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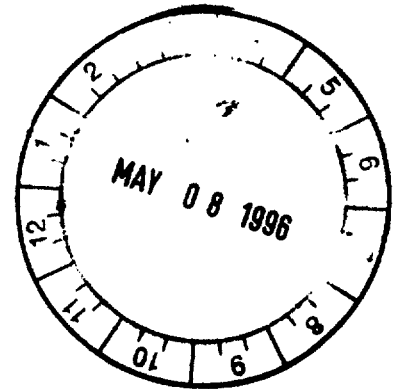
American Geosciences, Inc.

3925 Reed Boulevard • Murrysville, PA 15668
(412) 733-7003

April 29, 1996

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

Re: American Geosciences, Inc.
3925 Reed Boulevard, Suite 400
Murrysville, PA 15668-1848
EIN 25-1626328



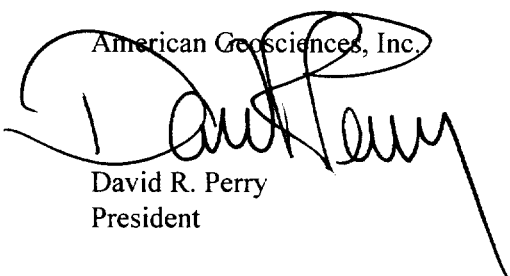
Dear Correspondent:

This letter serves as a declaration that the above referenced employer maintains a plan or plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The Company maintains one such plan. Two employees participate in the plan.

Plan documents will be made available to the Secretary upon request.

Very truly yours,

American Geosciences, Inc.


David R. Perry
President