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December 6, 2000

*BOARD CERTIFIED TAX LAWYER

**BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER

VIA CERTIFIED MAIL

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: Top Hat Plan Filing
Ripley Entertainment Supplemental Executive Retirement Plan
Our File No. 2562.002116

Dear Sir or Madam:

The following information is disclosed in order to comply with the reporting and disclosure requirements of the Employee Retirement Income Security Act of 1974, under the alternative method of compliance as set forth by DOL Regulations Section 2520.104-23.

1. Ripley Entertainment Inc. (the "Employer") maintains a plan of deferred compensation in the form of the Ripley Entertainment Supplement Executive Retirement Plan (the "Plan").
2. The address of the Employer is 5728 Major Boulevard, Suite 700, Orlando, FL 32819.
3. The Employer's tax identification number is 98-0111791.
4. The Employer maintains the Plan primarily for the purpose of providing deferred compensation for a select group of key management or highly compensated employees.
5. The number of employees participating in the Plan at this time is 4.

If you require a copy of the Plan document or any additional information, please contact the undersigned.

Sincerely,


Alton C. Ward

ACW/KLR/cc

cc: Mr. Norm Deska (w/ encl.)
125280/2215.958258

KALISH & WARD
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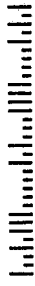
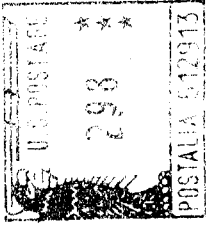
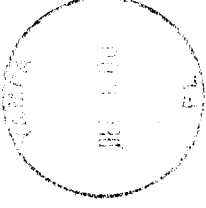
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CERTIFIED

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MAIL

RETURN RECEIPT REQUESTED



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