

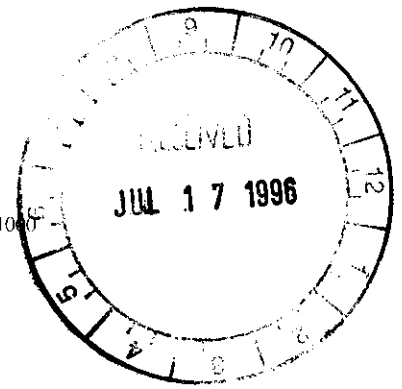


**MEDICAL CENTER OF DELAWARE**

Wilmington Hospital

501 West 14th Street  
P.O. Box 1668  
Wilmington, Delaware  
19899

302-733 1000



May 28, 1996

Certified Mail  
Return Receipt Requested

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, NW  
Washington, DC 20210

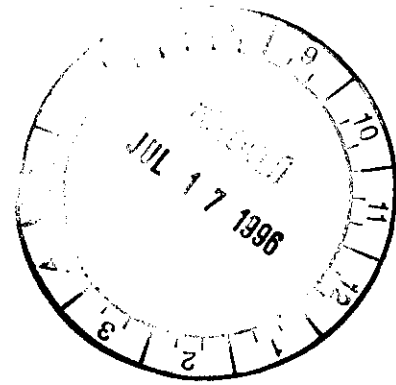
2520190030906

Re: Medical Center of Delaware, Inc.  
Split-Dollar Insurance Arrangement.

Dear Sir/Madam:

On behalf the Medical Center of Delaware, Inc. (the "Employer"), we are hereby submitting the following information with respect to the above-referenced arrangement pursuant to DOL Reg. § 2520.104-23:

1. The name and address of the sponsoring employer is:  
  
Medical Center of Delaware  
501 W. 14th Street  
Wilmington, DE 19899
2. The employer Identification Number assigned to Employer is 51-0103684N.
3. The Employer's arrangement is maintained primarily for the purpose of providing death benefits through a split-dollar arrangement to a select group of management and highly compensated employees.



4. Employer's arrangement has nine participants.
5. The Employer will provide a copy of relevant documents to the Department of Labor upon request.

The Employer believes that the foregoing arrangement, which involves the purchase of an insurance policy through a split dollar agreement, is not a pension benefit plan for purposes of Title I of ERISA, but rather is a welfare benefit plan, as provided in Advisory Opinion 77-23. This letter is sent as a protective filing for purposes of the above-referenced regulation.

Very truly yours,

A handwritten signature in black ink, appearing to read "B. T. Shaw". The signature is stylized and written over a vertical line.

Benjamin T. Shaw  
Sr. Vice President  
Human Resources

C/C - Robert Abramowitz, Esq.  
Morgan, Lewis & Bockius

- Richard Ellis  
Controller, MCD

BTS:pcg