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December 22, 1997

Top Hat Plan Exemption
Pension & Welfare Benefits Administration
Room N-5644
United States Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

**RE: Hill Brothers Chemical Corporation
Deferred Compensation Plan**

Department of Labor:

This letter is intended to comply with the alternative reporting and disclosure statement for pension plans maintained for certain selected employees pursuant to Department of Labor Regulations § 2520.104-23 with respect to the above referenced plan.

The Hill Brothers Chemical Corporation Deferred Compensation Plan (the "Plan") is the only nonqualified deferred compensation plan maintained by Hill Brothers Chemical Corporation ("HBCC"). The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees.

Presently, three of HBCC highly compensated employees are participating in the Plan. HBCC's corporate headquarters are located at 1675 Main Street, 2nd floor, Orange, California 92867. HBCC's Employer Identification Number is 95-0830560.

If you have any questions or would like a copy of the Plan please contact the undersigned at (714) 759-9600

Sincerely,

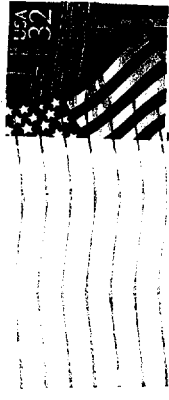


Hugh A. Sanders

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PENSION PLAN
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