

2520040153378

**DEFERRED COMPENSATION AGREEMENT
ERISA MEMORANDUM STATEMENT**

DOL-PWBA
PUBLIC DISCLOSURE
95 FEB 10 PM 1:44

DATE: 12-29 1994

TO: Office of Pension and Welfare Programs
Labor Management - Services Administration
U.S. Department of Labor
Washington, D.C.
20216

FROM: Corporation: Sanders Hyland Corporation
Employer Identification Number: 63 0973755
Address: 1640 Varner Drive
Mobile, Alabama 36693

This statement is with respect to Nonqualified Deferred Compensation Plans maintained by Employer under the requirements of 29 CFR Section 2520.104-23(s).

Employer currently maintains 2 nonqualified deferred compensation plans for executives who are members of a "select group of management" or who are "highly compensated".

The number of participants in each plan are:

Plan 1: 1

Plan 2: 1

Plan Administrator: Sanders Hyland Corporation

Employer: Sanders Hyland Corporation