

# Tompkins

ASSOCIATES

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U.S. DEPARTMENT OF LABOR  
PUBLIC DISCLOSURE

April 13, 2000

2520042390845

Office of Employee Benefits Security  
Labor Management Service Administration  
U. S. Department of Labor  
Washington, D.C. 20216

Re: Notice of Plan(s) Deferred Compensation

Gentlemen:

Pursuant to DOL Reg. Sec. 2520.104-23, the undersigned employer hereby files the following information with respect to its plan(s) of deferred compensation.

1. Name and Address of Employer:

Tompkins Associates, Inc.  
2809 Millbrook Road  
Raleigh, North Carolina 27604

2. Federal Employer Identification No. (EIN):  
56-1273771

3. The Employer maintains four (4) plan(s) of deferred compensation primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees.

4. Four (4) employee(s) are covered by such plan(s).

Very truly yours,

TOMPKINS ASSOCIATES, INC.

By:   
President

**CONSENT OF DIRECTORS OF TOMPKINS ASSOCIATES, INC.  
TO ACTION WITHOUT A MEETING  
APRIL 13, 2000**

We, the undersigned, being all of the duly elected directors of Tompkins Associates, Inc., do hereby adopt the following resolution reflecting action taken informally by signing our written consent hereto:

**Approve Deferred Compensation Plan Agreements**

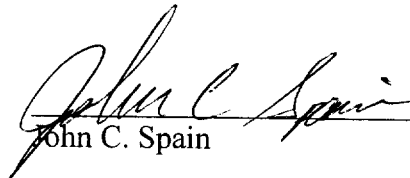
WHEREAS, after due consideration and deliberation, it is the business judgment of the Board of Directors that it is in the best interests of the Corporation and its shareholders to provide deferred compensation to certain key employees, namely Michael Futch, Brenda Jernigan, Seldon McKnight and Dale Harmelink (collectively the "Employees"), in recognition of their past years of service and as an additional incentive to their continued employment with the Corporation; and

WHEREAS, the Board of Directors has, after reviewing the Deferred Compensation Plan Agreements (the "Agreements") attached hereto and carefully considering the terms thereof, approved the execution of the Agreements in form substantially similar to those attached hereto; now, therefore, be it

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to execute the Agreements in form substantially similar to that attached hereto on behalf of the Corporation and to file all necessary returns and notices with any governmental entities and take all such other action as they deem necessary or appropriate to give effect to the Agreements and the transaction contemplated thereby.

This action effective the 13<sup>th</sup> day of April, 2000.

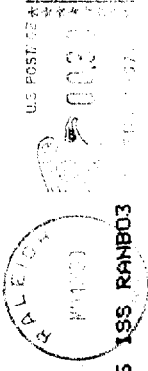
DIRECTORS:

  
\_\_\_\_\_  
John C. Spain

  
\_\_\_\_\_  
James A. Tompkins

  
\_\_\_\_\_  
Jerry D. Smith

**Tompkins**  
ASSOCIATES INCORPORATED  
2809 Millbrook Rd.  
Raleigh, NC 27616



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*RANBA*

