

THOMAS TURTLE OPTICIAN, INC.
444 PAYNE AVENUE
NORTH TONAWANDA, NEW YORK 14120

April 1, 2000

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

2520042390546

RE: Thomas Turtle Optician, Inc.
Deferred Compensation Plan #001

Dear Secretary:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to the Thomas Turtle Optician, Inc. Deferred Compensation Plan #001, (the Plan), the undersigned intends to use the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 (ERISA), which alternative form of compliance is provided in the aforesaid Regulations Section.

Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

1. Name and Address of Employer: Thomas Turtle Optician, Inc.
444 Payne Avenue
North Tonawanda, New York 14120
2. Employer's Employer Identification Number: 16-1032305
3. The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The Employer hereby states that it maintains one plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, and the number of employees in such Plan is as follows:

Thomas Turtle Optician, Inc. Deferred Compensation
Plan #001 - 1 Employee.

Pursuant to Regulations Section 2520.104-23(b)(2), the Employer will provide Plan documents, if any, to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Very truly yours,

THOMAS TURTLE OPTICIAN, INC.



David T. Turtle
Secretary

THOMAS TURTLE OPTICIAN, INC.

DEFERRED COMPENSATION PLAN #001

EXECUTIVE SUMMARY

TYPE OF PLAN Non-Tax-Qualified Supplemental Retirement Plan (the Supplemental Plan).

ELIGIBLE EMPLOYEE Thomas Turtle is the only Supplemental Plan participant.

OBJECTIVE To provide Thomas Turtle with a post-retirement annual income, equal to 70 percent of Thomas Turtle's final average annual salary for a period of seven (7) years. Also, to protect Thomas Turtle Optician, Inc. from the occurrence of certain post-employment activities by Thomas Turtle that might adversely affect Thomas Turtle Optician, Inc.'s business or reputation.

BENEFITS The Supplemental Plan will pay Thomas Turtle 182 biweekly payments guaranteed in the event Thomas Turtle dies before the seventh anniversary of his termination of employment, an amount equal to 70 percent of his final average salary.

FORFEITURE Thomas Turtle will forfeit all unpaid benefits under the Supplemental Plan if he engages in certain activities without the prior written consent of Thomas Turtle Optician, Inc., including his employment, ownership, or directorship of or with any company in the field of optical sales or optometry services; using confidential or proprietary information of or about Thomas Turtle Optician, Inc. for personal gain; and making negative public statements concerning Thomas Turtle Optician, Inc.

FUNDING Thomas Turtle Optician, Inc. will pay the periodic distributions due to Thomas Turtle or his beneficiary as those payments become due out of Thomas Turtle Optician, Inc.'s general assets.

TAXATION OF BENEFITS Counsel has advised Thomas Turtle Optician, Inc. that Thomas Turtle need not include benefits under the Supplemental Plan in his taxable income until he receives such benefits. Thomas Turtle Optician, Inc. will receive a deduction for Supplemental Plan payments at the same times and in the same amounts.

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SACHS & MURPHY, PC



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