



2520042394051

July 14, 1999

Top Hat Plan Exemption
Pension Welfare Benefits Administration
U. S. Department of Labor
Room N-5644
200 Constitution Avenue N.W.
Washington, D.C. 20216

RE: American Plumbing & Mechanical, Inc.
1502 Augusta, Suite 425
Houston, Texas 77057
EIN No.: 76-0577626

Gentlemen:

Please be advised that the Company and its subsidiaries (Christianson Enterprises; Croson-Teepe Mechanical; J.A. Croson of Florida; Keith Riggs Plumbing; Miller Mechanical Contractors; Nelson Mechanical Contractors; Power Plumbing; RCR Companies; and Sherwood Mechanical) have entered into separate employment agreements with twenty (20) of their executives, which provide certain payments and benefits to them upon a qualifying termination of employment (collectively, the "Agreements"). The Agreements are not identical, but are substantially comparable for the executives at each level. Benefits under the Agreements are paid solely from the general assets of the Company or subsidiary. The Agreements are intended to be employment agreements providing certain severance (welfare) benefits. However, in the event it is determined that the Agreements provide pension benefits, then this one-time notice is made as a protective filing with respect to their being pension benefit plans. To the extent the Agreements are pension benefit plans, they are maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

If you would like additional information concerning these Agreements, or copies of the same, please contact the undersigned at (713)243-7406.

Sincerely,

Chet Harris
Vice President - Human Resources

