

NOTICE OF KEY MANAGEMENT EQUITY INCENTIVE PLAN  
(ERISA MEMORANDUM STATEMENT)

DATE: December 28, 1994

TO: Office of Pension and Welfare Program  
Labor Management - Services Administration  
U.S. Department of Labor  
Washington, D.C. 20216

2520040153446

FROM: Brazeway, Inc.  
2711 E. Maumee Street  
P.O. Box 749  
Adrian, MI 49221-0749

Employer ID No. 38- 143869v

This Notice (Statement) is with respect to a Nonqualified Deferred Compensation Plan maintained by Employers under the requirements of 29 CRF Section 2520.104-23(a).

Brazeway, Inc., as Employer, currently maintains a Key Management Equity Incentive Plan for the following named Employees who are members of a "select group of management" or who are "highly compensated."

The number of participants are:

Plan 1: Twelve (12)

Plan Administrator: Committee of the Board of Directors

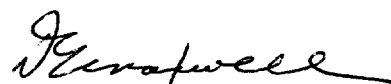
Title: Key Management Equity Incentive Plan Committee

Employer: Brazeway, Inc., a Michigan corporation

Employees: David E. Maxwell  
Thomas A. Hummel  
Emory M. Schmidt  
John P. Benzing  
Michael B. Adams  
James C. Boughton  
Kevin M. Cote  
Charles E. Downing  
David W. Gasson  
Brad E. Hein  
L. Patrick Mason  
David W. Skrzypchak

BRAZEWAY, INC. a Michigan corporation

By:



David E. Maxwell, Executive Vice President