

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

TELEX: 674930 GIBTRASK LSA

FACSIMILE: (213) 229-7520

September 24, 1997

JAS. A. GIBSON, 1852-1922
W. E. DUNN, 1861-1925
ALBERT CRUTCHER, 1860-1931

CENTURY CITY
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3026

ORANGE COUNTY
4 PARK PLAZA
IRVINE, CALIFORNIA 92714-8557

SAN DIEGO
750 B STREET
SAN DIEGO, CALIFORNIA 92101-4605

SAN FRANCISCO
ONE MONTGOMERY STREET, TELESIS TOWER
SAN FRANCISCO, CALIFORNIA 94104-4505

DALLAS
1717 MAIN STREET
DALLAS, TEXAS 75201-7390

DENVER
1801 CALIFORNIA STREET
DENVER, COLORADO 80202-2641

WRITER'S DIRECT DIAL NUMBER
(213) 229-7654

NEW YORK
200 PARK AVENUE
NEW YORK, NEW YORK 10166-0193

WASHINGTON
1050 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-5306

PARIS
104 AVENUE RAYMOND POINCARÉ
75116 PARIS, FRANCE

LONDON
30/35 PALL MALL
LONDON SW1Y 5LP

HONG KONG
10TH FLOOR, TWO PACIFIC PLACE
88 QUEENSWAY
HONG KONG

AFFILIATED SAUDI ARABIA OFFICE
JARIR PLAZA, OLAYA STREET
P.O. BOX 15870
RIYADH 11454, SAUDI ARABIA

ONE FILE NUMBER
C 75352-00002

VIA REGISTERED MAIL/RETURN RECEIPT REQUESTED

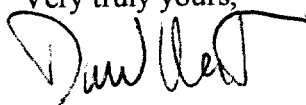
Welfare and Benefits Administration
Top Hat Plan Exemption, Room N-5644
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington D.C., 20210

Re: *Ready Pac Produce Deferred Compensation Plan*

Dear Sir/Madam:

On behalf of Ready Pac Corporation (EIN 95-2628613), this is to advise, pursuant to Department of Labor Regulation Section 2520.104-23, of the adoption of an unfunded deferred compensation plan providing deferred compensation benefits for a select group of management or highly compensated employees. The plan is entitled the Ready Pac Management Accumulation Plan and has 5 participants. Ready Pac Produce maintains one other similar plan: the Ready Pac Management Security Plan with 12 participants.

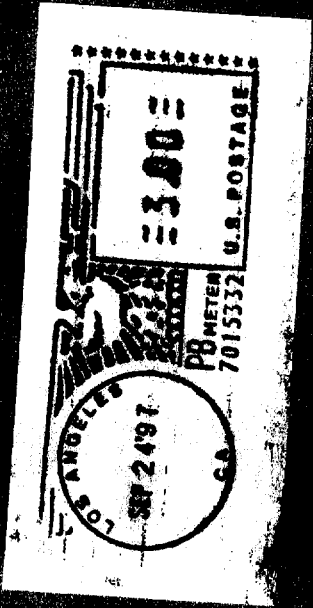
Please acknowledge receipt of this letter by endorsing the enclosed copy and returning it to the undersigned in the self-addressed, stamped envelope provided.

Very truly yours,

David West

DW/hl

cc: Mr. Ernie Arauza

97 SEP 30 10 10 AM '97
DOL-2025
PUBLIC AFFAIRS



FROM
GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071

Welfare and Benefits Administration
Top Hat Plan Exemption
Room N-564
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington D.C., 20210