

Exhibit 58

11/19/96 M+T

John Webster (212) - 350-2609 350 Park Ave

Jim Olek (716) - 842-5586

I Participant Directed - Reg 404-c - to insulate themselves,
Trustees must offer 3 diverse funds (usually 4)

II Trustee Directed - All to Madoff - no choice - less
popular - if it underperforms - subject to class action
(cheaper to Administer)
Everyone will ask and know about Dan

Can defer 1 to 15% - We set a % eg - 5%
i.e. everyone can contribute up to 5% of salary

Matching by Employer:

- Percentage of Employee Contribution
- Discretionary
- Percentage up to Fixed %
- Percentage and may add at its discretion

The match can be made anytime between
bi-weekly to annually.

- Can do X% of first Y% and then
X-% above that. (Cannot do X% of
fixed dollar amount)

Can credit prior service toward vesting
in M+T Plan - only Year for Year

Can benefit participants only or, if
discretionary, can be all eligible

Can't discriminate -

High Salaried = 5% owner
> \$80,000/yr
to 20%

Partner inclusion - Yes - based on SE income.
Must wait till year end.
(they are researching if SE income counts
for other controlled entities)

Cost - does not change with growth of fund
Based upon # of employees
(will respond - based on other factors)
Do we allow Rollovers?
Loans?
Moves (if Participant Directed) Quarterly
Multiple Payrolls?

One Time \$2000
Probably \$2000 + \$40/per participant annually

Locky if we are set up by 2/1/97