



April 27, 2001

Secretary of Labor
Top-Hat Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
2000 Constitution Avenue NW.
Washington D.C. 20210

U.S. DEPARTMENT OF LABOR
PWB/AD
DISCLOSURE
01 MAY -8 AM 10:45

Woodward Governor Company
5001 North Second Street
P.O. Box 7001
Rockford, IL 61125-7001 USA
Tel: 815-877-7441
Fax: 815-639-6033

2520042393217

Re: Top-Hat Filing for the Woodward Governor Company Executive Benefit Plan

Dear Sir or Madam:

DOL Regulation §2520.104-23 provides an alternative method of compliance with the reporting and disclosure requirements of Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974, as amended, for unfunded or insured pension plans maintained by an employer for a select group of management or highly compensated employees. Pursuant to that DOL Regulation Section, Woodward Governor Company hereby provides you written notice of the following information regarding its Executive Benefit Plan (the "Plan"):

1. **Employer Name and Address:** Woodward Governor Company
5001 North Second St.
P.O. Box 7001
Rockford, Illinois 61125-7001.
2. **Employer Identification Number:** 36-1984010
3. **Purpose of the Plan:** Woodward Governor Company maintains the Executive Benefit Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees and such Plan benefits are paid as needed solely from the general assets of the company.
4. **Statement regarding other plans:** At this time, the Plan is the only deferred compensation plan currently maintained by Woodward Governor Company. There are approximately 40 participants in the Plan.

If you have any questions regarding the above information, please contact Karen Brown at (815) 639-6850.

Sincerely,

Stephen P. Carter
Vice President, Chief Financial Officer and Treasurer



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