

February 24, 1994

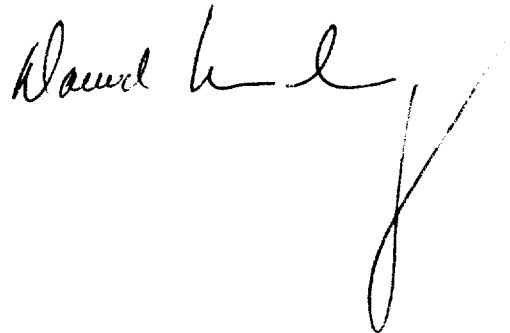
Top Hat Plan Exemption  
Pension and Welfare Benefits  
Administrator  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

EIN 13-5409005

Dear Sir or Madam:

Pursuant to Section 2520.104-23 of ERISA, please be advised that Exxon Corporation has revised and restated the plans for which original and supplemental registration statements were filed on September 30, 1982 and December 21, 1992. As a result, this Corporation now maintains eight plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The number of employees in each plan, respectively, is 51, 96 (two plans), 173, 227, 469, 1154, and 1438.

Very truly yours,



David Kelly