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August 1, 1994

CERTIFIED MAIL #P 299 494 518  
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Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue NW  
Washington, DC 20201

RE: Motor Specialty, Inc. Performance Share Plan for Robert E. Frank; Alternative Reporting and Disclosure Requirements of Part I of Title I of ERISA Section 101-111

To the Secretary of Labor:

This statement is submitted in compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for unfunded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 C.F.R. §2520.104-23. The filing of this statement by the undersigned is made solely as a precautionary measure and is not to be construed as an acknowledgement that the arrangements covered hereby are subject in whole or in part to ERISA.

Names and Address of Employer: Motor Specialty, Inc.  
2801-17 Lathrop Avenue  
Racine, WI 53403

Employer Identification No. 39-0764706

Motor Specialty, Inc. maintains the plan primarily for the purpose of providing deferred compensation in the form of retirement income for a select group of management or highly compensated employees. This plan was established on the date this letter was signed.

Number of Plans and Participants in Each Plan:

There is only one such plan in existence and there is only one employee participating in this plan.

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Agreement to Furnish Documents:

Motor Specialty, Inc. shall provide plan documents to the Department of Labor upon its request.

MOTOR SPECIALTY, INC.

By: Robert E. Lowe  
Its President

ATTEST:

Lynn Mansfield  
Its Secretary