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August 8, 1996

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: Greens Farms Academy, Inc. Deferred Compensation
Agreement Notice Pursuant to United States Department
of Labor Regulation Section 2520.104-23(b)

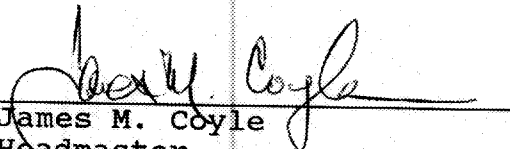
Dear Sir or Madam:

United States Department of Labor Regulation Section 2520.104-23(b) ("Regulation") promulgated under authority of the Employee Retirement Income Security Act of 1974 ("ERISA"), describes an alternative method by which certain unfunded or insured pension plans for a select group of management or highly compensated employees may satisfy ERISA's reporting and disclosure requirements. Enclosed please find a Notice under such Regulation with regard to the adoption by Greens Farms Academy, Inc. of the Greens Farms Academy, Inc. Deferred Compensation Agreement.

Please contact the undersigned if more information is needed.

Sincerely,

Greens Farms Academy, Inc.

By 
James M. Coyle
Headmaster

c: James M. Thorburn, Esq.

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**GREENS FARMS ACADEMY
DEFERRED COMPENSATION AGREEMENT**

**NOTICE UNDER UNITED STATES DEPARTMENT OF LABOR
REGULATION SECTION 2520.104-23(B)**

Employer: Greens Farms Academy, Inc.
Address: 35 Beachside Avenue
Greens Farms, CT 06436-0127
Employer Identification Number: 06-0733693
Name of Plan: Greens Farms Academy, Inc.
Deferred Compensation Agreement
Number of Plans: 1
Number of Employees in Plan: 1

The Greens Farms Academy, Inc. maintains the above-referenced plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under the plan are paid as needed solely from the general assets of the employer, or exclusively through insurance contracts or policies, the premiums for which are paid directly by the employer from its general assets, or both.

GREENS FARMS ACADEMY, INC.

Date:

By 
James M. Coyle
Headmaster