

**HOUSTON PILOTS
RETIREMENT PLAN AND TRUST**

8150 South Loop East
Houston, Texas 77017-1747
(713) 645-7852 • (713) 645-9820

2520040154159

ADMINISTRATORS:

**ALLAN R. BARRY
LANCE A. MILLER
RICHARD D. MOORE**

March 4, 1996

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

Re: Top Hat Statement Under U.S. Department of Labor Regulation Section 2520.104-23

Dear Sir or Madam:

This statement is filed in accordance with U.S. Department of Labor Regulation Section 2520.104-23, which provides for the filing of this statement as an alternative method of compliance with the reporting and disclosure requirements of Title I of the Employee Retirement Income Security Act of 1974, as amended, with respect to the unfunded "top hat" plan described herein. The plan covered by this statement and the information required to be included in this statement are set forth below:

1. Name and Address of Employer: Houston Pilots
8150 South Loop East
Houston, Texas 77017-1747

(The plan described herein is maintained by the above listed employer (principal sponsoring employer) and other entities affiliated with such employer, collectively, the "Employer." The address for the "administrator" of the plan covered by this statement is the same as the Employer's address.)

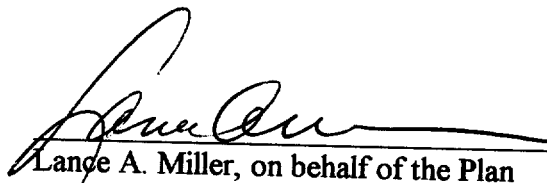
2. Employer Identification Number; 76-0289736

(The above number is the employer identification number for the principal sponsoring employer listed above.)

3. **Plan Covered by this Statement:** The Houston Pilots Supplemental Benefit Plan
4. **Number of Covered Employees:** The number of covered employees (participants) under the above named plan is 57. The number of covered employees may change from time to time.
5. **Declaration:** The Employer maintains one plan, the plan named above, primarily for the purpose of providing deferred compensation for a select group of management of highly compensated employees. Benefits under the plan are payable solely from the general assets of the Employer as provided in U.S. Department of Labor Regulation Section 2520.014-23(d)(2).

This statement is filed by and on behalf of the undersigned "plan administrator" and the Employer of the plan covered by this statement.

Very truly yours,



Lance A. Miller, on behalf of the Plan Administrator of the Houston Pilots Supplemental Benefit Plan and on behalf of Houston Pilots and its affiliated entities maintaining the above named plan