

2520032544366



14881 Quorum Drive
Suite 800
Dallas, TX 75240

TEL: 214-701-0818
FAX: 214-702-1900
TELEX: 5106007959 VERIFONE

July 22, 1994

AUG 10 1994
RECEIVED

**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**

Re: Statement under DOL Regulation 2520.104-23

Ladies and Gentlemen:

The following statement is being filed in accordance with Department of Labor Regulation Section 2520.104-23, which provides an alternative method of compliance with the reporting and disclosure requirements of Part 1 of Subtitle B of Title I of ERISA for unfunded pension benefit plans maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Name of Employer:	VeriFone, Inc.
Address of Employer:	3 Lagoon Drive, Suite 400 Redwood City, CA 94065
EIN of Employer:	99-0206064

The Employer described above maintains a plan to provide deferred compensation payments to ten (10) employees. The Employer hereby declares that it maintains such plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Very truly yours,

A handwritten signature in cursive script that reads "Kathryn Melia".

**Kathryn Melia
Manager, Corporate Benefits**

cc: Thea Chester - Cooley Godward