

February 17, 2000

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/Madam:

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, 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 on behalf of the undersigned employer:


| | |
|---|---|
| Name and Address of Employer: | Advantage Learning Systems, Inc. 2911 Peach Street Wisconsin Rapids, WI 54494-1905 <i>Mailing Address:</i> P.O. Box 8036 Wisconsin Rapids, WI 54495-8036 |
| Employer Identification Number: | 39-1559474 |
| Number of Unfunded Deferred Compensation Plans Maintained by Employer Covered by this Statement | One (1) |
| Number of Employees Initially in Plan: | Seventeen (17) |

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Advantage Learning Systems, Inc. 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,

GODFREY & KAHN, S.C.


Jennifer R. Schmidt

JRS:llk

cc: Steven A. Schmidt
Pamela M. Krill
Randall J. Erickson
Melanie N. Aska Knox

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**GODFREY
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CERTIFIED

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POSTAGE WILL BE PAID BY ADDRESSEE
FIRST CLASS PERMIT NO. 1000 MILWAUKEE, WI

TOP HAT PLAN EXEMPTION
PENSION AND WELFARE BENEFITS
ADMINISTRATION
ROOM N-5644
U.S. DEPARTMENT OF LABOR
200 CONSTITUTION AVENUE NW
WASHINGTON, DC 20210

