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GARDERE & WYNNE
A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELORS

3000 THANKSGIVING TOWER
1601 ELM STREET
DALLAS, TEXAS 75201-4761

WRITER'S DIRECT DIAL NUMBER

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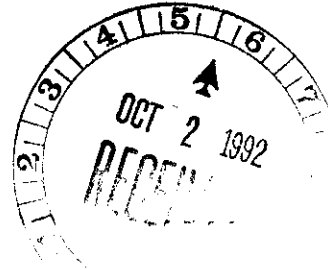
214-999-3000
TELECOPIER 214-999-4667
CABLE: GARWYN • TELEX 73-0197

CORRESPONDENT FIRMS IN:
BELGIUM • ENGLAND • FRANCE • GERMANY
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September 25, 1992

CERTIFIED MAIL NO. P 114 505 376
RETURN RECEIPT REQUESTED

Pension and Welfare Benefits Administration
P. O. Box 75212
Washington, D.C. 20013-5212



Re: Plan Name: Tyler Corporation Salary Continuation Plan
Plan Sponsor: Tyler Corporation
3200 San Jacinto Tower
3121 San Jacinto Street
Dallas, Texas 75201
EIN: 75-2303920
05091

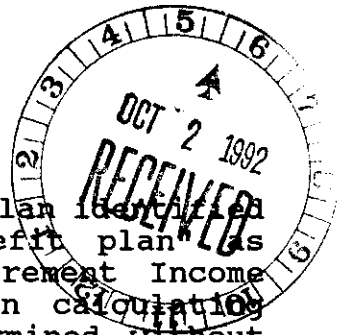
Plan Name: Tyler Corporation Supplemental Retirement Plan
Plan Sponsor: Tyler Corporation
3200 San Jacinto Tower
3121 San Jacinto Street
Dallas, Texas 75201
EIN: 75-2303920

Dear Sir or Madam:

Pursuant to the terms of Department of Labor News Release 92-158, as updated and clarified on July 20, 1992, enclosed is a check in the amount of \$1,000 payable to the U.S. Department of Labor representing a penalty for late filing of the statements required by Department of Labor Regulation Section 2520.104-23.

The Tyler Corporation Salary Continuation Plan identified above is (i) maintained by the sponsoring employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, (ii) except as described in the following paragraph, is the only such plan maintained by the employer and (iii) there are 11 employees participating in the plan.

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The Tyler Corporation Supplemental Retirement Plan identified above is intended to constitute an "excess benefit plan" as described in Section 3(36) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In calculating benefits under the plan, such benefits are determined without regard to the limitations on a participant's compensation as described in Section 401(a)(17) of the Internal Revenue Code of 1986, as amended (the "Code"). It is unclear under ERISA whether the plan could be characterized as other than an excess benefit plan due to the use of compensation in excess of the Code Section 401(a)(17) limits for benefit calculation purposes. The participants in the plan represent a select group of management or highly compensated employees. Therefore, this statement is being filed for the purpose of complying with Department of Labor Regulations Section 2520.104-23 in the event the plan is ever characterized as a "top hat" plan, as described in Section 201(2) of ERISA, rather than an excess benefit plan. In the event that the Tyler Corporation Supplemental Retirement Plan does not constitute an excess benefit plan, please note that the plan (i) is maintained by the sponsoring employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, (ii) the sponsoring employer maintains two such plans, and (iii) there are 4 employees participating in the plan.

If you have any questions, please contact the undersigned at the above address and telephone number.

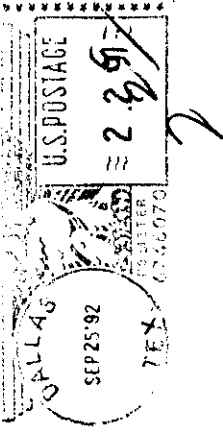
Very truly yours,

T. Mark Edwards

TME/crm/110839.4

cc: Mr. W. Michael Kipphut
Mr. Edward D. Holmes

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Pension and Welfare Benefits Administration
P. O. Box 75212
Washington, D.C. 20013-5212

