

**DICKENS BOOKS, LTD.
219 NORTH MILWAUKEE STREET
MILWAUKEE, WISCONSIN 53202**

October 31, 2003

2520040764155

**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

RE: Alternative Reporting and Disclosure Statement

Dear Sir or Madam:

In compliance with the requirements of the alternative method of reporting and disclosure under Part 1 of Title I of the Employee Retirement and Income Security Act of 1974, as amended, for unfunded or insured pension plans for a select group of management or highly compensated employees, as specified in Department of Labor Regulations, 29 C.F.R. §2520.104-23, the following information is provided by the undersigned employer:

Name and Address of Employer: Dickens Books, Ltd.
219 North Milwaukee Street
Milwaukee, Wisconsin 53202

Employer Identification No.: 39-1415661

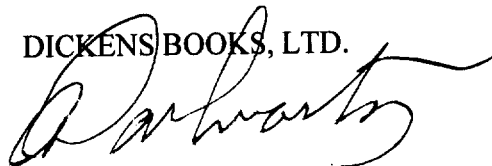
Number of Unfunded Deferred
Compensation Plans Maintained by
Employer Covered by this Statement: One

Number of Employees Initially in Plan: One

Dickens Books, Ltd. maintains the plan primarily for the purpose of providing deferred compensation for a select group of key or highly compensated employees. A copy of the plan will be provided to the Secretary of Labor upon request.

Very truly yours,

DICKENS BOOKS, LTD.



A. David Schwartz, President

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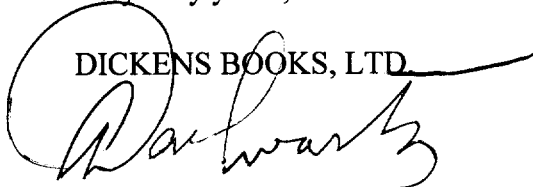
RE: Dickens Books, Ltd.
Employer ID No.: 39-1415661

To the Secretary of Labor:

Enclosed for the above-identified corporation is the filing required under Department of Labor regulations 29 C.F.R. §2520.104-23 regarding unfunded or insured pension plans for a select group of management or highly compensated employees.

Please confirm your receipt of this material by stamping and returning the enclosed copy of this letter to the undersigned in the enclosed envelope.

Very truly yours,

DICKENS BOOKS, LTD


A. David Schwartz, President

Enclosure

cc: Paul W. Griepentrog (w/enc.)

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CERTIFIED MAIL™



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**RETURN RECEIPT
REQUESTED**

**GODFREY
& KAHN^{SC}**
ATTORNEYS AT LAW

GODFREY & KAHN, S.C.
1211 W/3150 RIDGEVIEW PARKWAY
WAUKESHA, WI 53188

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