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February 15, 1996

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

Gentlemen:

The Retail Merchants Association of Greater Richmond has adopted an Executive Deferred Compensation Plan which constitutes an unfunded plan of deferred compensation for a select group of management employees effective January 31, 1996.

Name of Plan: Retail Merchants Association of Greater Richmond  
Executive Deferred Compensation Plan

Number of Participants: 3

Sponsor: Retail Merchants Association of Greater Richmond  
5101 Monument Avenue  
Richmond, Virginia 23230

Employer Identification  
Number of Sponsor: **54-0354670**

Upon the receipt of a written request from your office, the Retail Merchants Association of Greater Richmond will submit copies of pertinent documents for the plan described above.

Very truly yours,

A handwritten signature in cursive script that reads "William H. Baxter".

William H. Baxter, CAE  
President and Chief Executive Officer

WHB:dw