

**WILLIAMS  
&  
COMPANY**

CONSULTING, INC.

*Certified Mail Receipt # P 913 770 515*

July 30, 1996

**2520032066740**

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

96 AUG -7 AM 9:43  
DOL-PWBA  
PUBLIC DISCLOSURE

RE: *Williams & Company Deferred Compensation Plan & Trust*

Dear Sir/Madam:

Enclosed is Form 5500C/R - *Return/Report of Employee Benefit Plan* being filed on behalf of the above named plan and trust. On January 1, 1992, Williams & Company Consulting, Inc. (Plan Sponsor) adopted a deferred compensation plan for a select group of shareholders of the plan sponsor and an affiliated company. In conjunction with the establishment of the plan, a *Rabbi* trust was established to fund the obligation of the plan sponsor.

The enclosed document is being filed pursuant to Labor Regulation §2520.104-23(b) which indicates pension plans must provide documents to the Department of Labor on request and provide a statement that includes:

- (1) the employer's name, address and employer identification number,
- (2) a declaration that the employer maintains the plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, and
- (3) the number of such plans and the number of employees in each plan.

***DECLARATION***

The plan sponsor maintains the above plan primarily for the purpose of providing deferred compensation for a select group of management employees. The total number of employees in the plan are 13. This is the only plan of this nature maintained by the Plan Sponsor.

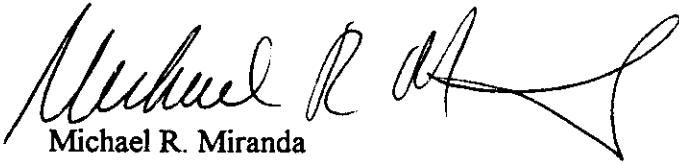
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If you have any questions, please call me.

Very truly yours,

WILLIAMS & COMPANY CONSULTING, INC.

A handwritten signature in black ink, appearing to read "Michael R. Miranda". The signature is fluid and cursive, with a large, sweeping flourish at the end.

Michael R. Miranda  
Plan Administrator/Trustee

Enclosures - as above

**Return/Report of Employee Benefit Plan**  
(With fewer than 100 participants)

This form is required to be filed under sections 104 and 4085 of the Employee Retirement Income Security Act of 1974 and sections 6039D, 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code.

▶ See separate instructions.

**1995**

**This Form Is Open  
to Public Inspection.**

For the calendar plan year **1995** or fiscal plan year beginning **1995**, and ending **19**

If A(1) through A(4), B, C, and/or D do not apply to this year's return/report, leave the boxes unmarked.  
You must check either box A(5) or A(6), whichever is applicable. See instructions.

**For IRS Use Only**  
EP-ID

- A This return/report is:
- (1)  the first return/report filed for the plan;
  - (2)  an amended return/report;
  - (3)  the final return/report filed for the plan; or
  - (4)  a short plan year return/report (less than 12 months).

- (5) **Form 5500-C filer check here**   
(Complete only pages 1 and 3 through 6.) (Code section 6039D filers see instructions.)
- (6) **Form 5500-R filer check here**   
(Complete only pages 1 and 2. Detach pages 3 through 6 before filing.) If you checked box (1) or (3), you must file a Form 5500-C. (See instructions.)

**IF ANY INFORMATION ON A PREPRINTED PAGE 1 IS INCORRECT, CORRECT IT. IF ANY INFORMATION IS MISSING, ADD IT. PLEASE USE RED INK WHEN MAKING THESE CHANGES AND INCLUDE THE PREPRINTED PAGE 1 WITH YOUR COMPLETED RETURN/REPORT.**

- B Check here if any information reported in 1a, 2a, 2b, or 5a changed since the last return/report for this plan. ▶
- C If your plan year changed since the last return/report, check here. ▶
- D If you filed for an extension of time to file this return/report, check here and attach a copy of the approved extension. ▶

1a Name and address of plan sponsor (employer, if for a single-employer plan)  
(Address should include room or suite no.)

1b Employer identification number (EIN)	<b>42-1377059</b>
1c Sponsor's telephone number	<b>(712) 252-4041</b>
1d Business code (see instructions)	<b>8999</b>
1e CUSIP issuer number	<b>N/A</b>
2b Administrator's EIN	
2c Administrator's telephone number	

**WILLIAMS & COMPANY CONSULTING INC**  
**814 PIERCE STREET**  
**P O BOX 9400**  
**SIOUX CITY, IA 51102-9400**

2a Name and address of plan administrator (if same as plan sponsor, enter "Same")

**SAME**

3 If you are filing this page without the preprinted historical plan information and the name, address, and EIN of the plan sponsor or plan administrator has changed since the last return/report filed for this plan, enter the information from the last return/report on lines 3a and/or 3b and complete line 3c.

- a Sponsor \_\_\_\_\_ EIN \_\_\_\_\_ Plan number \_\_\_\_\_
- b Administrator \_\_\_\_\_ EIN \_\_\_\_\_
- c If line 3a indicates a change in the sponsor's name, address, and EIN, is this a change in sponsorship only? (See line 3c in the instructions for the definition of sponsorship.) Enter "Yes" or "No." ▶

4 ENTITY CODE. (If not shown, enter the applicable code from the instructions.) ▶

<b>E</b>	
5b Effective date of plan (mo., day, yr.)	<b>01/01/92</b>
5c Three-digit plan number ▶	<b>999</b>
Z	

5a Name of plan ▶ **WILLIAMS & COMPANY DEFERRED COMPENSATION TRUST**

All filers must complete 6a through 6d, as applicable.

- 6a  Welfare benefit plan      6b  Pension benefit plan  
(If the correct codes are not preprinted below, enter the applicable codes from the instructions in the boxes.)

**DEFERRED COMPENSATION PLAN FOR A SELECT GROUP OF MANAGEMENT EMPLOYEES. THE PLAN IS INTEGRATED WITH A "RABBI" TYPE TRUST. THE TRUST WAS ESTABLISHED TO MEET THE PLAN SPONSORS FUNDING OBLIATIONS.**

6c Pension plan features. (If the correct codes are not preprinted below, enter the applicable pension plan feature codes from the instructions in the boxes.)

6d  Fringe benefit plan. Attach Schedule F (Form 5500). See instructions.

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of employer/plan sponsor ▶ *[Signature]* Date ▶ **7-30-96**

Type or print name of individual signing for employer/plan sponsor **WILLIAMS AND COMPANY**

Signature of plan administrator ▶ *[Signature]* Date ▶ **July 31, 1996**

Type or print name of individual signing for plan administrator **MICHAEL R. MIRANDA**

For Paperwork Reduction Act Notice, see instructions.

**6 e** Check investment arrangement(s): (1)  Master trust (2)  Common/Collective trust (3)  Pooled separate account Yes No

**7 a** Total participants: (1) At the beginning of plan year ▶ 13 (2) At the end of plan year ▶ 13

**b** Enter number of participants with account balances at the end of the plan year (defined benefit plans do not complete this item) ▶ 13

**c** (1) Were any participants in the pension benefit plan separated from service with a deferred vested benefit for which a Schedule SSA (Form 5500) is required to be attached? (See instructions). . . . . 7c(1) X  
 (2) If "Yes," enter the number of separated participants required to be reported ▶

**8 a** Was this plan terminated during this plan year or any prior plan year? If "Yes," enter the year ▶ 8a X  
**b** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of PBGC? . . . . . 8b X  
**c** If line 8a is "Yes" and the plan is covered by PBGC, is the plan continuing to file PBGC Form 1 and pay premiums until the end of the plan year in which assets are distributed or brought under the control of PBGC? . . . . . 8c

**9** Is this a plan established or maintained pursuant to one or more collective bargaining agreements? . . . . . 9 X

**10** If any benefits are provided by an Insurance company, Insurance service, or similar organization, enter the number of Schedules A (Form 5500). Insurance Information, that are attached. If none, enter -0-. ▶ -0-

**11 a** (1) Were any plan amendments adopted during this plan year? . . . . . 11a(1) X  
 (2) Enter the date the most recent amendment was adopted ▶ Month 12 Day 31 Year 93  
**b** If line 11a is "Yes," did any amendment result in a retroactive reduction of accrued benefits for any participant? . . . . . 11b  
**c** If line 11a is "Yes," did any amendment change the information contained in the latest summary plan description or summary description of modifications available at the time of the amendment? . . . . . 11c  
**d** If line 11c is "Yes," has a summary plan description or summary description of modifications that reflects the plan amendments referred to on line 11c been both furnished to participants and filed with the Department of Labor? . . . . . 11d

**12 a** If this is a pension benefit plan subject to the minimum funding standards, has the plan experienced a funding deficiency for this plan year? (See instructions). . . . . 12a X  
**b** If line 12a is "Yes," have you filed Form 5330 to pay the excise tax? . . . . . 12b  
**c** Is the plan administrator making an election under section 412(c)(8) for an amendment adopted after the end of the plan year? (See instructions). . . . . 12c  
**d** If a change in the actuarial funding method was made for the plan year pursuant to a Revenue Procedure providing automatic approval for the change, indicate whether the plan sponsor/administrator agrees to the change . . . . . 12d

**13 a** Total plan assets as of the beginning 633,147. and end 784,105. of the plan year  
**b** Total liabilities as of the beginning and end of the plan year  
**c** Net assets as of the beginning ▶ 633,147. and end ▶ 784,105. of the plan year

**14** For this plan year, enter: a Plan income 150,958. d Plan contributions  
 b Expenses e Total benefits paid  
 c Net income (loss) (subtract 14b from 14a) 150,958.

**15** You may NOT use N/A in response to lines 15a through 15o. If you check "Yes," you must enter a dollar amount in the amount column. During this plan year:

	Yes	No	Amount
<b>a</b> Was this plan covered by a fidelity bond? . . . . .		X	
<b>b</b> If line 15a is "Yes," enter the name of the surety company ▶			
<b>c</b> Was there any loss to the plan, whether or not reimbursed, caused by fraud or dishonesty? . . . . .		X	
<b>d</b> Was there any sale, exchange, or lease of any property between the plan and the employer, any fiduciary, any of the five most highly paid employees of the employer, any owner of a 10% or more interest in the employer, or relatives of any such persons? . . . . .		X	
<b>e</b> Was there any loan or extension of credit by the plan to the employer, any fiduciary, any of the five most highly paid employees of the employer, any owner of a 10% or more interest in the employer, or relatives of any such persons? . . . . .		X	
<b>f</b> Did the plan acquire or hold any employer security or employer real property? . . . . .		X	
<b>g</b> Has the plan granted an extension on any delinquent loan owed to the plan? . . . . .		X	
<b>h</b> Were any participant contributions transmitted to the plan more than 31 days after receipt or with holding by the employer? . . . . .		X	
<b>i</b> Were any loans by the plan or fixed income obligations due the plan classified as uncollectible or in default as of the close of the plan year? . . . . .		X	
<b>j</b> Has any plan fiduciary had a financial interest in excess of 10% in any party providing services to the plan or received anything of value from any such party? . . . . .		X	
<b>k</b> Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interests? . . . . .		X	
<b>l</b> Did the plan at any time engage in any transaction or series of related transactions involving 20% or more of the current value of plan assets? . . . . .		X	
<b>m</b> Were there any noncash contributions made to the plan the value of which was set without an appraisal by an independent third party? . . . . .		X	
<b>n</b> Were there any purchases of nonpublicly traded securities by the plan the value of which was set without an appraisal by an independent third party? . . . . .		X	
<b>o</b> Has the plan reduced or failed to provide any benefit when due under the plan because of insufficient assets?		X	

**16 a** Is the plan covered under the Pension Benefit Guaranty Corporation termination insurance program?  Yes  No  Not determined  
**b** If line 16a is "Yes" or "Not determined," enter the employer identification number and the plan number used to identify it.  
 Employer identification number ▶ Plan number ▶