

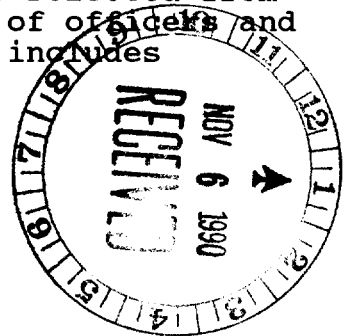
DEPARTMENT OF LABOR FILING  
FOR UNFUNDED DEFERRED COMPENSATION PLAN  
MAINTAINED FOR SELECT GROUP OF  
MANAGEMENT OF HIGHLY COMPENSATED EMPLOYEES

Name and Address of Employer: The Hoosier Company, Inc.  
5421 West 86th Street  
Indianapolis, Indiana 46268

Employer Identification No.: 35-0392360

Required Statement:

The above employer maintains an unfunded plan solely for the purpose of providing deferred compensation for a select group of management employees and directors. Benefits under the plan are paid as needed solely from the general assets of the employer. The plan is the only unfunded deferred compensation plan of the employer. The plan participants are selected from time to time by the Company's Board. The group of officers and directors from which participants can be chosen includes approximately 10 persons.



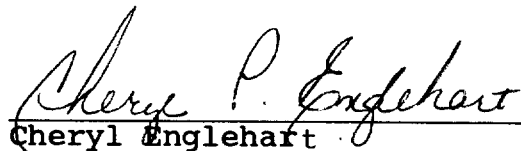
**WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF THE HOOSIER COMPANY, INC.  
DECEMBER 1, 1988**

The undersigned, the sole member of the Board of Directors of the Hoosier Company, Inc. ("Corporation"), hereby consents to the adoption of, and adopts, the following resolutions without a meeting and directs the Secretary of the Corporation to place a copy of this written consent in the minute book of the Corporation.

RESOLVED, that the Phantom Stock Bonus Plan for Executives of The Hoosier Co., Inc., is restated in its entirety, in the form attached hereto, effective December 1, 1988.

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take any and all actions that they, in their judgment, deem necessary or appropriate to carry out the purpose and intent of the foregoing resolution.

The foregoing corporate action shall have effect and validity as though duly taken by unanimous action of all directors of the Corporation at a meeting of the directors duly called and legally held on December 1, 1988.

  
Cheryl Englehart