



INSTEEL INDUSTRIES, INC.

2520005097292

Gary D. Kniskern
Vice President-Admin.
Secretary
Extension 3008
Gkniskern@Insteel.com

March 22, 2005

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Insteel Industries, Inc.
Retirement Security Agreements

Dear Sir or Madam:

The employer described below has adopted agreements (the "Agreements") primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under such Agreements are to be paid as needed solely from the general assets of the employer, or provided through insurance contracts or policies for which the premiums are paid directly by the employer from its general assets.

Because the employer believes that the Agreements collectively may constitute a "plan," or separately may constitute "plans," under ERISA, the following statement is filed in accordance with 29 C.F.R. § 2520.104-23:

1. Name of Agreements: Retirement Security Agreements.
2. Name and address of employer: Insteel Industries, Inc., 1373 Boggs Drive, Mount Airy, North Carolina 27030.
3. Number of Agreements: 9.
4. Employer identification number of the employer: 56-0674867.
5. Number of employees covered by each Agreement: 1.
6. Effective date of Agreements: December 6, 2004.

The employer will provide copies of the Agreements to the Secretary of Labor upon request. Please contact the undersigned if additional information is required.

Sincerely,

A handwritten signature in cursive script that reads "Gary D. Kniskern".

Gary D. Kniskern
Vice President-Administration

cc: Jeffery R. Banish, Esquire
William R. Whitehurst, Esquire

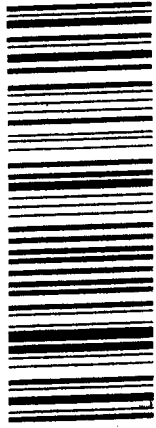


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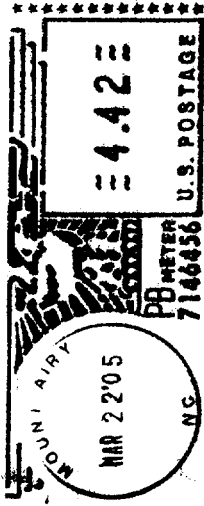
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MOUNT AIRY, NORTH CAROLINA 27030

GENERAL MAIL



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