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August 6, 1998

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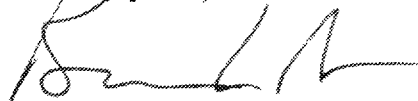
Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

Re: **Academy of Motion Picture Arts and Sciences Special Deferred  
Compensation Plan**

Dear Sir or Madam:

Enclosed for filing is a Top Hat Exemption Notice related to a Non-Qualified  
Deferred Compensation plan adopted by the above employer. Please file stamp the enclosed copy  
of this letter and return it to me in the enclosed envelope provided for your convenience.

Very truly yours,



BRUCE L. ASHTON

BLA:rri  
Enclosure

cc: Bruce Davis

02:11:11 PM 08/06/98

ASHTON

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: Academy of Motion Picture Arts and Sciences Special Deferred  
Compensation Plan

Dear Sir or Madam:

This document constitutes the statement required by 20 C.F.R. Sec. 2520.104-23(a)(1) to be filed with the Secretary of Labor with respect to the nonqualified deferred compensation plan maintained by Academy of Motion Picture Arts and Sciences.

Academy of Motion Picture Arts and Sciences currently maintains one nonqualified deferred compensation plan for its employees who are members of a select group of management or who are highly compensated. One nonqualified deferred compensation plan is commonly known as the Academy of Motion Picture Arts and Sciences Special Deferred Compensation Plan. There is one participant in this Plan.

Employer: Academy of Motion Picture Arts and Sciences

By Robert Rehme, Pres.  
Robert Rehme, President

Employer Identification Number: 95-0473280

95-0473280

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