

January 27, 2000

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: Pritchett Brothers, Inc.  
1505 W. Bloomfield Road  
Bloomington, IN 47403  
EIN: 35-1172624

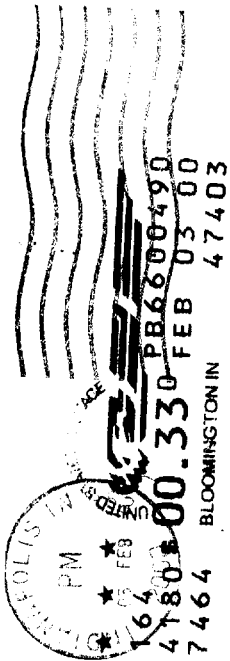
Dear Sir/Madam:

The purpose of this letter is to inform you that Pritchett Brothers, Inc. adopted a deferred compensation plan in December 1999. This plan is maintained for the purpose of providing deferred compensation for a select person of the management group. There is only one deferred compensation plan. The deferred compensation plan covers only one person who is both highly compensated and in the management group. The plan is unfunded. All benefits of the plan will be paid out of the general assets of Pritchett Brothers, Inc. Such assets are subject to the claims of Pritchett Brothers, Inc.'s creditors.

It is our understanding that this plan will not be subject to all of the reporting and disclosure requirements of ERISA Title I. If you need additional information or do not agree with our understanding, please do not hesitate to contact us.

Sincerely,

  
Jon Pritchett  
President



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