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January 25, 2013

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: Deferred Compensation Arrangements

Dear Sir or Madam:

This letter constitutes 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, as amended ("ERISA").

On behalf of the Sanofi US Group Retirement Savings Plan for Critical Employees and the Sanofi US Group Voluntary Deferred Compensation Plan, in accordance with 29 C.F.R. § 2520.104-23, Sanofi-aventis U.S. LLC (the "Employer") hereby provides you with the following information:

Name and Address of Employer

Sanofi-aventis U.S. LLC
 55 Corporate Drive
 Bridgewater, NJ 08807

Additional Participating Affiliates

Sanofi US Services Inc.
 Aventis Inc.
 Aventis Holdings Inc.
 Aventisub Inc.
 Aventisub II Inc.
 Carderm Investments Inc.
 Fisons Corporation
 TargeGen Inc.
 Sanofi Pasteur Inc.
 VaxDesign Corporation
 Sanofi Pasteur Biologics Co.
 Genzyme Corporation

Employer Identification Number

36-4406953

Declaration

The Employer sponsors and maintains the Sanofi US Group Retirement Savings Plan for Critical Employees (the "CE Plan") and the Sanofi US Group Voluntary Deferred Compensation Plan (the "VDCP Plan") primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees.

Number of Plans and Number of Employees in Each Plan

There are 157 employees participating under the CE Plan, and there are 949 employees participating under the VDCP Plan.



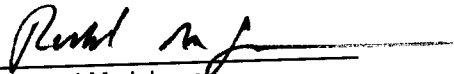
The Employer maintains 13 other non-qualified, top hat plans, in which the following numbers of employees participate:

Plan 1 – 535 employees	Plan 8 – 25 employees
Plan 2 – 48 employees	Plan 9 – 5 employees
Plan 3 – 93 employees	Plan 10 – 140 employees
Plan 4 – 595 employees	Plan 11 – 35 employees
Plan 5 – 25 employees	Plan 12 – 18 employees
Plan 6 – 43 employees	Plan 13 – 266 employees
Plan 7 – 1 employee	

We will provide plan documents, if any, to the Secretary of Labor upon request, in accordance with Section 104(a)(6) of ERISA.

If you have any questions regarding this matter, please contact the undersigned.

Sincerely,


Richard M. Johnson
Sr. Director, Benefits
Sanofi-aventis U.S. LLC

ORIGIN ID: CHUA (908) 981-7645
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SANOFI AVENTIS
55 CORPORATE DRIVE

BRIDGEWATER, NJ 08807
UNITED STATES US

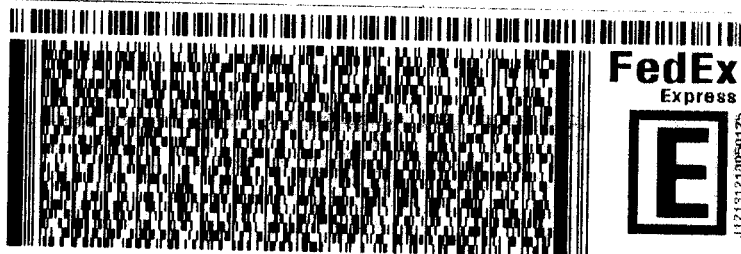
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BILL SENDER

TO **TOP HAT PLAN EXEMPTION
EMPLOYEE BENEFITS
SECURITY ADMINISTRATION, ROOM N1513
200 CONSTITUTION AVE. N.W.
WASHINGTON DC 20210**

(908) 981-5918
PO: BRIAN WATKINS/JW

REF: 989141



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