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Director,
Management Advisory Services

December 29, 1992

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

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

Re: Grace Period Program Filing

Dear Sir or Madam:

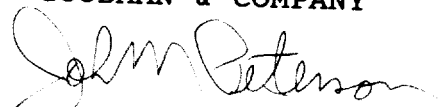
We are authorized to make this filing on behalf of our client, Robert M. Rubin, DMD, Warren G. Karesh, DDS, Walker W. Shivar, DDS, Ltd. (a Virginia corporation), pursuant to the Department of Labor grace period program which was published on April 20, 1992 in the Federal Register. Accordingly, this letter contains the necessary registration statement required to satisfy the alternative method of compliance. Also enclosed is a \$1,000 check made payable to the U.S. Department of Labor.

In accordance with Department of Labor Reg. §2520.104-23, Robert M. Rubin, DMD, Warren G. Karesh, DDS, Walker W. Shivar, DDS, Ltd., located at 6095 Indian River Road, Virginia Beach, VA 23464 and assigned EIN 54-0884396 by the Internal Revenue Service hereby declares that it maintains three (3) plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees which were all adopted on January 1, 1992. The number of employees covered under the plans is three (3).

The filing of this statement is intended solely to comply with Reg. §2520.104-23 to the extent it applies, and may not, by itself, be treated as an admission by the Corporation that the arrangements described herein are "employee pension benefit plans" subject to the Employee Retirement Income Security Act of 1974, as amended.

Very truly yours,

GOODMAN & COMPANY


John M. Peterson, CPA

Enclosure

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