

NOTICE OF TOP HAT PLANS

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

2520032542791

TO WHOM IT MAY CONCERN:

Pursuant to Department of Labor Regulation Section 2520.104-23, the undersigned, being the administrator of one or more "Top Hat" plans, hereby gives notice of such plans and provides the following information with respect to such plans:

Name of Employer: Vernay Laboratories, Inc.
Address of Employer: P.O. Box 310
Yellow Springs, Ohio 45387
Federal I.D. No. of Employer: 31-0511814
Number of Top Hat Plans Maintained by the Employer: Two

On December 12, 1992, the Employer adopted a Stock Appreciation Rights Plan which covers, generally, management employees in Employment Categories C and D.

On December 12, 1992, the Employer adopted a Performance Share Plan which covers management employees in Employment Category E and the Employer's Chief Executive Officer.

Number of Employees Participating in each of the Top Hat Plans: Stock Appreciation Rights Plan - 55 Employees
Performance Share Plan - 7 to 10 Employees

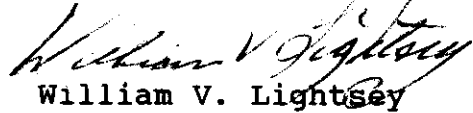
MAR 8 1993
RECEIVED

ERISA Disclaimer: It is the opinion of Employer's counsel that neither the Stock Appreciation Rights Plan or the Performance Share Plan, noted above, are subject to the reporting, disclosure, administration, and enforcement provisions of ERISA. This Notice is filed solely for precautionary purposes; neither the filing of this Notice nor the contents thereof shall be deemed an admission by the Employer that the foregoing plans are subject to ERISA.

Under penalties of perjury, I declare that the Employer maintains the aforementioned "Top Hat" plans primarily for the purpose of providing deferred compensation for a select group of management or highly-compensated employees.

VERNAY LABORATORIES, INC.

Date: March 1, 1993



William V. Lightsey
Vice President - Human Resources

MARTIN, BROWNE, HULL & HARPER

ATTORNEYS AT LAW
P.O. Box 1488
CREDIT LIFE BUILDING
ONE SOUTH LIMESTONE STREET
SPRINGFIELD, OHIO 45501

ANSON E. HULL (1915-1983)
OSCAR T. MARTIN (RETIRED)

ROBIN R. FREEMAN
ROBERT A. VAUGHN
HUGH BARNETT
ROBERT E. HARLEY
GLENN W. COLLIER
WALTER A. WILDMAN
DAVID A. WEAVER
WILLIAM R. GROVES
STEVEN J. McCREADY
DANIEL C. HARKINS
RICHARD F. HEIL, JR.
CHRISTOPHER A. WALKER
REGINA WATSON

OF COUNSEL:
BITNER BROWNE
JOHN O. HARPER

March 1, 1993

TELEPHONE 513 324-5541

TELECOPIER 513 325-5432

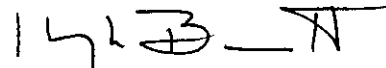
CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption Office
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Enclosed is a Notice of Top Hat Plans dated March 1, 1993,
filed on behalf of Vernay Laboratories, Inc.

Yours very truly,

MARTIN, BROWNE, HULL & HARPER



Hugh Barnett

HB:vkd

Enclosure

cc: William V. Lightsey

