

PE **POWER ELECTRIC**

Small Motor Specialist

U.S. DEPT. OF LABOR
PWBA/PUBLIC DISCLOSURE
00 AUG 16 PM 2:33

August 7, 2000

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

2520040183647

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

Dear Sir or Madam:

Effective August 1, 2000, Power Electric Distribution, Inc. adopted the Phantom Stock Incentive Plan for certain of its management employees. The Agreement provides that benefits may become payable upon such employee's termination of employment or upon certain other events.

In the event the Department of Labor should conclude that the Phantom Stock Incentive Plan constitutes a "pension plan" under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), Power Electric provides the following information to comply with the alternative method of reporting and disclosure for unfunded plans maintained for a select group of management or highly compensated employees pursuant to 29 C.F.R. § 2520.104-23, under Section 110 of Title I of ERISA.

1. Name and address of the Employer: Power Electric Distribution, Inc.
2950 Niagara Lane North
Plymouth, MN 55447
2. Employer Identification Number: 41-1799749
3. Power Electric maintains one or more plans primarily designed to provide deferred compensation benefits for a select group of management or highly compensated employees.
4. Number of such plans and the number of employees who participate in each plan:

Number of Plans

Number of Employees

1

4

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If you have any questions with regard to this filing, please contact the undersigned.

Very truly yours,

POWER ELECTRIC DISTRIBUTION, INC.
Plan Administrator

By  _____

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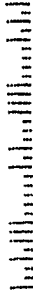
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