

**GIBSON, DUNN & CRUTCHER
LAWYERS**

333 SOUTH GRAND AVENUE

LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

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June 8, 1993

2520032033142

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

NEW YORK

200 PARK AVENUE
NEW YORK, NEW YORK 10166-0193

WASHINGTON

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

BRUSSELS

AVENUE LOUISE 222
B-1050 BRUSSELS, BELGIUM

PARIS

104 AVENUE RAYMOND POINCARÉ
75116 PARIS, FRANCE

LONDON

30/35 PALL MALL
LONDON SW1Y 5LP

HONG KONG

8 CONNAUGHT PLACE
HONG KONG

TOKYO

1-1-3 MARUNOUCHI, CHIYODA-KU
TOKYO 100, JAPAN

AFFILIATED SAUDI ARABIA OFFICE

CHAMBER OF COMMERCE BUILDING
P.O. BOX 15870
RIYADH 11454, SAUDI ARABIA

OUR FILE NUMBER

G 99999-00007

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

ORANGE COUNTY

4 PARK PLAZA
IRVINE, CALIFORNIA 92714-8557

SACRAMENTO

400 CAPITOL MALL
SACRAMENTO, CALIFORNIA 95814

SAN DIEGO

750 B STREET
SAN DIEGO, CALIFORNIA 92101-4605

SAN FRANCISCO

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

SAN JOSE

50 WEST SAN FERNANDO STREET
SAN JOSE, CALIFORNIA 95113

DALLAS

1717 MAIN STREET
DALLAS, TEXAS 75201-4605

DENVER

1801 CALIFORNIA STREET
DENVER, COLORADO 80202-2694

SEATTLE

999 THIRD AVENUE
SEATTLE, WASHINGTON 98104-7089

WRITER'S DIRECT DIAL NUMBER

(213) 229-7654

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

RECEIVED

JUN 11 1993

Re: 1993 Premier Award Unit Plan

Dear Sir/Madam:

On behalf of Farmers Group, Inc. (E.I.N. 95-0725935), we hereby file notice pursuant to Department of Labor Regulation Section 2520.104-23 of the adoption of the Farmers Group, Inc. 1993 Premier Award Unit Plan (the "Plan"). This Plan is a bonus arrangement that also enables certain participants therein to defer receipt of the bonus until or beyond separation from employment. This feature of the Plan constitutes a plan maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The number of individuals participating in this "top hat" portion of the Plan is 83.

Farmers Group, Inc. maintains two other top hat programs, with the number of participants therein specified, as follows:

The Farmers Group, Inc. Executive Incentive Program - currently 56 participants;

GIBSON, DUNN & CRUTCHER

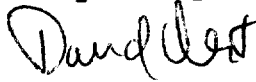
June 8, 1993

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Farmers Group, Inc. Employee Benefits
Restoration Plan - currently 1 participant;

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

Very truly yours,



David West

DW/pac
Enclosure
Thomas A. Hoffman

LT931590.012 /2+