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Carnegie Corporation of New York

437 Madison Avenue, New York, N.Y. 10022 • (212) 371-3200 • Telex: 6506377182 • Fax: (212) 754-4073

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December 6, 2002

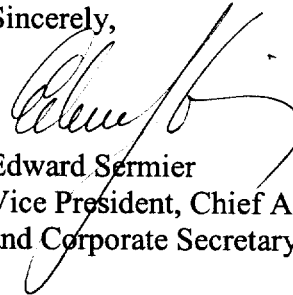
Division of Reporting and Disclosure
Pension and Welfare Benefits Programs
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, D.C. 20216

Dear Sir/Madam:

Enclosed for your records is Carnegie Corporation of New York's "Top-Hat" Plan Statement. The 457(b) plan – Employer Contributions Only was adopted by the Corporation's Board of Trustees at its meeting on October 10, 2002.

If you have questions, please call me at 212-207-6297. Thank you.

Sincerely,



Edward Sermier
Vice President, Chief Administrative Officer
and Corporate Secretary

c: DH; RJS

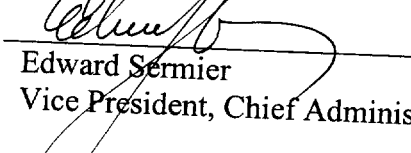
Name of Tax-Exempt Employer: Carnegie Corporation of New York
Address of Tax-Exempt Employer: 437 Madison Avenue,
New York, NY 10022
E.I.N.: 13-1628151

Top-Hat Statement

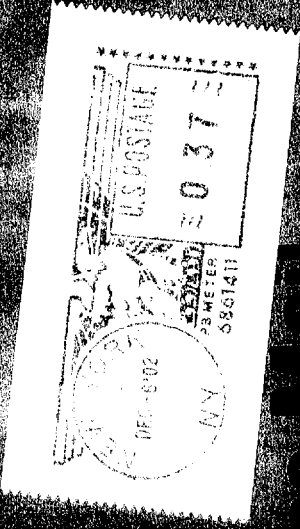
By Plan Administrator

Carnegie Corporation of new York (the "Employer"), hereby declares that the purpose of the 457(b) Deferred Compensation Plan – Employer Contributions of Carnegie Corporation of New York (the "Plan") is to provide deferred compensation primarily for a select group of management and highly compensated employees. The number of employees covered under the plan is 10.

Date: December 6, 2002

By: 
Edward Sermier
Vice President, Chief Administrative Officer and Corporate Secretary

ARIANE YUK-LING LEUNG
Notary Public, State of New York
No. 01LE6042735
Qualified in Kings County
Commission Expires 06/05/20 06



Division of Inspection of Banks
Federal Reserve Bank of New York
U.S. Department of Justice
200 Bank New America Ave
Washington DC 20216