

BROWNING DAY MULLINS DIERDORF, INC.

NON-QUALIFIED DEFERRED COMPENSATION AGREEMENT

TOP HAT PLAN EXEMPTION

Alternative Method Of Compliance Pursuant To ERISA Section 2520.104-23

1. Name and Address of the Employer

Browning Day Mullins Dierdorf, Inc.

2. EIN Assigned by the Internal Revenue Service

35-1182593

3. Employer Declaration

Browning Day Mullins Dierdorf, Inc., maintains a non-qualified deferred compensation plan primarily for the purpose of providing deferred compensation for a select group of its management.

4. Number of Such Plans

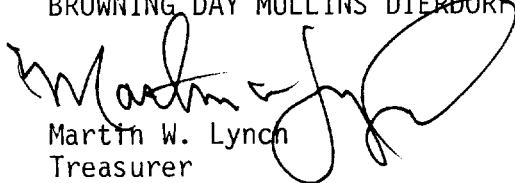
There is one plan of deferred compensation for Browning Day Mullins Dierdorf's select group of management.

5. Number of Employees in the Plan

There are five employees in the plan

Note: This statement is being filed within 120 days after the effective date of the plan, which was the 24th of December, 1999.

BROWNING DAY MULLINS DIERDORF INC


Martin W. Lynch
Treasurer

Browning Day Mullins Dierdorf Inc

334 North Seneca Avenue
Indianapolis, Indiana 46204

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

20210+0001

