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October 4, 2004

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

Re: MHIC Deferred Compensation Agreement

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 deferred compensation arrangement set forth in the letter agreement between the Massachusetts Housing Investment Corporation ("MHIC") and the participating employee (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:
Massachusetts Housing Investment Corporation
70 Federal Street – 6th Floor
Boston, MA 02110-1906
2. Employer's Employer Identification Number:
04-3094550
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

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compensated employees, and the number of employees in the Plan is one. The Employer does not maintain any other such plans.

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.

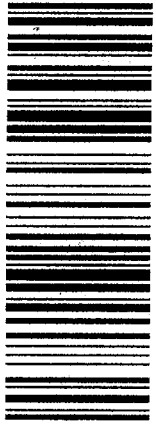
Very truly yours,

**MASSACHUSETTSHOUSING
INVESTMENT CORPORATION**

By: 

Chairman, MHIC Board of Directors

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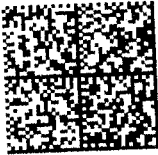


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