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May 2, 2007

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

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

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 Photronics, Inc. Non-Qualified Deferred Compensation Plan (the "Plan"), the undersigned 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 Section.

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

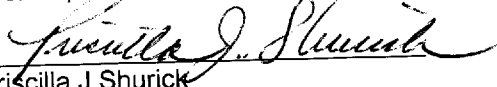
1. Employer Name: Photronics, Inc.
Employer Address: 15 Secor Road
PO Box 5226
Brookfield, CT 06804
2. Employer's Employer Identification Number – 06-0854886
3. The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The Employer hereby states that it maintains only the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The number of employees originally eligible to participate in the Plan will be approximately 20.

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.

Enclosed is a copy of this letter, which we ask that you date-stamp and return to us in the enclosed self-addressed and stamped envelope.

Very truly yours,

Photronics, Inc.

By: 
Priscilla J. Shurick
Vice President Human Resources

From: Origin ID: DXRA (203)740-5335
PJ Shurick
Photronics
15 Secor Road

Brookfield, CT 06804



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Top Hat Plan Exemption/US Dept Labo
200 Constitution Ave N.W.
Washington, DC 20210

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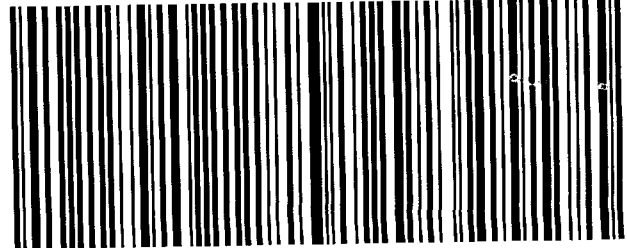
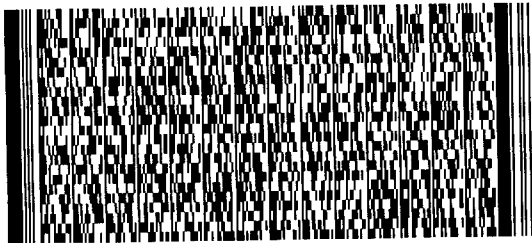
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