

POLESE, PIETZSCH, WILLIAMS & NOLANA Professional Association
ATTORNEYS2702 North Third Street, Suite 3000
Phoenix, Arizona 85004-4607Telephone: (602) 280-1500
Facsimile: (602) 279-5107**NANCY G. WILLIAMS**

December 17, 1998

File No. 7432.01

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

Re: *Phoenix & Valley of the Sun Convention & Visitors Bureau*
 EIN:

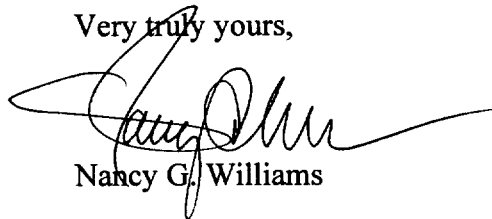
86-0224211

Dear Sir or Madam:

Pursuant to Department of Labor Regulation Section 2520.104-23, we hereby submit the following declarations on behalf of Phoenix & Valley of the Sun Convention & Visitors Bureau ("Employer"), for the purpose of satisfying the reporting and disclosure provisions of Part 1 of Title I of the Employee Retirement Income Security Act of 1974. On July 1, 1998, the Employer adopted a top hat plan known as the Phoenix & Valley of the Sun Convention & Visitors Bureau Executive Deferred Compensation Plan ("Plan"). The effective date of the Plan is July 1, 1998.

The Plan is an unfunded pension plan maintained by the Employer primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees. Benefits under the Plan will be paid, as needed, solely from the general assets of the Employer, or provided exclusively through insurance contracts or policies, the premiums for which will be paid directly by the Employer from its general assets, issued by an insurance company or similar organization which is qualified to do business in any state. As of this date, approximately three employees have been selected to participate in the Plan.

Very truly yours,



Nancy G. Williams

NGW:LPW:lb
 cc: CEO/Phoenix Visitors Bureau