

05/11/03 11:23

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December 29, 2003

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Re: Notice of Plan of Deferred Compensation

Dear Sir or Madam:

This statement is being filed pursuant to Department of Labor ("DOL") Regulation §2520.104-23 which permits an alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended, for unfunded pension plans which provide deferred compensation for a select group of management or highly-compensated employees.

The following information is provided as required by DOL Regulation §2520.104-23(b)(1) with respect to an unfunded deferred compensation plan established by EngenderHealth, Inc. effective December 15, 2003, for a select group of management or highly-compensated employees.

Name and Address of Sponsoring Employer:

EngenderHealth, Inc.
440 Ninth Avenue, Third Floor
New York, NY 10001

Employer Identification Number: 13-1623838

Name of Plans and Number of Participants:

EngenderHealth 457(b) Plan

As of the date hereof, there is 1 participant under the Plan.

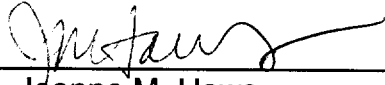
ENGENDER HEALTH

The above-named Plan is sponsored by EngenderHealth, Inc. and is maintained as an unfunded plan of deferred compensation primarily for the purpose of providing deferred compensation to a select group of management or highly-compensated employees. A copy of the plan document will be furnished upon request.

Respectfully submitted,

ENGENDERHEALTH, INC.

By: _____


Ms. Jeanne M. Haws
Vice President of Operations

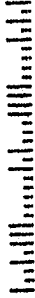
ENGENDERHEALTH
Improving Women's Health Worldwide

440 Ninth Avenue
New York, NY 10001



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