



Richard D. Terrill
Executive Vice President, General Counsel
and Assistant Secretary

February 2, 2001

VIA FACSIMILE

Ms. Jane Dresner Sadaka

REDACTED

Dear Jane:

Attached is the corrected executive compensation history which we discussed.

I have added notes next to the "Other" items to indicate what they relate to. In addition to correcting the bonus column and adding N/A for 2000, I noticed that Doug Lake's hiring bonus in 1998 was incorrectly included under the "Total Bonus" column. As the hiring bonus does not run through any of the employment agreements or SERP calculations, I have moved it to "Other".

I have also attached a summary of the restricted share units (RSU) held by E.C. members. The total number of RSU's issued to all employees is 1,585,139. In addition, there were 70,533,088 common shares outstanding at the end of January 2001.

I was not able to find the \$35 million item you referenced so I can't determine how it differs from the \$16.5 million.

You also asked about the vesting of the RSU's and the 20% price appreciation factor. I wanted to clarify that the 20% price appreciation feature relates to the lapse of the restrictions prior to nine years and not to vesting. The RSU's (other than the converted RSU's which vest ratably over three years) vest on the fourth anniversary if the individual is still employed or on a triggering event, such as retirement, termination without cause or change of control.

I called to discuss this with you but you were out. If you need anything else, please let me know.

Sincerely,



Richard D. Terrill

RDT/dlh
enclosure

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Executive Compensation History

	<u>Year</u>	<u>Salary (1)</u>	<u>Total Bonus</u>	<u>Restricted Stock Units</u>	<u>Restricted Stock Units from Converted Options</u>	<u>Other</u>
Wittig	2000	743,600	N/A	140,200	96,895	-
	1999	743,600	-	56,000	-	5,370,000 Retention Payment
	1998	715,000	114,400	42,000	-	-
	1997	514,250	420,942	-	-	-
	1996	425,000	131,860	-	-	325,000 Moving/Relocation
Lake	2000	427,900	N/A	35,500	18,446	493,342 Retention Payment
	1999	427,900	-	32,000	-	252,500 Moving/Relocation
	1998	377,000	15,080	13,500	-	350,000 Hiring Bonus
	1997	-	-	-	-	-
	1996	-	-	-	-	-
Koupal	2000	318,240	N/A	50,300	24,982	-
	1999	318,240	-	20,000	-	-
	1998	306,000	36,720	13,000	-	-
	1997	213,000	372,025	-	-	-
	1996	176,000	54,568	-	-	-
Grennan	2000	241,500	N/A	32,400	12,115	-
	1999	241,500	-	16,000	-	-
	1998	203,000	47,481	-	-	-
	1997	148,000	374,409	-	-	-
	1996	126,100	22,557	-	-	-
Terrill	2000	230,400	N/A	47,900	8,958	-
	1999	202,000	28,400	13,000	-	-
	1998	178,000	17,160	-	-	-
	1997	120,000	198,509	-	-	-
	1996	111,800	20,091	-	-	-
Sharpe	2000	132,350	N/A	20,500	12,151	-
	1999	159,820	70,600	-	-	-
	1998	138,000	18,525	-	-	-
	1997	120,000	188,965	-	-	-
	1996	100,300	23,494	-	-	-

(1) Includes stock for compensation

David C. Wittig
Chairman, President & Chief Executive Officer

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		96,895	
May 17, 2000	28,700		\$15.625
January 26, 2000	111,500		\$15.3125
May 4, 1999	14,000		\$27.8125
January 27, 1999	42,000		\$32.125
June 30, 1998	42,000		\$38.625
TOTALS	238,200	96,895	

Douglas T. Lake
EVP, Chief Strategic Officer

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		18,448	
May 17, 2000	22,600		\$15.625
January 26, 2000	63,000		\$15.3125
May 4, 1999	18,500		\$27.8125
January 27, 1999	13,500		\$32.125
October 1, 1998	13,500		\$38.625
TOTALS	131,100	18,448	

Carl M. Koupal, Jr.
EVP, Chief Administrative Officer

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		24,982	
May 17, 2000	21,300		\$15.625
January 26, 2000	39,000		\$15.3125
May 4, 1999	7,000		\$27.8125
January 27, 1999	13,000		\$32.125
June 30, 1998	13,000		\$38.625
TOTALS	93,300	24,982	

Thomas L. Grennan
EVP, Electric Operations

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		12,115	
May 17, 2000	2,400		\$15.625
January 25, 2000	30,000		\$15.3125
May 4, 1999	16,000		\$27.8125
TOTALS	48,400	12,115	

Richard D. Terrill
EVP, General Counsel

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		8,958	
May 17, 2000	21,600		\$15.625
January 25, 2000	26,300		\$15.3125
May 4, 1999	13,000		\$27.8125
TOTALS	60,900	8,958	

Rita A. Sharpe
EVP, Shared Services

Grant Date	Restricted Stock Grants	Converted RSUs	Grant Price
September 1, 2000		12,151	
May 17, 2000	20,500		\$15.625

Officers for 2000
Wages from 1995 to 1999

Officers		1995 to 1999					
		1995	1996	1997	1998	1999	
David Witig	Base	291,723.00	453,997.22	503,093.67	535,541.69	408,683.24	2,293,038.82
	Stock for Comp					330,150.06	330,150.06
	Short Term Incentive		53,190.00	131,660.00	376,431.00	114,400.00	675,381.00
	One Time Bonus					5,370,000.00	5,370,000.00
	Exempt Non-Union Inc						0.00
	Car Allowance			12,634.56	13,400.16	13,743.12	39,777.84
	Totals		291,723.00	507,187.22	647,588.23	1,025,372.95	6,236,978.42
Douglas Lake	Base				116,064.40	266,948.62	382,913.02
	Stock for Comp					152,563.08	152,563.08
	Short Term Incentive				350,000.00	15,080.00	365,080.00
	Exempt Non-Union Inc						0.00
	Car Allowance				4,581.04	13,743.12	18,324.16
	Totals		0.00	0.00	0.00	470,645.44	448,239.32
Carl Kcupal	Base	158,371.00	185,389.70	206,833.32	250,125.00	307,020.00	1,107,739.02
	Stock for Comp					9,180.00	9,180.00
	Short Term Incentive	28,981.00	29,787.00	47,112.00	349,107.00	36,720.00	491,707.00
	Exempt Non-Union Inc						0.00
	One Time Bonus		35,000.00				35,000.00
	Car Allowance			11,824.08	12,981.12	13,743.12	38,548.32
	Totals	187,352.00	250,176.70	265,769.40	612,213.12	366,663.12	1,682,174.34
Thomas Grennan	Base	127,015.00	135,611.50	141,650.03	167,625.06	197,703.35	759,809.99
	Stock for Comp					47,374.95	47,374.95
	Short Term Incentive	9,360.00	7,150.00	16,078.00	355,436.00		388,024.00
	Exempt Non-Union Inc					47,481.00	47,481.00
	Car Allowance			11,356.08	12,540.12	12,861.12	36,757.32
	Totals	136,375.00	142,761.50	169,284.16	535,601.18	295,425.42	1,279,447.26
William Moore	Base	144,688.00	162,614.78	159,616.60	169,791.67	235,283.25	841,994.30
	Stock for Comp					20,550.05	20,550.05
	Short Term Incentive	10,254.00	16,270.00	27,228.00	385,368.00	71,410.00	510,530.00
	Exempt Non-Union Inc						0.00
	Car Allowance			11,824.08	12,540.12	12,861.12	37,225.32
	Totals	154,942.00	178,884.78	198,668.68	567,699.79	310,104.42	1,410,299.67
Rick Terrill	Base	112,655.00	121,524.70	118,633.32	135,666.67	180,000.08	668,479.77
	Stock for Comp					18,000.00	18,000.00
	Short Term Incentive	8,034.00	7,270.00	14,254.00	181,411.00	17,160.00	228,129.00
	Exempt Non-Union Inc						0.00
	One Time Bonus		15,000.00				15,000.00
	Car Allowance			10,856.04	12,040.08	12,861.12	35,757.24
	Totals	120,689.00	143,794.70	143,743.36	329,117.75	228,021.20	965,366.01
Rita Sharpe	Base	92,583.00	109,811.50	116,716.68	125,791.63	137,500.84	582,403.65
	Stock for Comp					18,682.54	18,682.54
	Short Term Incentive	779.00	6,525.00	12,638.00	180,691.00	18,526.00	219,159.00
	Exempt Non-Union Inc						0.00
	Car Allowance			10,856.04	12,040.08	12,861.12	35,757.24
	Totals	93,362.00	116,336.50	140,210.72	318,522.71	187,570.50	856,002.43
Doug Henry	Base						
	Stock for Comp						
	Short Term Incentive						
	Exempt Non-Union Inc						
	Car Allowance						
	Totals						

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Officers for 2000
Wages from 1995 to 1999

Las Morgan Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Jo Hunt Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Jim Martin Base

 Short Term Incentive
 Exempt Non-Union Inc
 One Time Bonus
 Car Allowance
 Totals

Wayne Kitchen Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Carl Ricketts Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

REDACTED

Lee Wages Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Dick Dixon Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Larry Irick Base
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Peggy Loyd Base
 Stock for Comp
 Short Term Incentive
 Exempt Non-Union Inc
 Car Allowance
 Totals

Officers for 2000
Wages from 1995 to 1999

Shane Mathis Base
Stock for Comp
Short Term Incentive
Exempt Non-Union Inc
Car Allowance
Totals

REDACTED

Caroline Williams Base
Short Term Incentive
Exempt Non-Union Inc
Car Allowance
Totals

Officers Totals 1,933,466.05 2,374,357.71 2,759,149.69 6,256,654.68 9,811,981.22 23,135,619.35