

Freeborn & Peters

2520052092161

June 19, 2001

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

U.S. DEPT. OF LABOR
ERISA/PUBLIC DISCLOSURE
01 JUN 22 PM 1:07

Attorneys at Law

311 South Wacker Drive
Suite 3000
Chicago, Illinois
60606-6677
Tel 312.360.6000

Gabriel J. Minc
Partner
Direct 312.360.6519
Fax 312.360.6573
gminc@
freebornpeters.com

Dear Sir or Madam:

This letter is to is intended to satisfy the requirements of Section 2520.104-23 of the Department of Labor (DOL) Regulations regarding reporting and disclosure compliance with Title I of the Employee Retirement Income Security Act of 1974 as amended (ERISA) with respect to certain pension plans for a select group of management or highly compensated employees. Please be advised that the employer identified below has adopted the plan identified below, effective as of July 1, 2001, primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees:

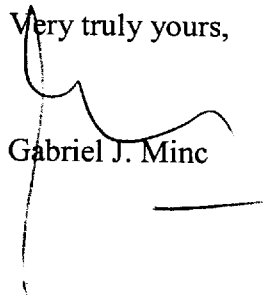
Chicago
Springfield

Name of Employer: KME America Inc. ("Company")
EIN: #13-321-8224
Name of Plan: Deferred Compensation Plan for Executives of KME America Inc. ("Plan")

The Plan will initially have a single participant. However, the Plan permits a "Committee" appointed by the Company's Board of Directors to designate other select management or highly compensated employees as participants in the Plan. Currently, benefits under the Plan are paid as needed solely from the general assets of the Company.

Please feel free to contact us if you would like a copy of the Plan documents, or any additional information regarding the Plan.

Very truly yours,



Gabriel J. Minc

cc: Jerry D. Shay

GJM/rb

#405945

