

BRIDGERS & PAXTON
CONSULTING ENGINEERS, INC.

4600-C MONTGOMERY BLVD. NE, ALBUQUERQUE, NEW MEXICO 87109
505-883-4111 FAX 505-888-1436 www.bpce.com

Albuquerque
Phoenix

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Board of Directors

Robert E. Hopper, P.E.

J. Douglas Guinn, P.E.

John B. Grapsas, P.E.

Stephen B. Maggart, P.E.

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Michael A. Slaman

Dwight S. Dorsey

December 19, 2002

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

**SUBJECT: OFFICER DEFERRED COMPENSATION PLAN
EIN: 85-0133392 ("EMPLOYER")**

Dear Sir or Madam:

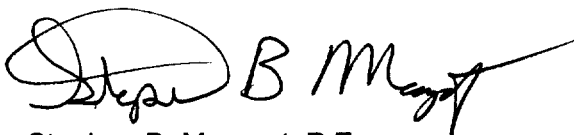
Pursuant to the obligations set forth in Regulation Section 2520.104-23(b), the following information is provided with respect to Employer:

1. The Employer's name and address are Bridgers & Paxton Consulting Engineers, Inc., 4600-C Montgomery Blvd. NE, Suite 200, Albuquerque, NM 87109.
2. The Employer's Employer Identification Number is 85-0133392.
3. The Employer maintains a plan for the present and future Officers of the Employer. The number of Officers of the corporation who presently are beneficiaries of the plan is Thirteen (13). The plan covers employees of who hereafter become Officers of the Employer.

If you have any questions with respect to the plan, please contact the undersigned.

Sincerely,

BRIDGERS & PAXTON
CONSULTING ENGINEERS, INC.



Stephen B. Maggart, P.E.
Treasurer

Bridgers & Paxton Consulting Engineers, Inc.
Officer Deferred Compensation Plan

WHEREAS, a consequence of the election by Bridgers & Paxton of the cash method of accounting for tax purposes is that the Board of Directors, in determining officer compensation, must distinguish between cash-method income available for distribution as compensation and accrual-method income available for distribution if, as and when cash flow permits; therefore

IT IS RESOLVED this 19th day of December 2002, that Bridgers & Paxton hereby establishes a deferred compensation account for the purpose of recognizing the value of services performed by officers of Bridgers & Paxton to which may be allocated amounts of Bridgers & Paxton's accrual-method operating income in accordance with the following standards of the Officer Deferred Compensation Plan:

1. Calculation of amounts allocated to specific officers shall be based on established company compensation practices which are not necessarily ratable, and the amounts of deferred compensation allocated to individual officers shall be approved by the Board of Directors.
2. The amounts allocated to each officer's deferred compensation account shall be deemed earned upon allocation but shall not accrue interest.
3. Payments from the deferred compensation account may be made all or in part as cash flow permits and as determined by the Executive Committee. Payment of all or any part of any officer's deferred compensation account shall be made solely from the general assets of Bridgers & Paxton and may not occur for a significant period of time; provided, however:
 - a. Payment of deferred compensation to retiring officers shall be made at a time no later than twelve (12) months after the last day of full time employment;
 - b. In the event of death of an officer, the deferred compensation due that officer will be payable to the officer's beneficiary no later than twelve (12) months after the date of death;
 - c. In the event of the incapacitation of an officer as defined in Article II.B.1 of the Amended and Restated Stock Restriction Agreement of Bridgers & Paxton Consulting Engineers, Inc., the deferred compensation due that officer will be payable to the Officer no later than twelve (12) months after the date of incapacitation; and
 - d. If an officer resigns from the Corporation prior to completing the Phased Stock Redemption as defined in the Amended and

Restated Stock Restriction Agreement of Bridgers & Paxton Consulting Engineers, Inc., the deferred compensation due that officer will be payable to the officer no later than seventy two (72) months after the date of last date of full time employment.

4. The Board of Directors may establish and fund a sinking fund for the payment of deferred compensation consistent with established practices for the funding of reserves for shareholder stock retirement.
5. Bridgers & Paxton will file with the U.S. Department of Labor an appropriate "Top Hat" notice advising as to the implementation of the Officer Deferred Compensation Plan pursuant to this resolution.



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