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February 5, 1993

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

Re: Gandee and Partners, Inc. Non-Qualified Deferred  
Compensation Plan

Dear Sir:

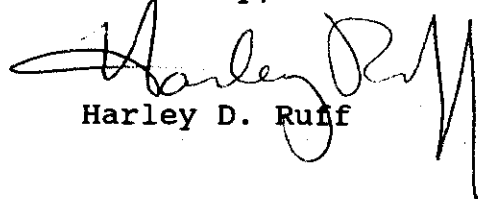
This is to inform you that Gandee and Partners, Inc., a West Virginia corporation (the "Company"), EIN: 55-0655792, for and on its own behalf, has entered into a top-hat type non-qualified deferred compensation agreement with one select management employee of the Company. The Company maintains just this one (1) top-hat plan, and there is one participant in the plan.

The address of this Company is as follows:

Gandee and Partners, Inc.  
410 Washington Street  
Charleston, West Virginia 25301

You may contact the undersigned if you have further questions on this matter, or request copies of the plan documents.

Sincerely,

  
Harley D. Ruff

HDR/prb

cc: Mr. N. Kent Gandee

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