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January 15, 2002

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

Dear Sir or Madam:

The following statement is intended to comply with the alternative method for satisfying the reporting and disclosure requirements of Part I, Title I of ERISA, as contained in Department of Labor regulation section 2520.104-23.

1. Name and Address of Employer

Carpenter Co.
5016 Monument Avenue
Richmond, VA 23230

2. Employer Identification Number

54-0499731

3. Declaration

Carpenter Co. entered into a deferred compensation agreement (the "Plan"), effective January 4, 2002, primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employee. Benefits under the agreement will be paid as needed solely from the general assets of Carpenter Co.

4. Number of Plans of Deferred Compensation

Carpenter Co. does not maintain other "top hat" plans.

5. Number of Employees in the Plans

One employee participates in the Plan.

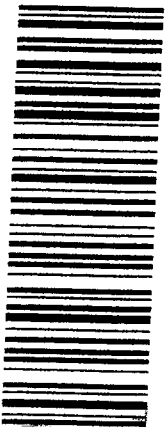
You may contact me at 804-359-0800 with any questions.

Sincerely,

A handwritten signature in black ink that reads "Herbert A. Claiborne, III". The signature is written in a cursive style with a large initial "H" and a stylized "C".

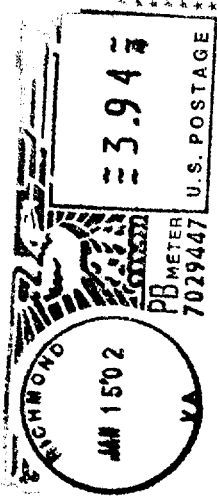
Herbert A. Claiborne, III
General Counsel

CERTIFIED MAIL



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CARPENTER CO.
5016 MONUMENT AVENUE
P.O. BOX 27205
RICHMOND, VIRGINIA 23261



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