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December 21, 1992

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, DC 20001

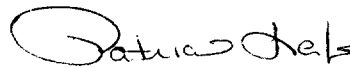
Gentlemen:

On behalf of our client, Fitzgerald, Clayton, James & Kasten, Inc., enclosed for filing is a Statement which is being submitted in connection with a deferred compensation plan adopted by Fitzgerald, Clayton, James & Kasten, Inc. on December 10, 1992. The enclosed Statement is submitted in order to comply with the provisions of the Employee Retirement Income Security Act of 1974 and Section 2520.104-23 of the Regulations adopted by the Department of Labor.

If you require any further information in this regard, please call me.

Very truly yours,

GODFREY & KAHN, S.C.


Patricia Leiker

PL/drh
Enclosure
cc: Mr. Charles V. James

DEC 31 1992
PL

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U. S. Department of Labor
200 Constitution Avenue NW
Washington, DC 20001

To the Secretary of Labor:

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 for unfunded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 C.F.R. §2520.104-23, the following information is provided by the undersigned employer:

Name and Address of Employer: Fitzgerald, Clayton, James &
Kasten, Inc.
735 N. Water Street
Suite 1328
Milwaukee, WI 53202-4117

Employer Identification No.: 39-1570826

Fitzgerald, Clayton, James & Kasten, Inc. maintains the plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Number of Plans and Participants in each Plan:

One (1) Plan covering one (1) employee

Dated: December 10, 1992.

FITZGERALD, CLAYTON, JAMES &
KASTEN, INC.

By: 
Charles V. James, President