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January 3, 1996

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U.S. Dept. of Labor
Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
200 Constitution Avenue NW
Washington, D.C. 20210

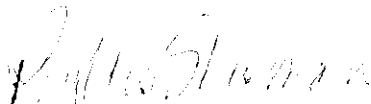
Re: **Non-Qualified Deferred Compensation Agreement**
Our Client: Dr. H.D. Schoenhaus and Dr. R.M. Jay, P.C.

To Whom It May Concern:

In accordance with regulations of the Department of Labor, we are enclosing herewith a Disclosure Statement relating to the Non-Qualified Deferred Compensation Plan of our above employer/client. If there is any further information which you would require, please do not hesitate to contact the undersigned.

Very truly yours,

SHERMAN, SILVERSTEIN, KOHL, ROSE & PODOLSKY,
A Professional Corporation


Phyllis Z. Sherman

PZS/lrf
Enc.

Certified Mail

DISCLOSURE STATEMENT

NON-QUALIFIED DEFERRED COMPENSATION PLAN

Name of Employer: Dr. H.D. Schoenhaus and Dr. R.M. Jay, P.A.

Address of Employer: 7915 Frankford Avenue
Philadelphia, Pennsylvania 19136

Employer ID#: 23-2050009

Declaration: Employer maintains a single plan primarily for the purpose of providing unqualified deferred compensation for a select group of management or highly compensated employees. The number of employees in the plan is currently 3.

Date of Adoption: December 21, 1995

Effective Date of Plan: December 21, 1995