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January 23, 2019

**VIA FEDERAL EXPRESS**

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U.S. Department of Labor  
Employee Benefits Security Administration  
Top Hat Plan Exemption  
200 Constitution Avenue, NW, N-1515  
Washington, DC 20210

Re: Brintons U.S. Axminster, Inc. -- Top Hat Plan Exemption Statement

Dear Sir/Madam:

On behalf of our client, Brintons U.S. Axminster, Inc. (the "Employer"), we are filing this Top Hat Plan Exemption Statement. The Employer previously adopted the Brintons US Axminster Deferred Compensation Plan for Key Employees (the "Plan"), which is intended to qualify as a "top hat" plan. Pursuant to the provisions of Department of Labor Regulation at 29 CFR §2520.104-23, the primary purpose of the Plan is providing deferred compensation to a select group of management or highly compensated employees and is providing the following information in order to fulfill the reporting and disclosure requirements set forth in the Regulation.

1. Employer's Name and Address:  
Brintons U.S. Axminster, Inc.  
P.O. Box 441247  
Kennesaw, GA 30160-9525
2. Employer Identification Number:  
64-0733146
3. Name of Plan:  
Brintons US Axminster Deferred Compensation Plan for Key Employees
4. Purpose:  
To provide deferred compensation for a select group of management or highly compensated employees.



5. Number of Plans:

The Employer maintains no other top hat plans for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

6. Number of Employees in the Plan:

As of December 31, 2018, the Plan had 0 participants.

If the Department has any questions or requires any additional information, please contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Brandon E. Sherlinski". The signature is fluid and cursive, with a prominent initial "B" and "S".

Brandon E. Sherlinski

cc: Mr. Johnny Massey

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UNITED STATES US

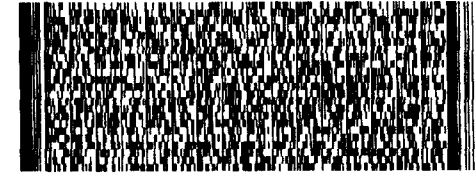
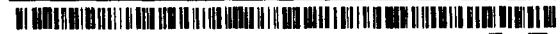
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TO **EMPLOYEE BENEFIT SECURITY ADMIN.**  
**U.S. DEPARTMENT OF LABOR**  
**200 CONSTITUTION AVENUE, N.W.**  
**N-1515 - TOP HAT PLAN EXEMP.**  
**WASHINGTON DC 20210**

(866) 463-3278 REF: 6409  
INV TOP PLAN EXEMP STATEMENT  
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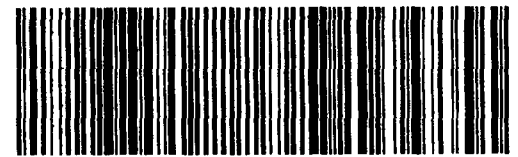
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