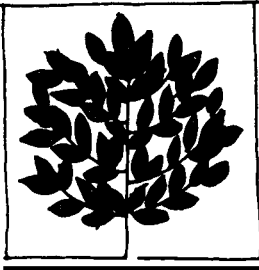


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KINGSWAY  
LEARNING  
CENTER



October 7, 2008

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

**RE: ALTERNATIVE REPORTING AND DISCLOSURE COMPLIANCE**

Dear Sirs:

Please accept this letter as notice that the Kingsway Learning Center, Inc., 144 Kings Highway West, Haddonfield, NJ 08033, has adopted one Deferred Compensation Plan for a select group of management employees. The Plan, in fact, provides benefits for only one management employee. This notice is provided to you in satisfaction of the alternative method of compliance set forth in Department of Labor Regulations Section 2520.104-23.

The Company's EIN is: 22-2126371

The Company understands and agrees that it will provide the Secretary of Labor with a copy of the Plan Document, upon request. This statement is being filed within 120 days after the Plan was adopted.

Respectfully submitted,

A handwritten signature in cursive script that reads "Rae D. Cooper".

Rae D. Cooper  
Accounting Manager

/erv

David J. Panner  
Executive Director  
kingswaylearningcenter.org

**Haddonfield Campus  
Elementary Program**

144 Kings Highway West  
Haddonfield, NJ 08033

(856) 428-8108  
FAX# (856) 428-7520

**Moorestown Campus  
Secondary Program**

244 West Route 38  
Moorestown, NJ 08057

(856) 234-4442  
FAX# (856) 234-0484

A non-profit,  
non-sectarian  
organization devoted  
to the needs of  
children with  
developmental and  
learning disabilities.

**DEFERRED COMPENSATION PLAN**  
**OF**  
**KINGSWAY LEARNING CENTER**

This Deferred Compensation Plan is hereby adopted by the Kingsway Learning Center, Inc., a New Jersey Not-for-Profit Corporation, whose address is 144 Kings Highway West, Haddonfield, New Jersey 08033. The Plan is designed to provide an incentive for the Company's Executive Director, DAVID PANNER.

This Plan intends to reward David Panner for each completed year of service with the Company, beginning with the fiscal year ending 2007-2008. For each completed year of service, the Company will pay to David Panner the sum of \$5,000.00, including the short fiscal year ended 2008/2009.

The Company shall pay the sum of \$5,000.00 times the years of service under this Plan to Mr. Panner within 60 days of his separation from service with the Company. The payment is intended to qualify as a "short-term deferral" under Treasury Regulations Section 1.409A-1(b)(4).

This Plan is also intended to satisfy the requirements for a Non-Qualified Deferred Retirement Plan under Code Section 457(f).

IN WITNESS WHEREOF, the duly authorized officers of the Board of Directors of the Company have signed this Plan on the 22<sup>nd</sup> day of September, 2008.

Janne H. Kalkan

Gregory H. Ryan

Donna E. [Signature]

**KINGSWAY LEARNING CENTER**

**UNANIMOUS CONSENT OF DIRECTORS**

The undersigned, being the Directors of Kingsway Learning Center, Inc., a New Jersey Not-For-Profit Corporation (the "Corporation"), hereby adopt, by this unanimous consent, the following resolutions, with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Company.

WHEREAS, DAVID PANNER has acted as the Company's Executive Director for

32 years; and

WHEREAS, the Company desires to provide deferred compensation for its Executive Director, in order to encourage his continued service to the Company; and

WHEREAS, the Deferred Compensation Plan is intended to satisfy the requirements of Internal Revenue Code Sections 457(f) and 409A.

NOW, THEREFORE, intending to be legally bound, it is:

RESOLVED, that the Company adopt the Deferred Compensation Plan attached to these Resolutions as Exhibit "A", to reward its Executive Director for future services to be rendered to the Company; and

FURTHER RESOLVED, that the appropriate officers of the Board be and hereby are authorized, directed and empowered to execute the attached Plan with such modifications, additions and deletions as they deem reasonably necessary in order to comply with the law and implement the above Resolution; and

FURTHER RESOLVED, that the officers of the Board be and hereby are authorized, directed and empowered to take whatever further action and file whatever additional documents may be required in order to properly implement the Plan in compliance with the Employee Retirement Income Security Act of 1974, as amended and the Internal Revenue Code of 1986, as amended.

DATE:

9/22/08

9.22.08

9-22-08

DIRECTORS:

James A. Whalen  
Gregory A. Hensley, Esq.  
MZC



EP-13C JUNE 2002  
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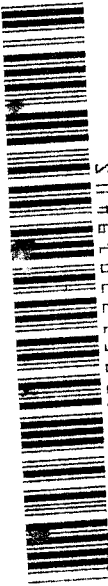
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Scheduled Time of Delivery:  AM  PM

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Time Accepted:  AM  PM

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Day Delivery Date	Time <input type="checkbox"/> AM <input type="checkbox"/> PM		
Mo. _____ Day _____			

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I wish delivery to address's agent (if delivery employee  
program that article can be left in secure location) with  
authorize that delivery employee's signature constitutes  
valid proof of delivery.

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