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September 21, 1992

CHRIS M. GOODRICH
MEMBER OF THE FIRM

DALLAS OFFICE:
3500 BANK ONE CENTER
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VIA CERTIFIED MAIL NO. P 795 657 996
RETURN RECEIPT REQUESTED

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

This letter is intended to constitute a statement being made pursuant to 29 C.F.R. §2520.104-23(b)(1). Accordingly, you are hereby advised that the employer named below maintains a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. There is only one of such plan and six (6) employees are covered by such plan. The name and address of, and employer identification number (EIN) assigned by the Internal Revenue Service to, such employer is as follows:

Glesby-Marks Corporation
4211 Southwest Freeway, Suite 200
Houston, Texas 77027
Employer Identification Number (EIN) 74-1883374

Should you require any additional information, please do not hesitate to contact the employer's representative, Chris M. Goodrich, of Brill, Sinex & Stephenson, P.C., 1100 Louisiana, 33rd Floor, Houston, Texas 77002 (713/739-9990).

Sincerely,

BRILL, SINEX & STEPHENSON,
a Professional Corporation

By:


Chris M. Goodrich

CMG/bjs