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October 31, 2006

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MAIL ROOM

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

*Re: The Nature Conservancy Section 457(b) Deferred Compensation Plan;
The Nature Conservancy Section 457(f) Deferred Compensation Plan*

Dear Sir/Madam:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to The Nature Conservancy Section 457(b) Deferred Compensation Plan (the "457(b) Plan") and The Nature Conservancy Section 457(f) Deferred Compensation Plan (the "457(f) Plan"), the Employer intends to utilize 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.

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

- Name and Address of Employer:* The Nature Conservancy
Benefits Department
4245 North Fairfax Drive, Suite 100
Arlington, VA 22203
- Employer's Employer Identification Number:* 53-0242652
- 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 the total number of plans it maintains for the purpose of providing deferred compensation for a select group of management or highly compensated employees is two (2).
5. Twelve (12) employees were eligible to participate in the 457(b) Plan as of its effective date, and one (1) employee was eligible to participate in the 457(f) Plan as of its effective date.

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,

THE NATURE CONSERVANCY

By: Rebecca Brake

Print Name: Rebecca J. Brake

Print Title: Manager, Benefits

Date: 10/31/06



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