

THE BROWNING SCHOOL



52 EAST 62nd STREET, NEW YORK, NEW YORK 10021 212/838-6280 FAX 212/355-5602

May 16, 2003

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
 Pension and Welfare Benefits Administration
 Room N-5644
 United States Department of Labor
 200 Constitution Avenue, N.W.
 Washington, D.C. 20210

Re: Reporting and Disclosure Compliance Statement

Dear Sir/Madam:

Name of Tax-Exempt Employer:	The Browning School
Address of Employer:	52 East 62 nd Street, New York, NY 10021
E.I.N.	13-1623918

Effective June 1, 2002, The Browning School (the "School") adopted The Browning School Supplemental Employee Retirement Plan (the "Plan"). The Plan is intended to constitute an unfounded deferred compensation plan for a select group of management or highly compensated employees (a "top-hat plan").

This letter shall constitute a compliance statement on behalf of the School pursuant to Section 2520.104-23 of the DOL Regulations regarding an alternative form of compliance with the reporting and disclosure requirements of Part I of ERISA for top-hat plans.

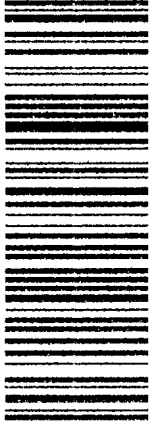
Please note that the benefits under the Plan are paid from the general assets of the School. This is the only top-hat plan maintained by the School. Currently only one senior-executive of the School is covered under the Plan out of a total of 75 employees.

If you require any additional information, please feel free to contact our counsel, Susan E. Bernstein, Esq. at (212) 756-2056, or the undersigned.

Respectfully,

Gerard F. Plasse
 Director of Finance

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52 East 62nd Street
New York, NY 10021



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