

# UNITED STATES SUGAR CORPORATION

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April 21, 1997

2520032030368

Secretary of Labor  
Top-Hat Plan Exemption  
Pension and Welfare Benefits Administration  
United States Department of Labor  
200 Constitution Avenue, NW, Room N-5644  
Washington, D. C. 20210

Re: United States Sugar Corporation Board of Directors Deferred  
Compensation Plan

Dear Secretary:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to the United States Sugar Corporation Board of Directors Deferred Compensation Plan (the "Plan"), the undersigned intends to utilize the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Insurance Security Act of 1974 ("ERISA"), which alternative form of compliance is provided in the aforesaid Regulations Section.

Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

1. Name and Address of Sponsor:

United States Sugar Corporation  
111 Ponce De Leon Avenue  
Clewiston, FL 33440

2. Sponsor's Employer Identification Number:

59-0490750

3. The Sponsor hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

4. The Sponsor hereby states that it maintains two plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, and the number of participants in each such Plan is as follows:

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(a) Supplemental Retirement Plan: 8

(b) United States Sugar Corporation Board of Directors Deferred  
Compensation Plan: 12

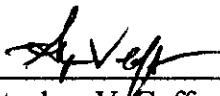
The Plan is (b).

Pursuant to Regulations Section 2520.104-23(b)(2), the Employer will provide Plan documents, if any, to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Very truly yours,

UNITED STATES SUGAR CORPORATION

By: \_\_\_\_\_

  
Stephen V. Coffman  
Treasurer and Assistant Secretary