

**BROWN, SIMS, WISE & WHITE**

ATTORNEYS

A PROFESSIONAL CORPORATION  
 TWENTY-FIRST FLOOR  
 ONE POST OAK CENTRAL  
 2000 POST OAK BOULEVARD  
 HOUSTON, TEXAS 77056-4496  
 TELEPHONE (713) 629-1580  
 TELECOPIER (713) 629-5027  
 TELEX 775557

MARK C. CLEMER  
 JAMES R. KOECHER  
 RICHARD E. HANSON  
 JOHN R. WALKER  
 WILLIAM A. GALERSTON  
 CYNTHIA A. GALVAN  
 ROBERT J. HAMM  
 RANDA L. DUNCAN  
 J. THAD WHISENANT  
 DEBORAH E. RANK  
 REID W. MARTIN  
 MICHAEL A. VARNER

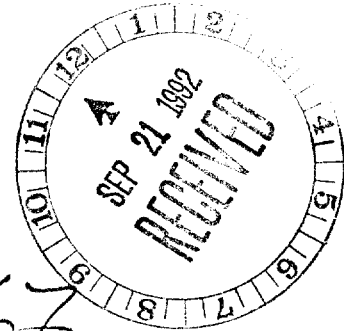
OF COUNSEL:  
 THOMAS A. BROWN

G. BYRON SIMS  
 JAMES D. WISE, JR.  
 RONALD L. WHITE  
 KENNETH G. ENGERRAND  
 LYN VAN DUSEN  
 RANDELL A. KOCUREK  
 THOMAS O. DEEN  
 INNES MACKILLOP  
 JAMES N. ISBELL  
 POLLY A. KINNIBRUGH  
 GREGORY M. SULLIVAN  
 CHARLES M. BRACKETT  
 DEANNA H. BREWER  
 MICHAEL D. WILLIAMS

September 18, 1992

**CERTIFIED MAIL #P 199 357 855**  
**RETURN RECEIPT REQUESTED**

Pension and Welfare Benefits Administration  
 U.S. Department of Labor  
 P.O. Box 75212  
 Washington, D.C. 20013-5212



Dear Sir or Madam:

In accordance with the Department of Labor Regulation § 2520.104-23 and the guidance published in 57 Fed. Reg. 33019-21 (July 24, 1992), this letter will serve as the alternative method of compliance with the reporting and disclosure requirements of Part I of Title I of the Employee Retirement Income Security Act of 1974, as amended, for the pension plans described below for a select group of management or highly compensated employees.

1. The name and address of the employer is Brown, Sims, Wise & White, P.C., Suite 2100, One Post Oak Central, 2000 Post Oak Boulevard, Houston, Texas 77056-4496.
2. The employer identification number assigned by the Internal Revenue Service to the employer is 73-2073784.
3. The employer declares that it maintains the following plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees:
  - (a) Employment Agreement between Brown, Sims, Wise & White, P.C. and Thomas A. Brown. One active employee is a participant in this plan.
  - (b) Employment Agreement between Brown, Sims, Wise & White, P.C. and James D. Wise, Jr. One active employee is a participant in this plan.

- (c) Employment Agreement between Brown, Sims, Wise & White, P.C. and Ronald L. White. One active employee is a participant in this plan.
- (d) Employment Agreement between Brown, Sims, Wise & White, P.C. and Kenneth G. Engerrand. One active employee is a participant in this plan.
- (e) Employment Agreement between Brown, Sims, Wise & White, P.C. and G. Byron Sims. One active employee is a participant in this plan.
- (f) Employment Agreement between Brown, Sims, Wise & White, P.C. and Terry P. Ayre. One former employee is a participant in this plan.
- (g) Employment Agreement between Brown, Sims, Wise & White, P.C. and S. Reed Morgan. One former employee is a participant in this plan.
4. A check for \$1,000 payable to "U.S. Department of Labor" is enclosed.

Very truly yours,

BROWN, SIMS, WISE & WHITE, P.C.

By: Lyn Van Dusen  
Lyn Van Dusen  
On Behalf of the Firm

cc: Stephanie Schroepfer  
Fulbright & Jaworski  
1301 McKinney, Suite 5100  
Houston, Texas 77010-3095

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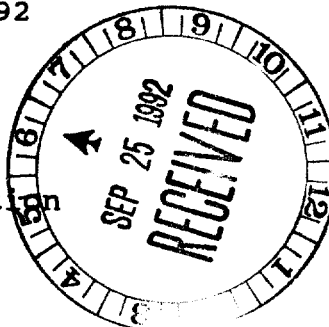
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REID W. MARTIN  
MICHAEL A. VARNER  
OF COUNSEL:  
THOMAS A. BROWN

September 21, 1992

**CERTIFIED MAIL # P 199 357 853**  
**RETURN RECEIPT REQUESTED**

Pension and Welfare Benefits Administration  
U.S. Department of Labor  
P.O. Box 75212  
Washington, D.C. 20013-5212



Dear Sir or Madam:

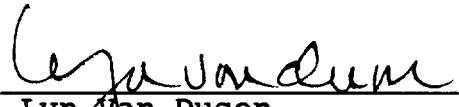
Enclosed is our letter of September 18, 1992, sent to you under certified mail #P 199 357 855, serving as the alternative method of compliance with the reporting and disclosure requirements of Part I of Title I of the Employee Retirement Income Security Act of 1974, as amended, in accordance with the Department of Labor Regulation § 2520.104-23 and the guidance published in 57 Fed. Reg. 33019-21 (7/24/92). We inadvertently reported our employer identification number as assigned by the Internal Revenue Service as 73-2073784. That number should be 74-2073784. Please include this letter with our file in order to correct that error.

Thank you for your assistance in this regard, and if you have any questions please do not hesitate to contact the undersigned.

Very truly yours,

BROWN, SIMS, WISE & WHITE, P.C.

By:

  
Lyn Van Dusen  
On Behalf of the Firm

LVD:jw

Enclosure

cc: Stephanie Schroepfer  
Fulbright & Jaworski  
1301 McKinney, Suite 5100  
Houston, Texas 77010-3095

**BROWN, SIMS, WISE & WHITE**

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MICHAEL A. VARNER

OF COUNSEL:  
THOMAS A. BROWN

September 18, 1992

**CERTIFIED MAIL #P 199 357 855**  
**RETURN RECEIPT REQUESTED**

Pension and Welfare Benefits Administration  
U.S. Department of Labor  
P.O. Box 75212  
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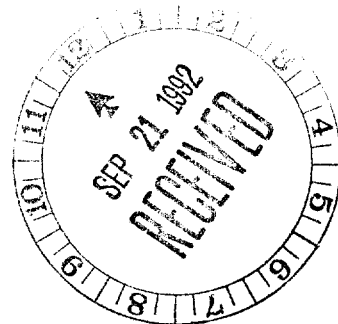
Very truly yours,

BROWN, SIMS, WISE & WHITE, P.C.

By: \_\_\_\_\_

Lyn Van Dusen  
On Behalf of the Firm

cc: Stephanie Schroepfer  
Fulbright & Jaworski  
1301 McKinney, Suite 5100  
Houston, Texas 77010-3095



DATE	VOUCHER NUMBER	INVOICE NUMBER	DESCRIPTION	FILE NO.	GL ACCT. NO.	NET AMOUNT
9/18/92	29049		annual ERISA reporting  <i>NF 2667</i>	000000.000000	00005300	1000

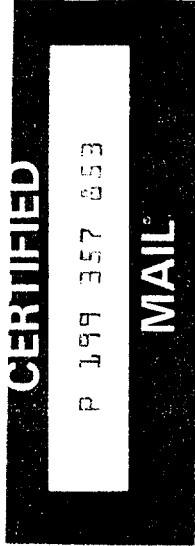
DETACH AT PERFORATION BEFORE DEPOSITING

BROWN, SIMS, WISE & WHITE, P.C.

REMITTANCE ADVICE

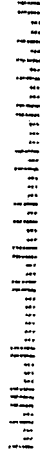
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CERTIFIED MAIL/RETURN RECEIPT REQUESTED

PENSION AND WELFARE BENEFITS ADMINISTRATION  
U.S. DEPARTMENT OF LABOR  
PO BOX 75212  
WASHINGTON DC 20013-5212



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