



THE KEY SCHOOL

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September 12, 2002

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

Re: THE KEY SCHOOL, INC. SECTION 457(B) 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 KEY SCHOOL, INC. Supplemental Executive Retirement 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 Income 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 Employer - THE KEY SCHOOL, INC.
534 Hillsmere Drive
Annapolis, MD 21401
2. Employer's Employer Identification Number 52 - 0701774
3. The Employer 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 Employer hereby states that it maintains only the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The Plan is expected to cover one (1) employee.

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,

Gerald Sparer
President, Board of Trustees



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200 Constitution Avenue, N.W.

Washington, D.C. 20210

Re: THE KEY SCHOOL, INC. SECTION 457(f) Deferred Compensation Plan

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Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to THE KEY SCHOOL, INC. Supplemental Executive Retirement 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 Income Security Act of 1974 ("ERISA"), which alternative form of compliance is provided in the aforesaid Regulations Section.

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Very truly yours,

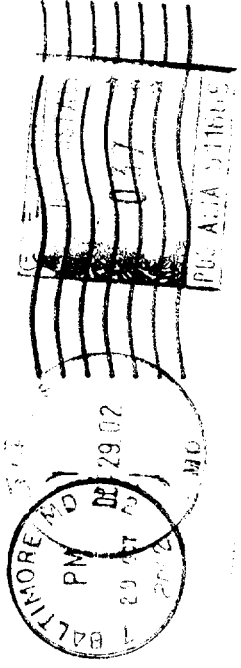
Gerald Sparer

President, Board of Trustees



THE KEY SCHOOL

MARGELLA M. YEBDIP
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534 HILLSMERE DRIVE
ANNAPOLIS, MARYLAND 21403



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