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*Gary P. Di Cresce & Associates*

CREATIVITY IN PLAN DESIGN

Telephone (518) 587-7303

Facsimile (518) 587-8156

MAILING ADDRESS

P.O. Box 850  
Saratoga Springs, NY 12866-0850

SHIPPING ADDRESS

Rt. 9 & I-87 - Exit 13S  
Ballston Spa, NY 12020

Friday, March 27, 1998

Office of Employee Benefits Security  
Secretary of Labor  
Labor Management Service Administration  
Washington D.C., 20216

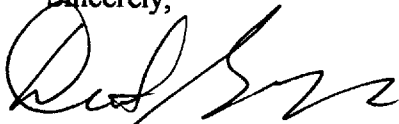
Re: Wolberg Electrical Supply Company, Inc.

Dear Secretary of Labor:

Enclosed are the following materials in regard to the above mentioned corporation:

- A) Wolberg Electrical Supply Co., Inc. Non - Qualified Supplemental Retirement Plan
- Secretary of Labor letter
  - Plan Document
- B) Wolberg Electrical Supply Co., Inc. Non - Qualified Severance and Death Benefit Plan for hourly and management employees
- Secretary of Labor letter
  - Plan Document

Sincerely,



David Sanzen

DS:cb

Enclosed

PROCESSED  
93 MAR - 1 1998

Secretary of Labor  
Office of Employee Benefits Security  
Labor Management Service Administration  
Washington DC 20216

RE: Wolberg Electrical Supply Co. Inc

Non-Qualified Supplemental Retirement plan

Dear Sir:

It is our understanding that under the Employee Retirement Income Security Act of 1974, the above type Plan, whose benefits are paid from the direct assets of the Employer, is not subject to most of the rules of the Act, pertaining to participation, funding, and vesting, nor are we required to file Form EBS-1 in accordance with Bulletin #75-69.

In this regard therefore, we would appreciate confirmation of the above, and are pleased to submit the following information:

1. Name of Employer: Wolberg Electrical Supply Co. Inc
2. Address: 35 Industrial Park Road Albany, N.Y. 12206
3. Employer Identification Number: 14-1270955
4. Number of Plans: 1
5. Approximate Total Number of Employees Covered: 1
6. Effective Date: December 24, 1997

This is also to verify that the covered employees are either a select group of management or supervisory employees, or highly compensated.

03/10/98

Date

  
Signature

  
Title

PLAN DOCUMENT - WITH RESPECT TO EMPLOYEE WELFARE PLAN OF:

Name of Employer & Plan Sponsor Wolberg Electrical Supply Co. Inc  
(Hereinafter referred to as Employer)

Address 35 Industrial Park Road Albany, N.Y. 12206

Name of Plan Wolberg Electrical Supply Co.Inc. Non-Qualified  
Supplemental Retirement program

This instrument shall constitute the Employer's "Employee Welfare Benefit Plan" (hereinafter referred to as Plan) as that term is defined in Section 402 of the "Employee Retirement Income Security Act of 1974" (E.R.I.S.A.), and shall include the following type of benefits: (for Management and Supervisory Employees):

Type of Plan or Benefits

- A. Deferred Income Benefits in the event of Death
- B. Deferred Income Benefits in the event of Retirement

Plan Details

The details of the Plan are summarized in the enclosed descriptive booklet, entitled "Exhibit A", distributed to all eligible employees, and incorporated by reference as part of the Plan.

Effective Date:

Carrying Out The Funding of the Plan

Deferred Compensation Benefits in the event of death or retirement shall be paid direct by the Employer from the General Assets of the Employer. The Employer may, at its discretion, purchase life insurance or annuities on the lives of its employees to fund all or part of the projected benefits, with the Employer being beneficiary and owner of all such life insurance or annuities. All such policies shall be held as part of the general assets of the Employer and shall not be considered to be held in Trust for any Employee. Employees may defer future compensation and these monies may be applied to the cost of any employee's life insurance policy purchased and employer would cover any balance of cost due on life insurance policies carried indirectly by the employer.

Appointment of Fiduciary and Administrator

The fiduciary who shall have the authority to control and manage the operation and administration of the Plan is the above named Employer. The Employer shall also be the administrator of the Plan.

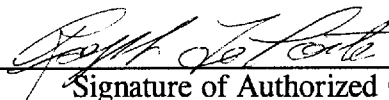
Procedure of Amending the Plan

The Plan may be amended in writing by the Employer over the signature of its President or Treasurer.

Adoption of the Plan and Signature of Authorized Officer

The undersigned is authorized to execute all documents on behalf of the Employer, which may be necessary to comply with the "written instrument" requirement of the above Act and hereto sets his hand and seal, and verifies such plan has been established and is in full force and effect from its effective date.

03/10/98 Albany, New York  
Date City State

  
Signature of Authorized Officer

  
Title

Secretary of Labor  
Office of Employee Benefits Security  
Labor Management Service Administration  
Washington DC 20216

RE: Wolberg Electrical Supply Co. Inc. Non-Qualified Severance  
and death benefit plan for hourly and management employees

Dear Sir:


It is our understanding that under the Employee Retirement Income Security Act of 1974, the above type Plan, whose benefits are paid from the direct assets of the Employer, is not subject to most of the rules of the Act, pertaining to participation, funding, and vesting, nor are we required to file Form EBS-1 in accordance with Bulletin #75-69.

In this regard therefore, we would appreciate confirmation of the above, and are pleased to submit the following information:

1. Name of Employer: Wolberg Electrical Supply Co. Inc.
2. Address: 35 Industrial Park Road Albany, N.Y. 12206
3. Employer Identification Number: 14 - 1270955
4. Number of Plans: 1
5. Approximate Total Number of Employees Covered: 40
6. Effective Date: Decenber 24, 1997

This is also to verify that the covered employees are either a select group of management or supervisory employees, or highly compensated.

03/10/98  
Date

  
Signature

  
Title

PLAN DOCUMENT - WITH RESPECT TO EMPLOYEE WELFARE PLAN OF:

Name of Employer & Plan Sponsor Wolberg Electrical Supply Co. Inc  
(Hereinafter referred to as Employer)

Address 35 Industrial Park Road Albany, N.Y. 12206

Name of Plan Wolberg Electrical Supply Co. Inc Non-Qualified Severance and  
Death Benefit Plan for hourly and management employees

This instrument shall constitute the Employer's "Employee Welfare Benefit Plan" (hereinafter referred to as Plan) as that term is defined in Section 402 of the "Employee Retirement Income Security Act of 1974" (E.R.I.S.A.), and shall include the following type of benefits: (for Management and Supervisory Employees):

Type of Plan or Benefits

- A. Deferred Income Benefits in the event of Death
- B. Lump Sum Cash Benefits in lieu of Death Benefits Upon Termination of Service

Plan Details

The details of the Plan are summarized in the enclosed descriptive booklet, entitled "Exhibit A", distributed to all eligible employees, and incorporated by reference as part of the Plan.

Effective Date:

Carrying Out The Funding of the Plan

Deferred Compensation Benefits in the event of death or retirement shall be paid direct by the Employer from the General Assets of the Employer. The Employer may, at its discretion, purchase life insurance or annuities on the lives of its employees to fund all or part of the projected benefits, with the Employer being beneficiary and owner of all such life insurance or annuities. All such policies shall be held as part of the general assets of the Employer and shall not be considered to be held in Trust for any Employee. Employees may defer future compensation and these monies may be applied to the cost of any employee's life insurance policy purchased and employer would cover any balance of cost due on life insurance policies carried indirectly by the employer.

Appointment of Fiduciary and Administrator

The fiduciary who shall have the authority to control and manage the operation and administration of the Plan is the above named Employer. The Employer shall also be the administrator of the Plan.

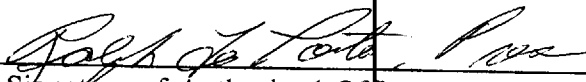
Procedure of Amending the Plan

The Plan may be amended in writing by the Employer over the signature of its President or Treasurer.

Adoption of the Plan and Signature of Authorized Officer

The undersigned is authorized to execute all documents on behalf of the Employer, which may be necessary to comply with the "written instrument" requirement of the above Act and hereto sets his hand and seal, and verifies such plan has been established and is in full force and effect from its effective date.

03/10/98      Albany, N.Y.  
Date                      City                      State

  
Signature of Authorized Officer                      Title



**GARY P. DICRESCE & ASSOCIATES**  
P.O. Box 850  
SARATOGA SPRINGS, NEW YORK 12866-0850

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Secretary of Labor  
Labor Management Service Administration  
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