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OF COUNSEL
MERLE A. WOLFSON

April 15, 1998

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

98 APR 21 10 10 AM '98
PULLER
DPT-ENTR

RE: POWELL ELECTRONICS, INC. TOP HAT PLAN

Dear Sir or Madam:

Please be advised that on March 5, 1998, Powell Electronics, Inc. entered into an Agreement with its President, Ernest Schilling, providing for deferred compensation for Mr. Schilling. Said Agreement constitutes a Top Hat plan.

This letter is intended to comply with the alternative method of report requirements as proscribed under Labor Regulation Section 2520.104-23.

STATEMENT

Employer Name And Address	Powell Electronics, Inc. South Island Road and Enterprise Avenue Philadelphia, PA 10101
Employer EI #	23-1419651
Plan EI #	Not Applicable
Number of Plans Maintained	1
Number of Employees In Plan	1

Kohn, Swift & Graf, P.C.

Continuation Sheet No. 2

To U.S. DEPARTMENT OF
LABOR
April 15, 1998

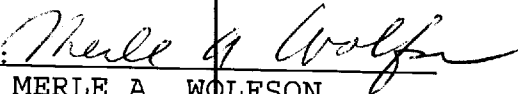
The above referenced Plan is maintained primarily for the purpose of providing deferred compensation for the Chief Executive Officer of the corporation who is a highly compensated individual.

Upon request of the Secretary, we would be happy to provide a copy of the Plan Document. Should you have any questions regarding this information, please contact the undersigned.

Please stamp the enclosed copy of this transmittal letter to indicate its receipt and return it in the enclosed pre-addressed envelope.

Very truly yours,

POWELL ELECTRONICS, INC.

By: 
MERLE A. WOLFSON,
ASSISTANT SECRETARY

CERTIFIED MAIL
RETURN RECEIPT

50 APR 21 10 00 AM '98
MAIL ROOM

