

AUSTIN
DALLAS
NEW YORK
WASHINGTON, D. C.

BAKER & BOTTS
L.L.P.
ONE SHELL PLAZA
910 LOUISIANA
HOUSTON, TEXAS 77002-4995

2520032542328

TELEPHONE: (713) 229-1234
FACSIMILE: (713) 229-1522
TELEX: 76-2779

September 14, 1992

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

Certified Mail
Return Receipt Requested

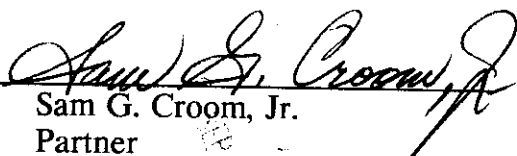
Gentlemen:

This document constitutes the statement required by Department of Labor Regulations, Section 2520.104-23(a)(1) to be filed with the Secretary of Labor in respect to nonqualified deferred compensation plans maintained by Baker & Botts.

Baker & Botts, a partnership, whose Employer Identification Number is 74-1195457, and whose address is 3000 One Shell Plaza, 910 Louisiana, Houston, Texas 77002-4995, maintains three nonqualified deferred compensation plans, each of which covers one former employee who was a member of a select group of management or highly compensated employees.

Baker & Botts is the sponsor and plan administrator of each of these plans, and will forward documents evidencing the plans to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

BAKER & BOTTS

By 
Sam G. Croom, Jr.
Partner

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