

HILLTOP BASIC RESOURCES, INC.**ALTERNATIVE REPORTING AND DISCLOSURE STATEMENT
FOR PENSION PLANS FOR CERTAIN SELECTED EMPLOYEES**

To the Secretary of Labor:

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for unfunded or insured pension plans for select groups of management or highly compensated employees, specified in Department of Labor Regulations 29 C.F.R. Section 2520.104-23, the following information is provided on behalf of the following employer:

Name and Address of Employer: Hilltop Basic Resources, Inc.
One West Fourth Street
Suite 1100
Cincinnati, Ohio 45202-3623

Employer Identification
Number: 31-0952894

Hilltop Basic Resources, Inc. maintains a Performance Share Incentive Plan for the purpose of providing deferred compensation for select management or highly compensated employees. One (1) employee is eligible to participate in the Plan as of the date of this filing. Copies of the Plan document are available upon request.

Dated: April 25, 1996

**Graydon
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April 25, 1996

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

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: Hilltop Basic Resources, Inc.

Dear Sir or Madam:

On behalf of Hilltop Basic Resources, Inc., enclosed is the Alternative Reporting and Disclosure Statement under Regulation §2520.104-23 filed this day with respect to a nonqualified deferred compensation plan for select employees of Hilltop Basic Resources, Inc.

Very truly yours,

GRAYDON, HEAD & RITCHEY

Robert R. Saelinger
Robert R. Saelinger

RRS:lav
Enclosure
c: John Steele, Jr. (w/encl.)
Greg K. Hillman (w/encl.)

