

KRIEG·DEVAULT·ALEXANDER 2520040154457
& CAPEHART
ATTORNEYS AT LAW

APR 10 11:29 AM '96

April 8, 1996

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

Dear Ladies/Gentlemen:

First Financial Corporation (EIN: 35-1546989) located at One First Financial Plaza, P.O. Box 540, Terre Haute, Indiana 47807-3225 established the First Financial Executives' Deferred Compensation Plan on March 27, 1996, to be effective as of January 1, 1996. The plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of First Financial Corporation or any affiliated entity. The plan currently covers one employee, but it anticipates adding additional participants later this year. The company does not maintain any other "top-hat" plan.

If you should have any questions, please do not hesitate to call or write the undersigned.

Very truly yours,

Mark P. Canada
Mark P. Canada

c: Mr. John W. Perry
Mr. Stephen D. Smith

MPC:ndc:SS-67406-1

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