



ATPE

ASSOCIATION OF TEXAS PROFESSIONAL EDUCATORS

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January 22, 2002

*Via Certified Mail-
Return Receipt Requested*

Secretary of Labor
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

2520032900962

Re: The Association of Texas Professional Educators Eligible Deferred Compensation Agreement (the "Eligible Plan") with C. Douglas Rogers (the "Executive") and the Association of Texas Professional Educators Ineligible Deferred Compensation Agreement (the "Ineligible Plan") with the Executive

Ladies and Gentlemen:

In accordance with the provisions of Department of Labor Regulation Section 2520.104-23, we would like to advise you that the Association of Texas Professional Educators ("ATPE"), whose address is 305 East Huntland Drive, Suite 300, Austin, Texas 78752, and whose employer identification number is 74-2119788, maintains the above-referenced Eligible Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, specifically, the Executive. The Eligible Plan becomes effective June 1, 2002 and covers only the Executive.

In addition, we would like to advise you that ATPE also maintains the above-referenced Ineligible Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, specifically, the Executive. The Ineligible Plan also becomes effective June 1, 2002 and also covers only the Executive.

ATPE currently maintains only one deferred compensation agreement, which was executed May 7, 1999 and which covers the Executive. It is anticipated that the Executive's benefits under this plan will be distributed to him in June 2002.

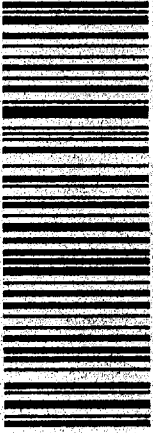
While ATPE maintains certain welfare benefit plans and a qualified profit sharing plan that contains an Internal Revenue Code Section 401(k) cash or deferred arrangement, ATPE does not maintain any pension benefit plan for the purpose of providing deferred compensation for a select group of management or highly compensated employees other than as described above.

Please contact the undersigned if you have questions concerning this correspondence or if you would like copies of the above-referenced Eligible Plan or the above-referenced Ineligible Plan.

Sincerely yours,
THE ASSOCIATION OF TEXAS PROFESSIONAL EDUCATORS
By:  Officer Tim Fogarty

Please contact Dan Gill, Controller of ATPE at (512) 467-0071 if you have any questions or need additional information.

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AMERICAN INDEPENDENT PENSION EXEMPTION

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