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March 31, 2000

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: Statement Pursuant to DOL Regulation §2520.104-23

Dear Sir or Madam:

Enclosed is the statement pursuant to 29 C.F.R. §2520.104-23 with respect to deferred compensation agreements (the "Agreements") entered into between The Windham Foundation (EIN: 13-6142024) and two of its management and/or highly compensated employees. The Agreements will be provided at the request of the Secretary of Labor, as required by section 104(a)(1) of the Employee Retirement Income Security Act of 1974, as amended.

We would appreciate your date-stamping and marking "Received" the enclosed copy of this transmittal letter and then returning it to us, for our records, in the enclosed stamped, self-addressed envelope.

Sincerely,



Mark M. Brown

MMB/cj  
Enclosure

CERTIFIED MAIL NO. 7099 3400 0000 8057 6778  
RETURN RECEIPT REQUESTED

STATEMENT PURSUANT TO 29 C.F.R. §2520.104-23

Pursuant to 29 C.F.R. §2520.104-23, The Windham Foundation (the "Employer") hereby files the following statement with respect to a deferred compensation agreement for two of its present officers.

Name and Address of Employer:

The Windham Foundation  
P.O. Box 87  
Grafton, VT 05146


Employer Identification Number: 13-6142024

Declaration: The Employer has entered into a deferred compensation agreement for the purpose of providing benefits for two members of a select group of management and/or highly compensated employees.

Statement:

Number of Plans Covered by this Statement: 1  
Number of Employees Covered by Plan: 2

Date: March 30 2000

By:   
SAMUEL W. LAMBERT III  
CHAIRMAN

[Stephan Morse - 1999]  
[Arthur Schubert - 1999]

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Pension & Welfare Benefits Administration  
~~Room N-5644~~  
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