

Powerex, Inc.
200 Hillis Street
Youngwood, PA 15697-1800

Telephone No.: (724)925-4332
Facsimile No.: (724)925-4498

February 5, 2002

2520032902905

U.S. DEPT. OF LABOR
PROHIBITS DISCLOSURE
02 MAR -5 P11 1:00

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemptions
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

Re: Top Hat Plan Alternative Compliance
Under DOL Reg. 2520.104-23

To Whom It May Concern:

This letter shall serve as Notice of Compliance with DOL Regulation 252.104-23 for the unfunded pension plan(s) described herein. Such plan is primarily for the deferral of compensation by a select group of management and highly compensated employees of Powerex, Inc. The Plan Sponsor is Powerex, Inc., 200 Hills Street, Youngwood, PA 15697, EIN 25-1501339. There are three such agreements sponsored by Powerex, Inc., covering three employees. The agreements under which such plans are maintained will be supplied to the Secretary of Labor upon written request of Powerex, Inc.

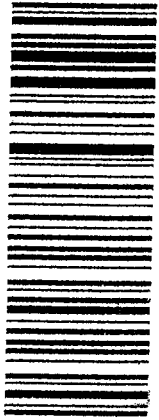
Very truly yours,


Joseph A. Sibenac
Vice President & CFO

Enclosures

Rhoades Law Firm
The Grant Building
Suite 915
330 Grant Street
Pittsburgh, PA 15219

CERTIFIED MAIL



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