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CLIENT/MATTER NUMBER
076838/0101

June 14, 1999

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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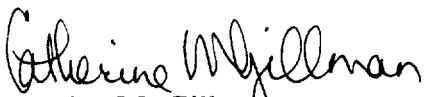
Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210

Re: Alternative Reporting and Disclosure Statement for Sun Prairie Athletic Club, Inc.

Ladies and Gentlemen:

On behalf of Sun Prairie Athletic Club, Inc., a party to a nonqualified deferred compensation agreement with one key employee (the "Plan"), enclosed for filing with the Secretary of Labor, pursuant to Department of Labor Regulation Section 2520.104-24, is a completed, executed Alternative Reporting and Disclosure Statement for Pension Plans for Certain Selected Employees for the Plan.

Very truly yours,


Catherine M. Gillman

Enclosure

cc: Bruce C. Thompson (w/ encl.)

**ALTERNATIVE REPORTING AND DISCLOSURE STATEMENT
FOR PENSION PLANS FOR CERTAIN SELECTED EMPLOYEES**

To the Secretary of Labor:

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

Name and Address of Employer: Sun Prairie Athletic Club, Inc.
1010 North Bird Street
Sun Prairie, Wisconsin 53590

Employer Identification Number: 39 - 1250509

Sun Prairie Athletic Club, Inc. maintains a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Number of Plans and Participants in Each Plan:

1 plan covering 1 employee.

Dated 6/40 _____, 1999.

SUN PRAIRIE ATHLETIC CLUB, INC.

By: Bruce C. Thompson
Bruce C. Thompson, President

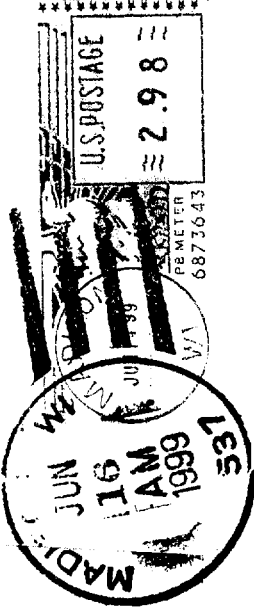
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N 5638

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 200 Constitution Avenue NW
Washington DC 20210