



**Southwestern Energy
Company**

1083 Sain Street
P.O. Box 1408
Fayetteville, Arkansas 72702-1408
(501) 521-1141 FAX: (501) 521-1147

Greg D. Kerley
Vice President —
Treasurer and Secretary

2520040154880

March 28, 1996

Secretary of Labor
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: **Southwestern Energy Company**
Split-Dollar Life Insurance Agreements

Dear Sir or Madam:

Southwestern Energy Company has purchased a certain life insurance policy (the "Policy") for one of its executives and has entered into a split-dollar life insurance agreement (the "Agreement") with that executive regarding such Policy. Southwestern Energy Company may, in the future, purchase a similar Policy and enter into a similar Agreement with one or more other members of a select group of its management or highly compensated employees. Southwestern Energy Company believes that pursuant to Department of Labor Section 2520.104-24 no filing is required with respect to the Policy and/or Agreement. Nevertheless, Southwestern Energy Company is filing this notice as a protective filing in case the Department of Labor takes the position that a filing is required under Department of Labor Regulation Section 2520.104-23.

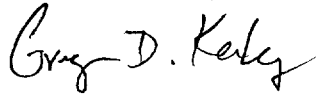
Southwestern Energy Company maintains two plans for the purpose of providing deferred compensation for a select group of management or highly compensated employees and has filed notices with respect to those plans under Department of Labor Regulation Section 2520.104-23. As indicated in those filings, the name of one of those plans is the Southwestern Energy Company Supplemental Retirement Plan, and the number of employees who are currently participants in that plan is six. The name of the other plan is the Southwestern Energy Company Non-Qualified Retirement Plan, and the number of employees who are currently participants in that plan is six.

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Southwestern Energy Company's address is 1083 Sain Street (P.O. Box 1408), Fayetteville, Arkansas 72702-1408. The employer identification number of Southwestern Energy Company is 71-0205415.

If you have any questions with regard to this matter or require any other information, please let me know.

Very truly yours,



GDK/cb

cc: Linda B. Griffey, Esq.

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