



Shady Hill School

Bruce Shaw, *Director*

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December 21, 2001

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

RE: Shady Hill School 457(b) Plan
Shady Hill School Supplemental Non-Qualified Retirement Plan

Dear Sir or Madam:

Pursuant to Section 2520.104-23 of Title 29 of the Code of Federal Regulations, we are filing this statement with respect to (1) the Shady Hill School 457(b) Plan (the "457(b) Plan"), and (2) the Shady Hill School Supplemental Non-Qualified Retirement Plan (the "Supplemental Plan") in order to comply with the reporting and disclosure requirements of Part I of the Employee Retirement and Income Security Act of 1974, as amended (ERISA). In accord with the applicable regulations, we include in this statement the following information:

1. Name and address of the employer: Shady Hill School
178 Coolidge Hill
Cambridge, MA 02138
2. Employer identification number (EIN): 04-2103628
3. The purpose of the 457(b) Plan and the Supplemental Plan is to provide deferred compensation to a select group of management or highly compensated employees.
4. Number of plans and employee participants: Shady Hill School maintains two (2) "top hat" plans, each of which currently has one participant.

In accordance with ERISA Section 104(a)(1), we will provide plan documents upon request of the Secretary of Labor.

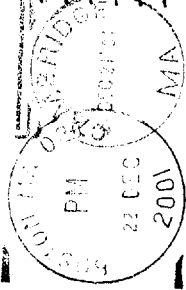
Sincerely,

Edward J. Black
Director of Financial Affairs

cc: Anne D. Bolling, Esq.



Shady Hill School
178 Coolidge Hill
Cambridge, MA 02138-5598



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