

WATSON, BENNETT, COLLIGAN, JOHNSON & SCHECHTER, L.L.P.
ATTORNEYS AND COUNSELORS AT LAW

JAMES W. BENNETT*
DAVID J. COLLIGAN
CRAIG H. JOHNSON
JOEL B. SCHECHTER
MARK R. WALLING
ROY H. CUNNINGHAM**
JOHN A. MOSCATI, JR.
KRISTIN L. ARCURI
JOEL A. McMAHON
PAULINE C. WILL

*Also admitted in Ohio.

**Also admitted in West Virginia & U.S. Tax Court.

600 FLEET BANK BUILDING
12 FOUNTAIN PLAZA
BUFFALO, NEW YORK 14202
TEL: 716.852.3540 FAX: 716.852.3546
Website: www.watsonbennett.com
E-mail: info@watsonbennett.com

JOSEPH L. WATSON
BENJAMIN J. HOEY
JAMES F. GRANVILLE
Of Counsel

EMMETT McGARVEY
(1962-1991)
AMY CUDMORE
Legal Assistant

Suburban Office:
3521 Union Road
Cheektowaga, NY 14225

March 4, 2003

2520040762135

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. DEPARTMENT OF LABOR
200 Constitution Avenue, N.W.
Washington, DC 20210

**Re: Barry Steel Fabrication, Inc. (the "Company")
Supplemental Retirement Agreement**

Dear Department of Labor:

This letter is delivered to you as the alternative method of compliance under the Employee Retirement Income Security Act ("ERISA") pursuant to 29 C.F.R. 2520.104-23(b). The Company's employer identification number is 16-1085941. The Company has entered into a Supplemental Retirement Agreement with Beverly O. Barry and Kathryn L. Barry (the "Barrys") to provide them deferred compensation. The Agreement provides for payment by the Company of deferred compensation from January 1, 2003 to December 31, 2017. The Barrys have worked as the Company's highest level of management for many years. The supplemental retirement plan is funded solely from the operating revenues of the Company, is not pre-funded, and applies only to the Barrys.

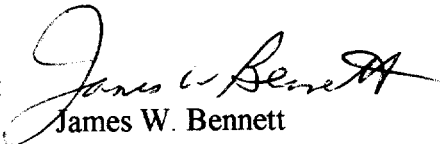
Upon review of the applicable ERISA sections and after speaking with the U.S. Department of Labor, we have determined that the Supplemental Retirement Agreement qualifies as a top hat benefit plan and only requires the issuance of this letter in order to comply with ERISA. We understand that the Department of Labor may require additional information which we are prepared to provide.



Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

WATSON, BENNETT, COLLIGAN,
JOHNSON & SCHECHTER, L.L.P.

By: 
James W. Bennett

JWB/JAMC/jan

