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June 24, 1996

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

RE: The Summit Country Day School, Inc.
Deferred Compensation Agreement

Dear Madam or Sir:

Please file the enclosed Deferred Compensation Plan Top Hat
Plan Statement for The Summit Country Day School, Inc.

If you have any questions, please feel free to give me a call.

Sincerely yours,

KEATING, MUETHING & KLEKAMP

BY: Lisa Wintersheimer Michel
Lisa Wintersheimer Michel

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Enclosure

cc: Mr. Richard Alder

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**THE SUMMIT COUNTRY DAY SCHOOL, INC.
DEFERRED COMPENSATION AGREEMENT
TOP HAT PLAN STATEMENT**

THE SUMMIT COUNTRY DAY SCHOOL, INC. has established The Summit Country Day School, Inc. Deferred Compensation Agreement (the "Plan") effective as of May 31, 1996. The Plan is primarily established and maintained for the purpose of providing a plan of deferred compensation to a select group of highly compensated employees. One employees currently participates in the Plan.

The pertinent employer data is as follows:

The Summit Country Day School, Inc.
2161 Grandin Road
Cincinnati, Ohio 45208
(513) 871-4700
EIN:31-0537173

This statement is filed under authority of Labor Regulations Section 2520.104-23.

THE SUMMIT COUNTRY DAY SCHOOL, INC.

BY: Richard D. Alder
Richard D. Alder
Secretary-Treasurer