

LUCE, FORWARD, HAMILTON & SCRIPPS LLP
ATTORNEYS AT LAW • FOUNDED 1873

2520005096750

DANIEL N. RIESENBERG, PARTNER
DIRECT DIAL NUMBER (619) 699-2452
E-MAIL ADDRESS: driesenberg@luce.com

December 10, 1997

23772-1

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

RECEIVED
11/11/97

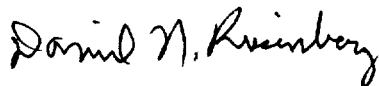
Re: Quantum Design, Inc. Deferred Compensation Plan

Dear Ladies and Gentlemen:

Please find enclosed the form that is necessary to comply with Department of Labor Regulations Section 2520.104-23.

If you require additional information, please contact the undersigned.

Sincerely,



Daniel N. Riesenberg
of
Luce, Forward, Hamilton & Scripps LLP

DNR/pab
Enclosure

cc: David Schultz (w/encl.)
CERTIFIED MAIL NO. Z 234 431 106
RETURN RECEIPT REQUESTED

CADMS\DNR\1234768.01

Top Hat Plan Statement Under
Department of Labor Regulations Section 2520.104-23

Quantum Design, Inc. has adopted an unfunded Deferred Compensation Plan. This statement is intended to comply with the alternative method of compliance with ERISA's reporting and disclosure requirements set forth in the Department of Labor Regulations Section 2520.104-23.

1. Employer: Quantum Design, Inc.
11578 Sorrento Valley Road
San Diego, CA 92121
2. Name of Plan: Quantum Design, Inc.
Deferred Compensation Plan
3. Employer Identification Number: 95-3728858
4. Declaration: The employer maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under the Plan will be payable either from the general assets of the employer or through insurance contracts or policies or both, as provided in Regulations Section 2520.104-23(d)(2).
5. Number of Plans Maintained by the Employer for the Purpose of Providing Deferred Compensation for a Select Group of Management or Highly Compensated Employees: One
6. Number of Employees: The number of employees in the Plan is 8.

Plan Administrator

Date: 11/21/97

By: *Paul Shur*

97 DEC 17 11:50
1151142

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

ATTORNEYS AT LAW • FOUNDED 1873
600 WEST BROADWAY, SUITE 2600 • SAN DIEGO, CALIFORNIA 92101

CERTIFIED

Z 234 431 106
1991

MAIL

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

