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U.S. DEPARTMENT OF LABOR  
PENSION AND WELFARE BENEFITS ADMINISTRATION  
02:00:00 PM 2:03

**Morgan Lewis**  
COUNSELORS AT LAW

**Frank H. Smith, Jr.**  
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September 16, 2002

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
US Department of Labor  
200 Constitution Avenue NW  
Washington, DC 20210

Re: Nonqualified Plans of Deferred Compensation Maintained by the California Institute of Technology

Dear Sir/Madame:

This statement is being filed pursuant to § 2520.104-23 of Regulations of the Department of Labor ("DOL Regulations") which provides certain pension plans maintained for a select group of management or highly compensated employees an alternative method of complying with the reporting and disclosure requirements of Part 1, Title 1 of the Employee Retirement Income Security Act of 1974.

Below is the information required under DOL Regulation § 2520.104-23(b):

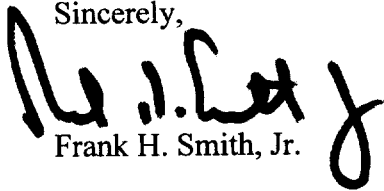
- (1) Name and address of employer:  
California Institute of Technology  
1200 E. California Blvd.  
Mail Code 161-84  
Pasadena, CA 91125
- (2) Employer identification number:  
95-1643307

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- (3) Number of plans: 3
- (4) Number of employees in each plan: 1

The undersigned, as attorney for California Institute of Technology, hereby declares on behalf of the Plan administrator, that the plans are unfunded nonqualified plans maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Sincerely,

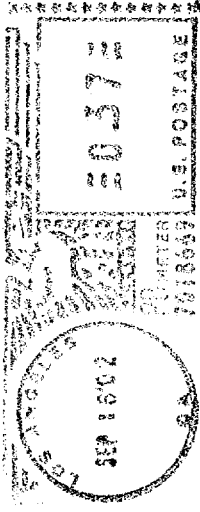


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