



BOARD OF DIRECTORS

- Clayton I. Bennett**
Chairman of the Board
- Timothy J. O'Toole**
President/General Manager
- J.W. Mashburn**
Vice Chairman
- G. Jeffrey Records, Jr.**
Treasurer
- E. Carey Joullian IV**
Executive Committee
- Ronald J. Norick**
Executive Committee
- Gary Story**
Executive Committee
- Paul B. Strasbaugh**
Executive Committee
- John Michael Williams**
Executive Committee

BOARD MEMBERS

- David L. Boren
- William M. Cameron
- Ralph Chain
- Samuel Combs, III
- Luke R. Corbett
- William H. Crawford
- Robert A. Funk
- Dr. Gilbert C. Gibson
- David F. Griffin
- John D. Groendyke
- Brooks Hall, Jr.
- V. Burns Hargis
- Stanley F. Hupfeld
- Glen D. Johnson
- Gregory M. Love
- Edmund O. Martin
- Aubrey K. McClendon
- Dr. Tom J. McDaniel
- Herman Meinders
- Steven E. Moore
- J. Larry Nichols
- David E. Rainbolt
- Lindy Ritz
- Dr. David J. Schmidly
- Lee Allan Smith
- Marion J. Story
- David Thompson
- Dr. Robert P. Todd
- Christopher C. Turner
- G. Rainey Williams
- Roy H. Williams

HONORARY BOARD MEMBERS

- Henry Bellmon
- E.J. Braun
- M.O. "Bud" Breeding
- Robert F. Browne
- Lt. Gen. Richard A. Burpee
- Darrell Chabino
- L. Thomas Dulaney, Jr.
- William E. Durrett
- Maj. Gen. Jay T. Edwards
- Roy V. Edwards
- Richard L. Gaugler
- Kenneth J. Griggy
- Dr. James E. Halligan
- Dan Hogan, III
- Edward C. Joullian, III
- Dr. Robert B. Kamm
- John Kilpatrick, Jr.
- John E. Kirkpatrick
- Max L. Knotts
- Bill Mathis
- Frank A. McPherson
- James H. Norick
- Russell M. Perry
- William N. Pirtle
- John M. Smith
- Dr. Kenneth E. Smith
- Bill Swisher
- E. Dean Werries

EX-OFFICIO BOARD MEMBERS

- The Honorable Brad Henry
- The Honorable Mick Cornett
- James D. Couch, City Manager
- The Honorable Stan Inman
- The Honorable Sandy Garrett

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Oklahoma State Fair, Inc.

Post Office Box 74943

Oklahoma City, OK 73147

Phone: 405.948.6700

Fax: 405.948.6828

www.oklahomastatefair.com

www.okstatefairpark.com

March 18, 2005

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

Re: Statement Filed Pursuant to 29 C.F.R. § 2520.104-23

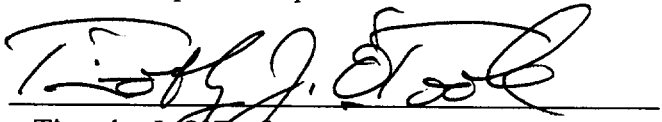
Gentlemen:

This letter is to serve as a statement pursuant to 29 C.F.R. Section 2520.104-23 with respect to the Oklahoma State Fair, Inc. 457(b) Plan (the "Plan"). The following information is hereby provided:

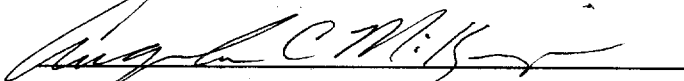
1. The name and address of the Employer: Oklahoma State Fair, Inc., P.O. Box 74943, Oklahoma City, Oklahoma 73147.
2. The Employer's Identification Number assigned by the Internal Revenue Service: 73-6017980.
3. The Employer maintains the Plan primarily for the purpose of providing deferred compensation for a select group or member of a group of highly compensated key management employees of the Company.
4. The number of such plans maintained by the Employer: 1.
5. The number of employees under the plan: 1.

Plan documents will be provided to the Secretary of Labor upon request as required by Section 104(a)(1) of the Employee Retirement Income Security Act of 1974.

Oklahoma State Fair, Inc.,
 An Oklahoma nonprofit corporation

By: 
 Timothy J. O'Toole,
 President and General Manager

ATTEST:


 Secretary

Oklahoma State Fair, Inc. is a 501(c)(3) not-for-profit corporation that serves the people of Oklahoma and is dedicated to continuing the organization's heritage of education, entertainment and economic development through the operation of State Fair Park and the annual Oklahoma State Fair.

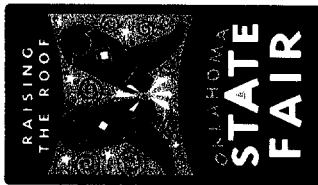


GENERAL MAIL



7003 1940 0005 3665 3095

Post Office Box 74943
Oklahoma City, OK 73147



02 1A
0004357017 MAR 21 2005
MAILED FROM ZIP CODE 73107



**RETURN RECEIPT
REQUESTED**

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