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February 24, 1997

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

2520032030143

RE: NOTICE OF PLAN(S) OF DEFERRED COMPENSATION

Gentlemen:

Pursuant to DOL Reg. Sec. 2520.104-23, the undersigned Employer hereby files the following information with respect to its plan(s) of deferred compensation.

1. Name and Address of Employer:

Colonial Machine Company
1041 Mogadore Rd.
Kent, OH 44240

2. Federal Employer Identification No. (EIN):

34-0669840

3. The Employer maintains one (1) plan of deferred compensation primarily for the purpose of providing deferred compensation to a select group of management or highly-compensated employees.

4. Two (2) employee(s) are covered by such plan.

Very truly yours,

COLONIAL MACHINE COMPANY



By: James Rankin

SMH/tla