

LEGACY HOLDING COMPANY, INC.
P.O. Box 1471
HOUSTON, TEXAS 77251-1471
(713) 651-8800

600 JEFFERSON, SUITE 350
HOUSTON, TEXAS 77002-7326

2520042394402

January 19, 1998

**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, N.W.
Washington, DC 20210

**RE: LEGACY HOLDING COMPANY
600 JEFFERSON STREET, SUITE 350
HOUSTON, TEXAS 77002
EIN: 76-0204762**

Ladies and Gentlemen:

Pursuant to 29 C.F.R. § 2520.104-23(b)(1), you are hereby notified that the above-captioned employer maintains one plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of it and its subsidiaries. The plan is the Legacy Holding Company Deferred Compensation Plan which currently benefits two employees.

The plan documents will be provided upon request by the Secretary of Labor.

Sincerely,



Edward R. Naumes
Executive Vice President

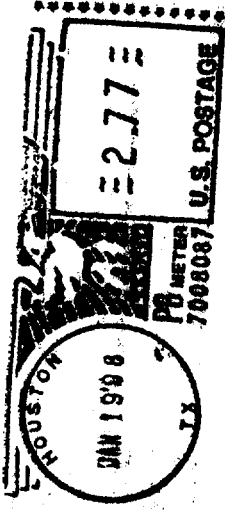
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