

2520052091587

SONNENSCHN NATH & ROSENTHAL

4520 MAIN STREET SUITE 1100
KANSAS CITY, MISSOURI 64111

Margo C. Soulé
816-932-4642
ms3@sonnenschein.com

(816) 932-4400
FACSIMILE
(816) 531-7545

November 17, 1999

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

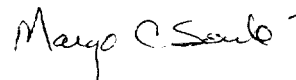
Re: KCG, Inc.
EIN: 86-0390254

Ladies and Gentlemen:

Enclosed for filing pursuant to Department of Labor §2520.104-23 is a Statement of the Adoption of Unfunded Deferred Compensation Plan for a Select Group of Management or Highly Compensated Employees.

Very truly yours,

SONNENSCHN NATH & ROSENTHAL



Margo C. Soulé

MCS/pr
Enclosure
cc: Jeff Butts
Gina Gregory

**STATEMENT OF ADOPTION OF UNFUNDED DEFERRED
COMPENSATION PLAN FOR A SELECT GROUP OF
MANAGEMENT OR HIGHLY COMPENSATED EMPLOYEES**

Name, Address and Employer Identification Number of Sponsoring Employer:

KCG, Inc.
15720 W. 108th, Suite 100
Lenexa, Kansas 66219
EIN: 86-0390254

2/36

Declaration of Plans:

On November 5, 1999, KCG, Inc. (the "Employer") adopted the KCG, Inc. Senior Management Company Incentive Program, a deferred compensation plan primarily for the purpose of providing benefits to certain employees who are members of a select group of management or highly compensated employees of the Employer. The number of employees initially participating in the plan is 32. The Employer also maintains the KCG, Inc. Senior Management Deferred Compensation Plan, a deferred compensation plan primarily for the purpose of providing benefits to certain employees who are members of a select group of management or highly compensated employees. The number of employees currently participating in this plan is 4.

Dated: 11/5/99

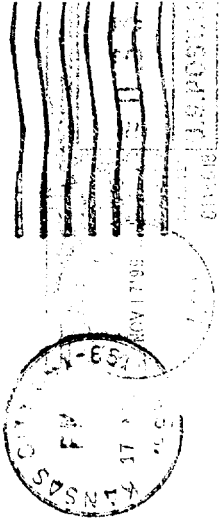
KCG, Inc.

By: _____

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be the initials 'J. B.' followed by a long horizontal stroke.

SONNENSCHN NATH & ROSENTHAL

4520 MAIN STREET SUITE 1100 KANSAS CITY, MISSOURI 64111



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

