

O-FLEX

2520032905030

February 22, 1999

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

Gentlemen:

Pursuant to Labor Department Regulations Section 2520.104-23, Alternative Method of Compliance for Pension Plans for Certain Selected Employees, O-Flex, Inc. respectfully submits the following:

1. Name and Address of Employer:

O-Flex, Inc.
1531 Sarah Court
Murfreesboro, TN 37129

2. Employer Identification Number:

62-1651452

3. Declaration:

O-Flex, Inc. maintains an unfunded non-qualified arrangement for the purpose of providing deferred compensation for a select group of management or highly compensated employees. There is currently one employee in this plan.

Please direct any inquiries to my attention.

O-FLEX, INC.

By: Hugh P. O'Kane

Title: PRESIDENT

O-FLEX, INC.

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February 23, 1999

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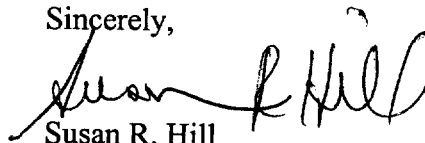
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Washington, D.C. 20210

Gentlemen:

Pursuant to Labor Department Regulation Section 2520.104-23, Alternative Method of Compliance for Pension Plans for Certain Selected Employees, I respectfully submit the attached Compliance Statement on behalf of O-Flex, Inc..

Sincerely,



Susan R. Hill
Legal Assistant

SRH:sh527047.1

Enclosure

cc: Mr. Hugh O'Kane
Mitchel C. Pahl, Esq.