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U.S. DEPT. OF LABOR
PWBA/PUBLIC DISCLOSURE
98 AUG 11 PM 12:05

August 3, 1998

VIA CERTIFIED MAIL

U.S. Department of Labor
Pension and Welfare Benefits Administration
Attn: Top Hat Plan Filing Division
200 Constitution Avenue., N.W.
Washington, D.C. 20210

RE: AERA ENERGY SERVICES COMPANY PENSION RESTORATION PLAN

Please accept this letter as the required statement of reporting and disclosure in accordance with electing the alternative method of compliance pertaining to the Aera Energy Services Company Pension Restoration Plan, a non-qualified top hat plan.

Employer Name: Aera Energy Services Company
Employer Address: 5060 California Avenue
Bakersfield, CA 93309
Employer Identification #: 77-0456453 77-0456453

2/28

Aera Energy Services Company maintains the Aera Energy Services Company Pension Restoration Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Aera Energy Services Company maintains two top hat plans (including this one).

There are 14 employees in the Aera Energy Services Company Pension Restoration Plan.
There are 14 employees in the Aera Energy Services Company Savings Restoration Plan.

If you should need any additional documentation regarding the above mentioned Plan, please contact me at (805) 325-5943.

Sincerely,

J. Brent McCubbin
Manager Compensation & Benefits



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VIA CERTIFIED MAIL

U.S. Department of Labor
Pension and Welfare Benefits Administration
Attn: Top Hat Plan Filing Division
200 Constitution Avenue., N.W.
Washington, D.C. 20210

RE: AERA ENERGY SERVICES COMPANY SAVINGS RESTORATION PLAN

Please accept this letter as the required statement of reporting and disclosure in accordance with electing the alternative method of compliance pertaining to the Aera Energy Services Company Savings Restoration Plan, a non-qualified top hat plan.

Employer Name: Aera Energy Services Company
Employer Address: 5060 California Avenue
Bakersfield, CA 93309
Employer Identification #: 77-0456453

Aera Energy Services Company maintains the Aera Energy Services Company Savings Restoration Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Aera Energy Services Company maintains two top hat plans (including this one):

There are 14 employees in the Aera Energy Services Company Savings Restoration Plan.
There are 14 employees in the Aera Energy Services Company Pension Restoration Plan.

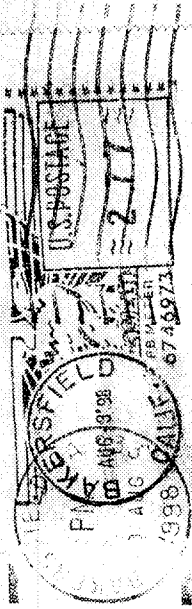
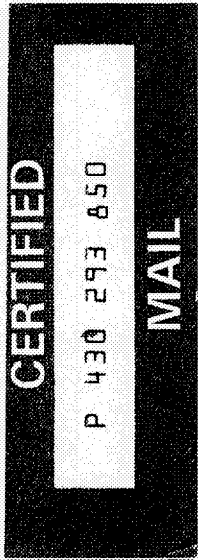
If you should need any additional documentation regarding the above mentioned Plan, please contact me at (805) 325-5943.

Sincerely,

J. Brent McCubbin
Manager Compensation & Benefits

CAERA

Aero Energy Services Company
3093 California Avenue
PO Box 11164
Bakersfield, CA 93309



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Pension and Welfare Benefits Administration
Attn: Top Hat Plan Filing Division
200 Constitution Avenue., N.W.
Washington, D.C. 20210

