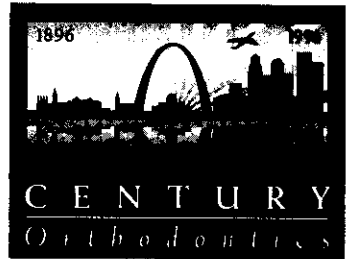


MICHAEL MATLOF, D.D.S., M.S.
ROBERT M. WAXLER, D.M.D., M.S.
JEFFREY T. CAVANAUGH, D.D.S.



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8000 Bonhomme
Suite 407
Clayton, MO 63105
314-727-0499
Fax: 314-727-0330



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March 26, 1997

To: Top Hat Plan Exemption
Pension and Welfare Benefit Administration
Room N-5644
U. S. Department of labor
200 Constitution Ave. N.W.
Washington, D.C. 20210

From: Employer: Michael Matlof, D.D.S., M.S., Robert M.
Waxler, D.M.D., M.S., P.C.
Employer Identification Number: 43-1138847
Address: 410 Sovereign Court, Ballwin, Missouri 63011

This document constitutes the statement required by 29 C.F.R. Sec. 2520.104-23(a) (1) to be filed with the Secretary of Labor in respect to non-qualified deferred compensation plans maintained by the above employer.

The employer currently maintains no plans primarily for the purpose of providing deferred compensation for a select group of highly compensated employees.

The number of participants in the plan is currently one (1)

Michael Matlof, D.D.S., M.S.,
Robert M. Waxler, D.M.D., M.S.,
PC

By: Michael Matlof President

[Name of Officer]
[Title]

MM:ssm

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- Dr. Edward Angle, 1896-1908
- Dr. William Wilson, 1908-1912
- Dr. H. Caryle Pollock, Sr., 1912-1965
- Dr. E.V. Holestine, 1942-1967
- Dr. Francis Miller, 1967-1974
- Dr. Michael Matlof 1974-
- Dr. Robert Waxler, 1978-
- Dr. Jeffrey Cavanaugh, 1996-

314-727-0499