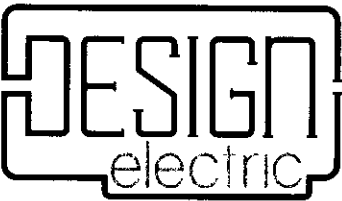


Top-Hat

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P. O. BOX 5772 • CHARLOTTESVILLE, VA 22905 • (804) 293-7740 • 295-1212

DEPARTMENT OF LABOR STATEMENT FOR UNFUNDED DEFERRED COMPENSATION PLAN BENEFITING A SELECT GROUP OF EMPLOYEES

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue
Washington, DC 21210

Gentlemen:

In compliance with Department of Labor Regulation 2520.104-23, we are filing the following disclosure statement regarding the unfunded compensation plan maintained by DESIGN ELECTRIC, INC. a corporation organized under the laws of the State of Virginia ("the Corporation"), for the benefit of certain key employees:

Employer Name: DESIGN ELECTRIC, INC.

Employer Address: P. O. Box 5772, Charlottesville, VA 22905

Employer Identification Number: 54-1232883

Under penalties of perjury, I declare that the Corporation named herein maintains an unfunded plan for the benefit of a select group of employees totaling five (5), which became effective on May 20, 1994. The primary purpose of this is to provide deferred compensation for the select group of employees.

A copy of this plan is available upon request.

Design Electric, Inc.
Name of Employer

David M. Giltinan Secretary
Signature of Authorized Officer

7/13/94
Date Signed and Mailed

David M. Giltinan
Name of Authorized Officer

Secretary/Treasurer
Title of Authorized Officer