

September 3, 1996

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

2520032066936

Dear Sir or Madam:

In accordance with Department of Labor Regulations §.2520.104-23, Derrick Corporation, located at 590 Duke Road, Buffalo, New York 14225 and assigned EIN #16-0847196 by the Internal Revenue Service, hereby declares that it maintains one plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. It is anticipated that the Plan will cover one employee by year end.

The filing of this statement is intended solely to comply with Regulations §.2520.104-23 to the extent it applies and may not, by itself, be treated as an admission by Derrick Corporation that the arrangement described herein is an "employee pension benefit plan" subject to the Employee Retirement Income Security Act of 1974, as amended.

Respectfully submitted,



Pamela J. Fielding

PJF:pbm

Copy to: Ms. Ann Marie Bartholomew
Mr. John Smith