



**The
ERISA
Industry
Committee**

November 23, 2004

By Hand

William F. Sweetnam, Jr., Esq.
Benefits Tax Counsel
Office of the Benefits Tax Counsel
U.S. Department of the Treasury
Room 3050
1500 Pennsylvania Avenue, N.W.
Washington, D.C. 20020

Re: Nonqualified Deferred Compensation

Dear Bill:

I am enclosing ERIC's additional recommendations for guidance under IRC § 409A, regarding nonqualified deferred compensation. On November 3rd, ERIC submitted its initial recommendations regarding a number of pressing issues under § 409A. The enclosed submission supplements ERIC's prior recommendations, and ERIC anticipates submitting additional recommendations in the future.

Please let me know if you have any questions about the enclosed submission or if we can otherwise be of assistance to the Department.

Respectfully submitted,

Mark J. Ugoretz
President

Enclosure

cc: Daniel Hogans (Treasury)
Nancy J. Marks (IRS)
Alan N. Tawshunksy (IRS)
Catherine L. Fernandez (IRS)
Catherine Livingston (IRS)
Robert B. Misner (IRS)