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VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

Re: Autodesk, Inc. Non-Qualified Deferred Compensation Plan

Dear Sir or Madam:

Pursuant to the provisions of Department of Labor Regulations Section 2520.104-23, you are hereby notified that Autodesk, Inc., EIN: 94-2819853, maintains the following plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees:


NAME OF PLAN: Autodesk, Inc., Non-Qualified Deferred Compensation Plan

NUMBER OF PARTICIPANTS IN THE PLAN: 10

Pursuant to Section 104(a)(1) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), a copy of any plan documents will be provided to you upon request.

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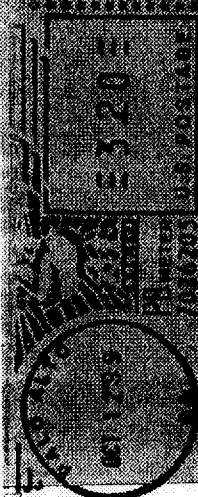
Sincerely,


Charles B. Harris
Assistant Secretary

CERTIFIED

P 089 639 568

MAIL



Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION
650 Page Mill Road
Palo Alto, CA 94304-1050

Ralph Barry

TO:

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