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1030743-900900

February 2, 1998

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

Re: Connor Formed Metal Products Deferred Compensation Plan

Dear Sir or Madam:

This notice is intended to satisfy the requirements of the Department of Labor Regulation Section 2520.104-23 with respect to the above-referenced plan.

Connor Formed Metal Products maintains one plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The name of the plan is the Connor Formed Metal Products Deferred Compensation Plan (the "Plan"). The number of employees who are participants in the Plan is seven (7). Connor Formed Metal Products, Inc. does not maintain any other plans of this type.

The address of Connor Formed Metal Products, Inc. is 1020 Marsh Road, Suite 200, Menlo Park, CA 94025. The Employee Identification Number for Connor Formed Metal Products, Inc. is 94-0873730.

Very truly yours,

GRAY CARY WARE & FREIDENRICH LLP

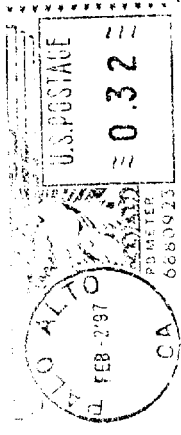
James Clarke

JC:jzc

cc: Penny Howe Gallo, Esq.
Matt Dowling

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**SECRETARY OF LABOR
TOP HAT PLAN EXEMPTION
PENSION AND WELFARE BENEFITS
ADMINISTRATION
ROOM N-5644
U.S. DEPARTMENT OF LABOR**