

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513, U.S. Department of Labor  
200 Constitution Ave NW  
Washington, DC 20210

Re: Wadman Corporation Nonqualified Stock Bonus Plan  
Statement of Alternative Form of Compliance, DOL Reg § 2520.104-23

**Name and Address of Employer**

Wadman Corporation  
PO Box 1458  
2920 S 925 W  
Ogden, Utah 84402-1458

**Employer Identification Number (EIN)**

87-0391113

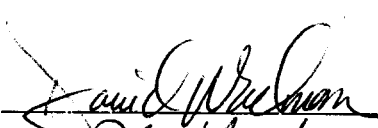
**Declaration of Plan Purpose**

Wadman Corporation declares that it has established and maintains the Wadman Corporation Nonqualified Stock Bonus Plan primarily for the purpose of providing bonuses of restricted stock to a select group of management or highly compensated employees.

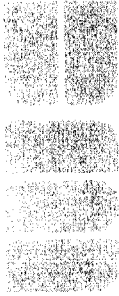
**Statement of Number of Plans and Plan Participants**

To date, Wadman Corporation has just one plan primarily for a select group of management or highly compensated employees, i.e. the referenced Wadman Corporation Nonqualified Stock Bonus Plan. No employee have yet been determined to be part of the select group of management or highly compensated employees and chosen by the Board of Directors to participate in the Plan. It is, however, anticipated that two (2) employees will be so determined and chosen in 2006. The Plan permits the Board of Directors to so determine and choose others to be participants.

Wadman Corporation

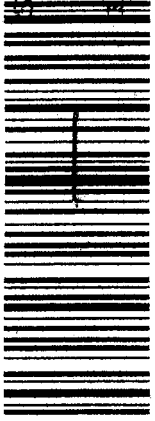
By:   
Its: President

DATED: 1-18-06



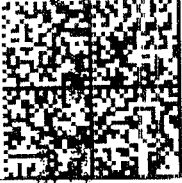
**WADMAN CORPORATION**

2920 SOUTH 925 WEST • P.O. BOX 1458 • OGDEN, UTAH 84402



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