

DEERFIELD MANAGEMENT COMPANY, L.P. 2520082703097
780 Third Avenue, 37th Floor
New York, NY 10017

08 JUN 25 AM 1:10

January 1, 2008

Certified Mail Return Receipt Requested

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

Re: Top Hat Plan Exemption

Dear Secretary:


The purpose of this letter is to provide alternative single filing compliance with reporting and disclosure requirements regarding Non Qualified Top Hat Plans under Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974. Pursuant to Regulation Section 2520.104-23(b), we provide the following information:

1. Employer Name: Deerfield Management Company, L.P.
2. Employer Address: 780 Third Avenue, 37th Floor, New York, NY 10017
3. Employer EIN: 03-0553340 03-0553340
4. The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
5. Number of Plans: One
6. Number of Employees in each Plan(s): 24

The employer will provide plan documents, if any, to the Secretary upon request as required by Section 104(a) (1) of ERISA.

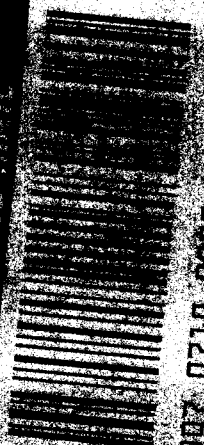
Sincerely,

DEERFIELD MANAGEMENT COMPANY, L.P.

By: 
Name: Darren Lewis
Title: CF

7007 0710 0002 0874 7495

CERTIFIED MAIL



7007 0710 0002 0874 7495



FIELD

AVENUE, 37TH FLOOR
NY 10017

TOP HAT PLAN EXEMPTION
EMPLOYEE BENEFITS SECURITY
ADMINISTRATION
ROOM N-1513
U.S. DEPARTMENT OF LABOR
200 CONSTITUTION AVENUE, N.W.
WASHINGTON, DC 20210