

2520042392770

July 16, 1998

**CERTIFIED MAIL, RETURN RECEIPT REQUESTED**

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

Re: **Statement Pursuant to DOL Regulation S2520.104-23**

Dear Sir or Madam:

Pursuant to DOL Regulation S2520.104-23, the Deferred Compensation Plan Committee, the Plan Administrator of the GEC-USA Deferred Compensation Plan (as adopted by GEC-Marconi Dynamics Inc.), hereby files the following statement with respect to its deferred compensation arrangement known as the GEC-USA Deferred Compensation Plan which is maintained by GEC-Marconi Dynamics Inc. for certain of its management or highly compensated employees:

Name and Address of Employer: GEC-Marconi Dynamics Inc.  
5701 Lindero Canyon Road, Suite 4-100  
Westlake Village, CA 91362

Employer Identification Number: 36-3778090

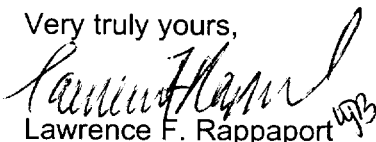
Declaration: GEC-Marconi Dynamics Inc. maintains the GEC-USA Deferred Compensation Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The GEC-USA Deferred Compensation Plan was established March 30, 1998.

Number of Plans: 1

Number of Employees Covered: No. eligible: 4 No. participating: 1

Please contact Douglas B. Kramer at (336) 545-7315 if any further information is required.

Very truly yours,



Lawrence F. Rappaport  
President & CEO, Greensboro Associates, Inc.  
Deferred Compensation Plan Committee Member

