

# POLESE, PIETZSCH, WILLIAMS & NOLAN

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NANCY G. WILLIAMS

May 30, 1996

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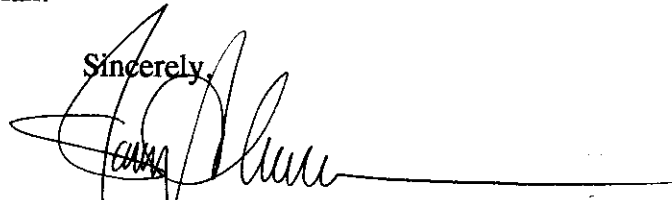
Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
U.S. Department of Labor/Room N-5644  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

Re: FNF Construction, Inc.  
EIN No.: 86-0474623

Dear Sir or Madam:

Pursuant to Department of Labor Regulation Section 2520.104-23, we hereby submit the following declarations on behalf of FNF Construction, Inc. ("Employer") for the purpose of satisfying the reporting and disclosure provisions of Part 1 of Title I of the Employee Retirement Income Security Act of 1974. On April 30, 1996, the Employer adopted a top hat plan known as the FNF Construction, Inc. Executive Deferred Compensation Plan (the "Plan"). The Plan is an unfunded pension plan maintained by the Employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under the Plan will be paid, as needed, solely from the general assets of the Employer, or provided exclusively through insurance contracts or policies, the premiums for which will be paid directly by the Employer from its general assets, issued by an insurance company or similar organization which is qualified to do business in any state. As of this date, seven (7) employees have been selected to participate in the Plan.

Sincerely,



Nancy G. Williams

NGW:bp

cc: Mr. Warren Cays

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