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August 4, 2000

**VIA CERTIFIED MAIL NO. P 089 903 105**  
**AND FIRST CLASS MAIL**

Secretary of Labor  
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

Re: **Deferred Compensation Agreement for Marc C. Mattsson**  
**as effective June 1, 2000 (the "Agreement") [004945/0003]**

Dear Secretary:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to the above-referenced Agreement, the Texas Heart Institute intends to use the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 (ERISA), which alternative form of compliance is provided in the aforesaid Regulations Section.

Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

1. Name and Address of Employer: Texas Heart Institute  
Texas Medical Center  
1101 Bates St., Suite 536  
Houston, TX 77030
2. Employer's Employer Identification Number : 74-6053200
3. The Employer hereby declares that it maintains the Agreement primarily for the purpose of providing deferred compensation to Marc C. Mattsson, a Senior Vice

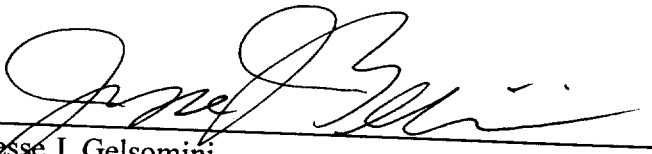
Secretary of Labor  
Top-Hat Plan Exemption  
Pension and Welfare Benefits Administration  
August 4, 2000  
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President of the Texas Heart Institute, and a member of a select group of management or highly compensated employees.

4. The Employer hereby states that it maintains the Agreement primarily for the purpose of providing deferred compensation to a single officer who is a member of a select group of management or highly compensated employees, and only one employee is covered under such Agreement. The Texas Heart Institute employs approximately 250 employees and it does not maintain any other nonqualified deferred compensation plans or agreements for a select group of management or highly compensated employees.

Pursuant to Regulations Section 2520.104-23(b)(2), the Texas Heart Institute will provide related documents to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Very truly yours,

  
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Jesse J. Gelsomini,  
Attorney for the Texas Heart Institute

/raw

cc: Marc C. Mattsson  
Shelley Williams  
Meredith Long  
Bill Porter [*Firm*]

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PORTER & HEDGES, L.L.P.

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TOP-HAT PLAN EXEMPTION  
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200 CONSTITUTION AVENUE, N.W.  
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