



Name of Tax-Exempt Employer: Pace Academy, Inc.

Address of Tax-Exempt Employer: 966 West Paces Ferry Road

Atlanta, Georgia 30327

2520052093184

E.I.N.: 58-0706812

Top-Hat Statement

By Plan Administrator

Pace Academy, Inc. (the "Employer"), hereby declares that the purpose of the 457(b) Deferred Compensation Plan of Pace Academy (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 7. In addition, the Employer, maintains 2 unfunded top-hat plans described in Department of Labor Regulation Section 2520.104-23(b). The number of employees covered under such plans is 1.

Date: June 15, 2005

By: J. Scott McDonald

Title: Chief Financial Officer

The attached sample top-hat statement is to be used solely as a guide for the tax-exempt employer's attorney in connection with its 457(b) plan.

A statement should be filed on a one-time basis within 120 days following adoption of the plan. The statement should be filed with the Department of Labor at the following address:

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue, NW  
Washington, D.C. 20210



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