

**Arent Fox**

ATTORNEYS AT LAW

**2520062760008**

**Quana C. Jew**

202.857.8947 DIRECT

202.857.6395 FAX

[jew.quana@arentfox.com](mailto:jew.quana@arentfox.com)

Ref. No.: 374111.1

06 APR 25 PM 12:20

April 17, 2006

**VIA CERTIFIED MAIL --**  
**RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

Re: Supplemental Executive Retirement Agreement

Dear Sir or Madam:

In accordance with Department of Labor Regulation 2520.104-23, the enclosed information is provided to satisfy the alternative method of compliance with the reporting and disclosure requirements of Part I of Title 1 of ERISA for unfunded pension plans maintained by an employer for a select group of management or highly compensated employees.

If you have any questions concerning the enclosed information, please feel free to contact me

Very truly yours,



Enclosure

**DEPARTMENT OF LABOR  
ALTERNATIVE METHOD OF COMPLIANCE  
FOR THE SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT FOR  
JAMES SHARP  
under  
DOL Regulation Section 2520.104-23**

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**NAME AND ADDRESS  
OF EMPLOYER:**

Carl Zeiss, Inc.  
One Zeiss Drive  
Thornwood, NY 10594-1996

**EMPLOYER  
IDENTIFICATION NUMBER:**

13-1495820

**NUMBER OF PROGRAMS  
COVERED BY THIS DECLARATION :**

1

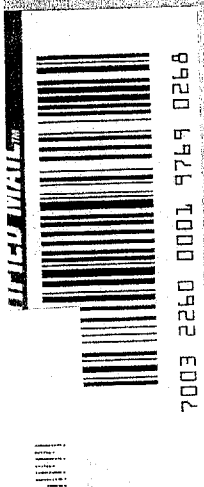
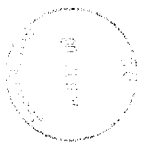
**NUMBER OF EMPLOYEES  
IN THE PROGRAM:**

1

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**DECLARATION OF CARL ZEISS, INC.**

Carl Zeiss, Inc. declares that the deferred compensation program is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.



7003 2260 0001 9769 0266

**Arent Fox**  
ATTORNEYS AT LAW

1050 Connecticut Avenue, NW  
Washington, DC 20036-5339

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