

September 26, 2003

09/26/03  
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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

**2520040763886**

# Hines

Ladies and Gentlemen:

This document constitutes the statement required by Department of Labor Regulations Section 2520.104-23(a)(1) to be filed with the Secretary of Labor with respect to nonqualified deferred compensation plans maintained by Hines Interests Limited Partnership

Hines Interests Limited Partnership, whose Employer Identification Number is 76-0293595, and whose address is 2800 Post Oak Blvd., Fl. 50, Houston, Texas 77056, maintains the Hines Interests Limited Partnership Profit Center Profits Retirement Plan (the "Top Hat Plan"), which is a nonqualified deferred compensation plan for employees who are members of a select group of management or who are highly compensated. The Top Hat Plan was established effective September 1, 2003. There are 4 participants presently in the Top Hat Plan.

Hines Interests Limited Partnership as the sponsor and plan administrator of the Top Hat Plan, will forward documents evidencing the Top Hat Plan to the Secretary of Labor upon request as required by Section 104(a)(1) of the Employee Retirement Income Security Act of 1974.

Yours very truly,

*[Faint, illegible text]*

Hines Interests Limited Partnership

By

*[Handwritten signature]*

Hines

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\$4.42

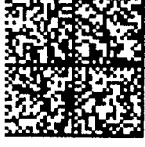
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PENSION AND WELFARE BENEFITS ADMINISTRATION  
ROOM N-5644  
U.S. DEPARTMENT OF LABOR  
200 CONSTITUTION AVENUE, N.W.  
WASHINGTON, D.C. 20210

