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3401 NW 39th Street • 68524-2208  
Box 5059 • Lincoln, NE 68505-0059 U.S.A.  
Phone: 402/470-2909 • Fax: 402/470-2673  
email: info@acton.com  
http://www.acton.com

December 14, 1999

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: ACTON International, Ltd.  
Top Hat Plan Statement

ACTON International, Ltd. has established a deferred compensation plan. We have enclosed the original Top Hat Plan Statement in regard to this arrangement. The Deferred Compensation Agreement is available upon request.

Sincerely,

ACTON International, Ltd.

A handwritten signature in black ink that reads 'Bruce Wilson'.

Bruce Wilson  
Chief Financial Officer

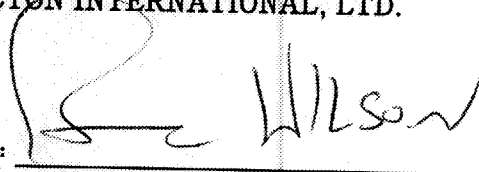
## TOP HAT PLAN STATEMENT

Pursuant to 29 C.F.R. 2520.104-23, the undersigned Employer makes the following statement:

- Employer name and address:  
  
ACTON International, Ltd.  
P.O. Box 5059  
Lincoln, Nebraska 68505
- Employer Identification Number: 47-0794413
- The Employer maintains a plan primarily for the purpose of providing deferred compensation for a select group of management of highly compensated employees.
- The number of plans the Employer maintains is two (2) and the number of Employees participating in each plan is one.

ACTON INTERNATIONAL, LTD.

By:



Bruce Wilson



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