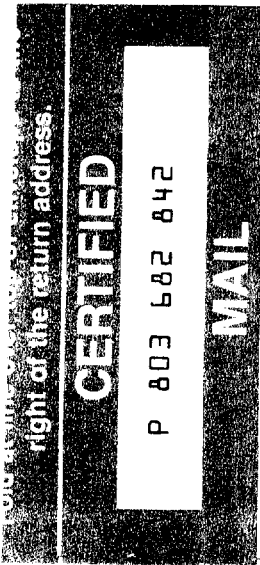
CC: A. Wulfstat

HIS32



POTOMAC CORPORATION

100 West Willow Road  
Wheeling, Illinois 60090



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REQUESTED**

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