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U.S. DEPARTMENT OF LABOR
 PUBLIC DISCLOSURE
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March 11, 1997

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Top Hat Plan Exemption
 Pension and Welfare
 Benefits Administration
 Room N-5644
 United States Department of Labor
 200 Constitution Avenue N.W.
 Washington, D.C. 20210

RE: Top Hat Filing for the Executive Deferred Compensation
 Plan of Schrader-Bridgeport International, Inc.

Dear Ladies and Gentlemen:

Please be advised that we are the attorneys for Schrader-Bridgeport International, Inc. (the "Company"). This statement is filed pursuant to United States Department of Labor regulation Section 2520.104-23(b) to notify you that the Company adopted the above-captioned plan which may be deemed by the United States Department of Labor to be a plan, primarily for the purpose of providing unfunded deferred compensation for a select group of management or highly compensated employees.

The following is given in respect of this plan:

1. Name and address of employer:

Schrader-Bridgeport International, Inc.
 2215 Sanders Road
 Suite 375
 Northbrook, IL 60062
2. Employer Identification No.: 95-3959558

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PSA 134229 . 1 March 11, 1997

001-2120A
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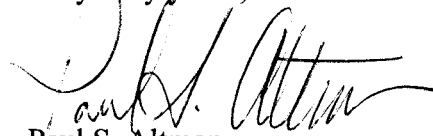
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3. The Company adopted the Schrader-Bridgeport International, Inc. Executive Deferred Compensation Plan for select highly compensated management employees. Currently, three executives have been selected to participate in the Plan. The Compensation Committee of the Board of Directors of the Company may elect additional executives to participate in the future. The Plan provides deferred supplemental executive retirement pension benefits through a Rabbi Trust.

As required under the foregoing Department of Labor regulation, the Company agrees to provide plan documents, if any, to the Secretary of Labor or his designee upon request as required under Section 104(a)(1) of the Employee Retirement Income Security Act of 1974, as amended.

Very truly yours,



Paul S. Altman

PSA:mcb

cc: Carolyn Acuff