



The Capital Planning Group

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October 28, 1998

VIA CERTIFIED MAIL

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: Interstate Resources, Inc. Supplemental Executive Benefit Plan ("Plan")
Effective Date of Plan: September 1, 1998

Dear Sir or Madam:

Pursuant to the alternative method of compliance authorized under Section 110 of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), this notice is intended to satisfy the reporting and disclosure provisions of Part I of Title I of ERISA.

<u>Name and Address of Employer:</u>	Interstate Resources, Inc. 1800 North Kent Street, Suite 1200 Rosslyn, Virginia 22209-2145
<u>Employer Identification Number:</u>	31-1042663
<u>Declaration of Purpose:</u>	The employer maintains the plan primarily for the purpose of providing a deferred compensation plan for a select group of management or highly compensated employees.
<u>Number of Such Plans:</u>	1
<u>Number of Participants:</u>	8

Very truly yours,

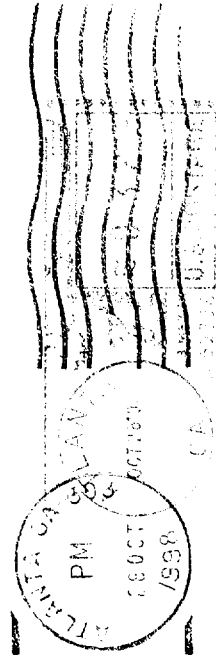
Dianne M. O'Donnell, J.D.

Copy to: Mr. Ramez Skaff - Interstate Resources, Inc.
Mr. Jeff Milstead



The Capital Planning Group

8010 Roswell Road • Suite 200 • Atlanta, Georgia 30360



Fold at line over top of envelope to the right of the return address

CERTIFIED

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