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DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
WASHINGTON, D.C. 20224

TAX EXEMPT AND
GOVERNMENT ENTITIES
DIVISION

SEP 08 2005

S.E.T. EP. T.A. 2

In re.

Company =

This letter constitutes notice that pursuant to your request of March 15, 2005, as modified by your authorized representative's letter dated September 7, 2005:

1. Your request for waivers of the minimum funding standard for the above-named plan for the plan years ending December 31, [REDACTED] and December 31, [REDACTED] have been withdrawn, and the case has been closed by this office.
2. Waivers of the 100 percent tax under § 4971(b) of the Internal Revenue Code ("Code") have been granted for the above-named plan for the plan years ending December 31, [REDACTED] December 31, [REDACTED] and December 31, [REDACTED]

The waivers of the 100 percent tax have been granted in accordance with § 3002(b) of the Employee Retirement Income Security Act ("ERISA"). The amounts for which the waivers have been granted are equal to 100 percent of the accumulated funding deficiencies in the funding standard account as of December 31, [REDACTED] December 31, [REDACTED] and December 31, [REDACTED] the end of the plan years for which the waivers have been granted, to the extent such funding deficiencies have not been corrected.

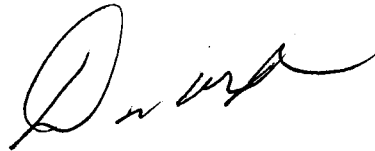
The Company manufactures straight and specialized _____, and _____ and associated tooling used by _____ and _____ processors; and hardened wear parts for machines. The Company also provides regrinding services on the knives it manufactures, as well as miscellaneous products including resale items. The Company is privately held, with nearly 85% of the outstanding and issued shares owned by one family. According to information submitted by your authorized representative, the Company intends to file a request with the Pension Benefit Guaranty Corporation to effect a distress termination of the Plan.

This ruling is directed only to the taxpayer that requested it. Section 6110(k)(3) of the Code provides that it may not be used or cited by others as precedent.

We have sent a copy of this letter to the Manager, EP Classification in _____, to the Manager, EP Compliance Unit in _____ and to your authorized representative pursuant to a power of attorney on file in this office.

If you require further assistance in this matter, please contact _____

Sincerely yours,



Donna M. Prestia, Manager
Employee Plans Actuarial Group 2