



TAX EXEMPT AND
GOVERNMENT ENTITIES
DIVISION

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

OCT 06 2006

T. EP. RA. T. A2

In re:

Company = :

This letter constitutes notice that a waiver of the minimum funding standard for the Plan for the plan year ending December 31, 2005, has been granted subject to the following conditions:

1. The Company makes the required quarterly contributions to the Plan due on October 15, 2006, and January 15, 2007, for the plan year ending December 31, 2006, in a timely manner, and meets the minimum funding standard for the Plan for the plan year ending December 31, 2006, by September 15, 2007 (without applying for a waiver of the minimum funding standard); and
2. The Company makes the required quarterly contributions to the Plan due on April 15, 2007, July 15, 2007, October 15, 2007, and January 15, 2008, for the plan year ending December 31, 2007, in a timely manner, and meets the minimum funding standard for the Plan for the plan year ending December 31, 2007, by September 15, 2008 (without applying for a waiver of the minimum funding standard).

You agreed to these conditions in letter dated September 28, 2006, sent via facsimile. If any one of these conditions is not satisfied, the waiver is retroactively null and void.

This conditional waiver has been granted in accordance with section 412(d) of the Internal Revenue Code and section 303 of the Employee Retirement Income Security Act of 1974 ("ERISA"). The amount for which this conditional waiver has been granted is the contribution that would otherwise be required to reduce the balance in the funding standard account to zero as of December 31, 2005.

The Company remanufactures and sells replacement fuel system components and air conditioning compressors for substantially all makes and models of domestic and foreign automobiles, trucks and marine applications. The Company is in a competitive industry and has experienced declining sales from the fiscal year ending December 31, 2002, to December 31, 2004. For the fiscal year ending December 31, 2005, the Company's sales increased; however the Company's costs increased dramatically due to rising fuel related materials and services.

In order to effect a recovery of its business, the Company has closed operations, consolidated operations, and implemented cost controls over the past several years in order to improve profits. Effective February 2006, the Company has been able to implement price increases to some of its customers. The Company is contemplating an acquisition (consisting of inventory and customers only) that would substantially increase sales and result in increased utilization of existing facilities, thereby reducing the effect of fixed expenses.

The Plan is poorly funded on a current liability basis. However, the Company has shown its determination to fund the Plan by making the required quarterly contributions due on April 15, 2006, and July 15, 2006, for the plan year ending December 31, 2006. Hence, the waiver of the minimum funding standard for the plan year ending December 31, 2005, has been granted subject to the conditions stated above.

Your attention is called to section 412(f) of the Code and section 304(b) of ERISA which describe the consequences that would result in the event the plan is amended to increase benefits, change the rate in the accrual of benefits or to change the rate of vesting, while any portion of the waived funding deficiency remains unamortized. Please note that any amendment to a profit sharing plan or any other retirement plans (covering employees covered by this plan) maintained by the Company, to increase the liabilities of those plans would be considered an amendment for purposes of section 412(f) of the Code and section 304(b) of ERISA. Similarly, the establishment of a new profit sharing plan or any other retirement plan by the Company (covering employees covered by this plan) would be considered an amendment for purposes of section 412(f) of the Code and section 304(b) of ERISA.

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.

When filing Form 5500 for the plan year ending December 31, 2005, the date of this letter should be entered on Schedule B (Actuarial Information). For this reason, we suggest that you furnish a copy of this letter to the enrolled actuary who is responsible for the completion of the Schedule B.

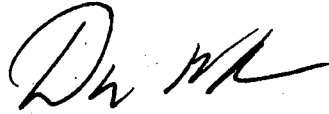
We have sent a copy of this letter to the Manager, EP Classification in _____, and to the Manager, EP Compliance Unit in _____.

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If you require further assistance in this matter, please contact

Sincerely yours,

A handwritten signature in black ink, appearing to read "Dn M", is written over the typed name.

Donna M. Prestia, Manager
Employee Plans Actuarial Group 2