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SECRETARY

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December 6, 1994

Secretary of Labor
Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U. S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: The Downtown Partnership of Baltimore, Inc.
Supplemental 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, the Downtown Partnership of Baltimore, Inc. intends to utilize the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act ("ERISA") with respect to The Downtown Partnership of Baltimore, Inc. Supplemental Deferred Compensation Plan (the "Plan").

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

1. Name and Address of Employer:

The Downtown Partnership of Baltimore, Inc.
217 North Charles Street, Suite 100
Baltimore, Maryland 21201
2. Employer's Employer Identification Number (EIN):

52-1326864
3. The Employer maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

217 North Charles Street Suite 100 Baltimore, Maryland 21201-4101 410-244-1030 FAX 410-244-8670

Downtown Partnership of Baltimore, Inc. is downtown's only management organization, working with businesses and city agencies to create a cleaner, more prosperous and vibrant downtown.

Secretary of Labor
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4. The Employer maintains only one plan primarily for the purpose of providing deferred compensation for a select group of management of highly compensated employees. Four employees are eligible to participate in the Plan.

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,

THE DOWNTOWN PARTNERSHIP
OF BALTIMORE, INC.

By: 
Carol Lidard