

March 18, 1996

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: Senior Management Retirement Plan II of Stew Leonard's;
Reporting and Disclosure Compliance Statement**

Dear Ladies and/or Gentlemen;

In compliance with Section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Regulation Section 2520.104-23 thereunder, Stew Leonard's is filing this Reporting and Disclosure Compliance Statement and, in connection herewith, provides the following information:

- (1) Sponsoring Employer: Stew Leonard's
100 Westport Avenue
Norwalk, CT 06851
- (2) Employer Identification Number: 06-0691207
- (3) Plan Name: Senior Management Retirement Plan II
of Stew Leonard's
- (4) Number of Plans: 01
- (5) Number of Plan Participants: 16

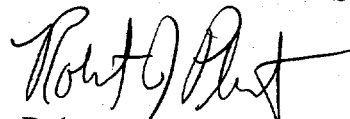
Stew Leonard's maintains the above-named unfunded Plan primarily for the purpose of providing deferred compensation for a select group of management and highly compensated

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employees. Stew Leonard's will provide the Plan document to the Secretary of Labor upon request, as required under Section 104(a)(1) of ERISA.

Sincerely,

BENEFIT CONCEPTS, INC.



Robert J. Plante, J.D.
Senior Vice President

/cag

cc: Karen A. Mazako