

NICK MAYER LINCOLN-MERCURY, INC.  
2440 CENTER RIDGE ROAD  
WESTLAKE, OHIO 44145

02 DEC 19 PM 12:04

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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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 20210

RE: Nick Mayer Lincoln-Mercury, Inc.  
EIN: 34-1002248

Gentlemen:

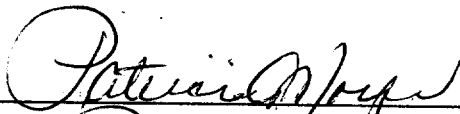
This statement is filed with you in compliance with Section 2520.104.23 of Title 29 of the Code of Federal Regulations. The undersigned employer, an Ohio corporation, hereby declares to you that it has established an unfunded nonqualified plan known as the Nick Mayer Lincoln-Mercury, Inc. Equity Incentive Plan for the benefit of executive employees of Nick Mayer Lincoln-Mercury, Inc. who are designated from time to time by the plan's committee to participate in the plan and who are part of a select group of management or highly compensated employees. This plan was established on December 11, 2002, effective as of January 1, 2002, and currently has two (2) executive employee participants.

Executive employees who are designated by the plan's committee as described above are the only employees of Nick Mayer Lincoln-Mercury, Inc. who will participate in or receive benefits from this unfunded nonqualified plan.

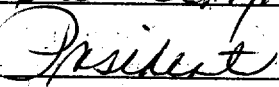
The undersigned will furnish copies of the unfunded nonqualified plan to the Secretary of Labor upon his request as required by Section 104(a)(1) of ERISA.

Very truly yours,  
NICK MAYER LINCOLN-MERCURY, INC.

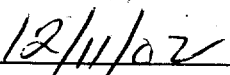
By:

  
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Title:

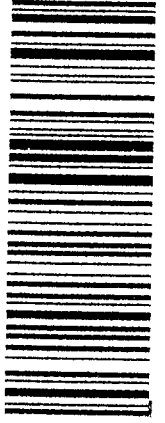
  
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Date:

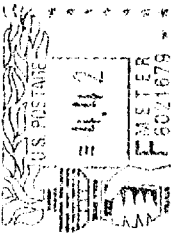
  
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*Branch*  
59970-0000  
SQUIRE  
SANDERS  
LEGAL  
COUNSEL  
WORLDWIDE

**CERTIFIED MAIL**



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