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U.S. DEPT. OF LABOR
OFFICE OF PENSION AND WELFARE BENEFITS

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October 25, 2006

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
US Department of Labor
200 Constitution Ave NW
Washington, DC 20210

From: Rivendell Bicycle Works, Inc.
2040 N Main St, #19
Walnut Creek, CA 94596
Employer ID: 68-0336581

Dear Top Hat Plan Exemption,

This Statement is meant to comply with the requirements of 29 CFR 2520.104-23, alternative method of compliance for pension plans for certain selected employees.

The above employer maintains 1 plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

The number of employees in each plan is as follows:

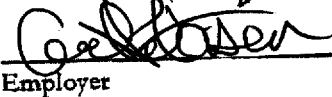
Deferred Compensation TransUltra UL for Rivendell Bicycle Works, Inc. has 3 employees on the plan. There is only one plan established.

Signed:



Plan Administrator

Title: Agent, Transamerica

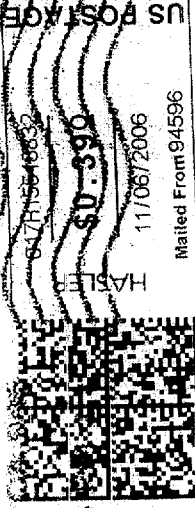


Employer



RIVENDELL BICYCLE WORKS INC.
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www.rivendellbicycles.com

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Mailed From 94596

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