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Defiance, Inc.



1111 Chester Ave., Suite 750  
Cleveland, OH 44114-3516

(216) 861-6300  
(216) 861-6006 (FAX)

January 7, 1999

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

Re: Defiance, Inc. Executive Incentive Plan  
Amendment #2 dated January 7, 1999  
EIN #34-1526359

Dear Sirs,

Enclosed for filing is one original copy of Amendment #2 dated January 7, 1999 to the Defiance, Inc. Executive Incentive Plan.

This filing amends the plan originally filed with you on December 15, 1992, and amended with Amendment #1 which was filed with you on May 20, 1994.

Sincerely,  
DEFIANCE, INC.

Michael J. Meier  
Vice President - Finance, CFO

enclosure

DEFIANCE, INC.  
EXECUTIVE INCENTIVE PLAN

Amendment #2  
January 7, 1999

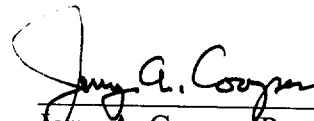
Section IV (F) is added as follows:

**F. Termination Due to Change of Control**

In the event an Eligible Executive experiences a Termination Due to Change of Control as defined in the Defiance, Inc. Change of Control Policy dated July 24, 1998, the Company shall, at such time, pay to such Eligible Executive, a lump sum consisting of the value of the Eligible Executive's accounts under the Plan, including accrued interest through the date of Termination Due to Change of Control.

In witness thereof, the Board of Directors has caused this amendment to be executed on its behalf by an individual duly authorized this 7th day of January, 1999.

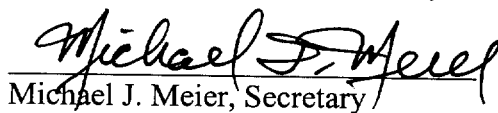
By:



Jerry A. Cooper, President and CEO

Attest:

By:

  
Michael J. Meier, Secretary

[Corporate Seal]

