FORM 10-K
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(MARK ONE)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED OCTOBER 31, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ---------------- TO --------------------

COMMISSION FILE NUMBER 0-6050

POWELL INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

NEVADA	88-0106100
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)
8550 MOSLEY DRIVE, HOUSTON, TEXAS	77075-1180
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (713)944-6900

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF ACT:

COMMON STOCK, PAR VALUE $.01 PER SHARE

Indicate by "X" whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by "X" if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.[X]

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately $145,788,066 as of January 23, 2001. The number of shares of the Company's Common Stock outstanding on that date was 10,321,000 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2001 annual meeting of stockholders to be filed not later than 120 days after October 31, 2000 are incorporated by reference into Part III.

PART I

ITEM 1. BUSINESS

Powell Industries, Inc. ("Powell" or the "Company") was incorporated under the laws of the State of Nevada in December 1968. The Company is the successor to a corporation founded by William E. Powell in 1947, which merged into the Company in 1977.

The Company sells, designs, develops, manufactures, packages and services systems and equipment for the distribution, control and management of electrical energy and other dynamic processes. The Company's offices are located in Houston, Texas with plants located in Houston, Greenville and Jacinto Port, Texas; Elyria and North Canton, Ohio; Franklin Park, Illinois; Pleasanton and Watsonville, California; and Duluth and Norcross, Georgia. Most of the products manufactured by the Company are made pursuant to specifications required for a particular order.

PRODUCTS AND SYSTEMS

Powell designs, develops, manufactures, sells and services electrical power distribution and control equipment and systems through its subsidiaries: Powell Electrical Manufacturing Company; Powell-ESCO Company; Unibus, Inc.; Delta-Unibus Corp.; Transdyn Controls, Inc.; and Powell Power Electronics Company, Inc. (a subsidiary of Powell Electrical Manufacturing Company). As applicable to the context, the "Company" is also sometimes used herein to refer to Powell and its subsidiaries.

The principal products are switchgear and related equipment, bus duct and process control systems. Primarily refineries, petrochemical plants, utilities, paper mills, offshore platforms, commuter railways, vehicular transportation and numerous other industrial, commercial and governmental facilities utilize these products and services. A brief description of each of the major products follows:

Switchgear and other related equipment: Switchgear is defined as free-standing metal enclosures containing a selection of electrical components that protect, monitor and control the flow of electricity from its source to motors, transformers and other electrically powered equipment as well as customized portable buildings to house switchgear and related equipment (PCR(R)). Major electrical components include circuit breakers, protective relays, meters, control switches, fuses, motor control centers and both current and potential transformers. During the fiscal years ended October 31, 2000, 1999 and 1998, sales and service of switchgear and other related equipment accounted for 72%,71% and 77%, respectively, of consolidated revenues of the Company.

Bus Duct: Bus duct consists of insulated power conductors housed in a metal enclosure. Individual pieces of bus duct are arranged in whatever physical configuration may be required to distribute electrical power to or from a generator, transformer, switching device or other electrical apparatus. The Company can provide the nonsegregated phase, segregated phase and isolated phase styles of bus duct with numerous amperage and voltage ratings. Sales of bus duct accounted for 14%, 13% and 12% of consolidated revenues for fiscal years 2000, 1999 and 1998, respectively.

Process Control Systems: The process control systems supplied by the Company consist principally of instrumentation, computer control, communications, and data management systems. Demand for process control systems has been for modernization and expansion projects as well as new facilities that mainly serve the transportation, environmental and utilities industries. During the fiscal years ended October 31, 2000, 1999 and 1998, sales of process control systems accounted for 13%, 16% and 11%, respectively, of consolidated revenues of the Company.

See Note O of the Notes to Consolidated Financial Statements for certain financial information regarding these product segments.

SUPPLIERS

All of the Company's products are manufactured using components and materials that are readily available from numerous domestic suppliers. The Company has three principal suppliers of components and anticipates no difficulty in obtaining its components in sufficient quantities to support its manufacturing and assembly operations.

METHODS OF DISTRIBUTION AND CUSTOMERS

The Company's products are sold through manufacturers' representatives and its internal sales force. The Company is not dependent on any single customer for sales and the loss of any specific customer would not have a material adverse effect upon the Company. No single customer or export country accounted for more than 10% of consolidated revenues in the fiscal years ended 2000, 1999 or 1998. Export revenues were $44,421,000, $70,373,000 and $85,448,000 in fiscal years 2000, 1999 and 1998, respectively. See Note I of the Notes to Consolidated Financial Statements showing the geographic areas in which these revenues were recorded.

COMPETITION

The Company is engaged in a highly competitive business which is characterized by a small number of much larger companies that dominate the bulk of the market and a large number of smaller companies that compete for a limited share of such market. In the opinion of management, the competitive position of the Company is dependent on the ability of the Company to provide quality products to a customer's specifications, on a timely basis, at a competitive price, utilizing state-of-the-art materials, design and production methods. Some of the Company's principal competitors are larger and have greater capital and management resources.

EMPLOYEES

At October 31, 2000, the Company employed 1,314 employees on a full-time basis. Management considers its employee relations to be good.

BACKLOG

The Company's backlog of orders was $155,850,000 and $156,143,000 at October 31, 2000 and 1999, respectively, and the percentage of its 2000 year end backlog that it does not expect to fill in fiscal year 2001 is 19%. Orders included in the backlog are represented by purchase orders which the Company believes to be firm. The terms on which the Company accepts orders include a penalty for cancellation. Historically, no material amount of orders included in backlog has been canceled. No material portion of the Company's business is seasonal in nature.

RESEARCH AND DEVELOPMENT

During the fiscal years ended October 31, 2000, 1999 and 1998, the Company spent approximately $2,920,000, $3,031,000 and $2,693,000 respectively, on research and development programs.

ITEM 2. PROPERTIES

The following table sets forth information about the Company's principal facilities at October 31, 2000.

Location	Acres	Square Footage of Facilities	Occupancy
Owned:			
Franklin Park, IL	2.0	64,000	Delta-Unibus Corp. (Delta)
Greenville, TX	19.0	109,000	Powell-ESCO Company (Esco)
Houston, TX	26.2	421,000	Powell Electrical Manufacturing Co. (PEMCO)
Jacinto Port, TX	42.0	9,600	PEMCO-Offshore Division
North Canton, OH	8.0	48,000	PEMCO-North Canton Division
Elyria, OH	8.6	64,000	Unibus, Inc. (Unibus)
Leased:			
Pleasanton, CA		39,100	Transdyn Controls, Inc. and Powell Power Electronics Company, Inc. (PPECO)
Watsonville, CA		9,600	PPECO
Duluth, GA		29,700	Transdyn Controls, Inc.
Norcross, GA		19,200	Transdyn Controls, Inc.

ITEM 3. LEGAL PROCEEDINGS

The Company is a party to legal and other disputes arising in the ordinary course of business. Management does not believe that the ultimate outcome of these disputes will materially affect the financial position or results of operations of the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters which were submitted to a vote of security holders through proxies, or otherwise, during the fourth quarter of the fiscal year ended October 31, 2000.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

As of October 31, 2000, there were approximately 759 holders of record of Powell Industries, Inc. common stock, which is traded on the over-the-counter market and listed on the NASDAQ National Market System under the symbol POWL.

Quarterly stock prices and trading volumes for the last two fiscal years are as follows:

	High	Low	Last	Daily Volume
1999				
First Quarter	$12.75	$8.63	$10.75	9,559
Second Quarter	11.00	8.50	8.81	9,429
Third Quarter	10.38	8.38	8.75	12,754
Fourth Quarter	9.13	7.63	7.63	14,547
2000				
First Quarter	$8.38	$4.63	$6.88	37,863
Second Quarter	10.50	6.88	8.91	19,527
Third Quarter	10.19	7.25	8.38	13,883
Fourth Quarter	13.31	7.88	10.94	13,400

The Company has paid no dividends on its common stock during the last three years and anticipates that it will not do so in the foreseeable future.

ITEM 6. SELECTED FINANCIAL DATA

The following data for fiscal years 2000, 1999, and 1998 has been derived from consolidated financial statements audited by Arthur Andersen LLP, which appear elsewhere in this report. The following data for fiscal years 1997 and 1996 has been derived from consolidated financial statements audited by Arthur Andersen LLP, which do not appear in this report. The information set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Annual Report on Form 10-K.

Years Ended October 31,	2000	1999	1998	1997	1996
Statements of operations data:					
Revenues	$223,019,000	$212,531,000	$212,733,000	$191,651,000	$170,123,000
Earnings from continuing operations	7,061,000	7,127,000	11,465,000	12,629,000	10,758,000
Loss from discontinued operations (net of income taxes)	---	---	(4,800,000)	---	(5,998,000)
Net earnings	$ 7,061,000	$ 7,127,000	$ 6,665,000	$ 12,629,000	$ 4,760,000
Net earnings per common share:					
Continuing operations					
Basic:	$ .68	$ .67	$ 1.08	$ 1.19	$ 1.02
Diluted:	.67	.66	1.07	1.17	1.00
Discontinued operations					
Basic:	---	---	(.45)	---	(.57)
Diluted:	---	---	(.45)	---	(.56)
Net earnings per common share:					
Basic:	.68	.67	.63	1.19	.45
Diluted:	.67	.66	.62	1.17	.44
Weighted average number of common shares outstanding	10,451,000	10,665,000	10,644,000	10,622,000	10,567,000
Weighted average number of common and common equivalent shares outstanding	10,530,000	10,777,000	10,743,000	10,808,000	10,765,000
Balance Sheet Data:					
Working capital	$ 63,508,000	$ 59,782,000	$ 58,826,000	$ 51,769,000	$ 46,505,000
Total assets	137,926,000	127,531,000	127,131,000	122,867,000	99,523,000
Long-term debt	5,714,000	7,143,000	11,571,000	6,000,000	---
Stockholders' equity	94,087,000	90,772,000	83,336,000	76,307,000	63,225,000

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements.

Any forward-looking statements made by or on behalf of the Company are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that such forward-looking statements involve risks and uncertainty in that actual results may differ materially from those projected in the forward-looking statements. These risks and uncertainties include, without limitation, the following:

- Difficulties in scheduling which could arise from the inability to obtain materials or components in sufficient quantities as needed for the Company's manufacturing and assembly operations,

- Difficulties in scheduling which could arise from significant customer-directed shipment delay,

- Significant decreases in the Company's backlog,

- Unforeseen political or economic problems in countries to which the Company exports its products,

- Unforeseen material employee relations problems,

- Problems in the quality, the design, the production methods or pricing of its products,

- Unfavorable material litigation or claims made against the Company, and

- Changes in general market conditions, competition and pricing.

RESULTS OF OPERATIONS

The following table sets forth, as a percentage of revenues, certain items from the Consolidated Statements of Operations.

	YEARS ENDED OCTOBER 31,		
	2000	1999	1998
Revenues	100.0%	100.0%	100.0%
Gross profit	18.2	18.9	22.5
Selling, general and administrative expenses	13.5	13.8	14.5
Interest (income) expense, net	---	.2	.1
Earnings from continuing operations	3.2	3.4	5.4
Loss from discontinued operations	---	---	(2.3)
Net earnings	3.2	3.4	3.1

Revenues

The Company reported revenues of $223,019,000, $212,531,000 and $212,733,000 in fiscal years 2000, 1999 and 1998, respectively. Revenues increased 5% in fiscal year 2000 as compared to fiscal year 1999. Revenues were higher in the switchgear products and bus duct segments in fiscal 2000, which was partially offset by lower revenues from the process control segment. Revenues were flat in fiscal year 1999 when compared to fiscal year 1998 due to higher revenues from the process control and bus duct segments which was fully offset by lower revenues from the switchgear product segment.

Export revenues were a declining but still an important component of the Company's operations, accounting for 20%, 33% and 40% of consolidated revenues in fiscal years 2000, 1999 and 1998, respectively. A schedule is provided in Note I of the Notes to Consolidated Financial Statements showing the geographic areas in which these sales were made. This schedule shows the reduction in international revenues in 2000 to be mainly from the Middle Eastern and African countries. Management anticipates that consolidated revenues will increase in fiscal 2001 and that export revenues will continue to contribute approximately 20% to 30% of consolidated revenues.

Gross profit

Gross profit, as a percentage of revenues, was 18.2%, 18.9%, and 22.5% in fiscal years 2000, 1999 and 1998, respectively. The decrease in 2000 from 1999 was due mainly to unfavorable inventory adjustment at one of our switchgear operations and additional costs on a major project at our process control segment. The decrease in 1999 from 1998 was due mainly to lower switchgear product segment prices and volumes. The Company continues to implement lean manufacturing initiatives to respond to the competitive markets it serves.

Selling, general and administrative expenses

Selling, general and administrative expenses as a percentage of revenues were 13.5%, 13.8%, and 14.5% for fiscal years 2000, 1999 and 1998, respectively. The decrease in fiscal year 2000 as a percentage of revenues, was due to controlling of expenses as revenues increased in 2000. The reduction in 1999 compared to 1998 was due mainly to lower incentives and bonus expense payments offset somewhat by higher research and development costs.

Interest (income) expense, net

The following schedule shows the amounts of interest expense and income:

	2000	1999	1998
Interest expense	639	$774	$558
Interest income	(683)	(413)	(319)
Net interest	$(44)	$361	$239

Sources of interest expense were related to bank notes in fiscal years 2000, 1999 and 1998 bearing interest at approximately 6%.

Sources of interest income were related to a note receivable and to short-term investments of available funds at various rates between 4% and 7%.

Income tax provision

The effective income tax rate on earnings from continuing operations before income taxes was 35.1%, 31.8%, and 31.5% for fiscal years 2000, 1999 and 1998, respectively. The effective income tax rates are slightly above the statutory rate for 2000 due primarily to state income taxes, but lower than the statutory rate in 1999 and 1998 due primarily to foreign sales corporation credits.

Earnings from continuing operations

Earnings from continuing operations recorded in fiscal year 2000 were $7,061,000 or $.67 per diluted share. This represented a one percent decrease in earnings compared to fiscal year 1999 earnings. The decrease was due mainly to an unfavorable inventory adjustment at one of our switchgear operations and additional costs on a major project at our process control segment offset by increased volumes at the switchgear and bus duct segments. Earnings from continuing operations recorded in fiscal year 1999 were $7,127,000 or $.66 per diluted share, a decrease of 38% compared to earnings from continuing operations of $11,465,000 or $1.07 per diluted share in fiscal year 1998. This decrease was primarily due to reduced revenues and lower margins from the switchgear segment, which was the result of lower prices.

Discontinued operations

See Note M to Notes to Consolidated Financial Statements for discussion of the operations that were discontinued in fiscal year 1998.

Net earnings

Net earnings were $7,061,000 or $.67 per diluted share in fiscal year 2000 compared to $7,127,000 or $.66 per diluted share and $6,665,000 or $.62 per diluted share in fiscal years 1999 and 1998, respectively. The losses from discontinued operations, referred to in the previous paragraph, resulted in higher net earnings in fiscal year 1999 as compared to 1998.

LIQUIDITY AND CAPITAL RESOURCES

In September 1998, the Company amended a revolving line of credit agreement with a major domestic bank. The amendment provided for a $10,000,000 term loan and a revolving line of credit of $20,000,000. In December 1999 the revolving line of credit was amended to reduce the line to $15,000,000 and to extend the maturity date to February 2002. The term loan has a maturity of five years with nineteen equal quarterly payments of $357,143 and a final payment of the remaining principal balance on September 30, 2003. The effective interest rate, after including an interest rate swap negotiated with the trust company of the same domestic bank, is 5.2 percent per annum plus a .75 to 1.25 percent fee based on financial covenants. The proceeds of the term loan were used to pay the Settlement Agreement discussed in Note M to the Consolidated Financial Statements and to pay down the revolving line of credit. As of October 31, 2000, the Company had no borrowings outstanding under this revolving line of credit.

The Company's ability to satisfy its cash requirements is evaluated by analyzing key measures of liquidity applicable to the Company. The following table is a summary of the liquidity measures which management believes to be significant.

	2000	1999	1998
Working capital	$63,508,000	$59,782,000	$58,826,000
Current ratio	2.75 to 1	3.13 to 1	2.95 to 1
Debt to total capitalization	.1 to 1	.1 to 1	.1 to 1

Management believes that the Company continues to maintain a strong liquidity position. The change in working capital in fiscal 2000 compared to 1999 was only $3,726,000. However, during 2000 there were large increases in accounts receivable and in costs and estimated earnings in excess of billings partially offset by an increase in accounts payable. These increases resulted in a large decrease in cash and cash equivalents. The minimal increase in working capital at October 31, 1999, as compared to October 31, 1998 is due mainly to large reductions in costs and estimated earnings in excess of billings, and inventories, offset particularly by a reduction in accounts payable.

Operating cash flows of $426,000 for fiscal 2000 were significantly lower than operating cash flow amounts in the previous year due to the build up of accounts receivable and costs in excess of billings because of sales volume increases in the fourth quarter of 2000. Operating cash flows were $18,505,000 in fiscal 1999. The increase in operating cash flows in fiscal year 1999 compared to fiscal 1998 was due to the decreases in costs and estimated earnings in excess of billings, accounts receivable, and inventories which was partially offset by decreases in accounts payable and accrued liabilities.

Capital expenditures totaled $2,648,000 during fiscal year 2000 compared to $5,156,000 during fiscal year 1999. The major expenditures in 2000 were for the purchase of machinery and equipment. During fiscal year 1999 the majority of the capital expenditures were for the purchase of a facility in North Canton, Ohio and for machinery and equipment. Management expects the Company's capital expenditures program to be approximately $4,500,000 in fiscal year 2001, primarily for additions and replacement of machinery and equipment.

The Company announced in December 1999 that authorization had been given by the Board of Directors to repurchase up to $5,000,000 of its outstanding common stock, subject to market conditions. Pursuant to this plan, the Company repurchased 505,400 shares of its common stock at an aggregate cost of approximately $4,669,000 through October 31, 2000. Repurchased shares are added to treasury stock and are available for general corporate purposes including issuance under the Company's employee stock option plan.

The Company's fiscal year 2000 asset management program will continue to focus on the reduction of accounts receivable days outstanding and reduction in inventories. Management believes that the cash and cash equivalents of $2,114,000 at October 31, 2000, along with funds generated from operating activities and funds available through borrowings from the revolving line of credit will be sufficient to meet the capital requirements and operating needs of the Company for at least the next twelve months.

EFFECTS OF INFLATION AND RECESSION

During the last three years, the Company has not experienced any significant effects of inflation on its operations. Management continues to evaluate the potential impact inflation could have on future growth and minimizes the impact by including escalation clauses in long-term contracts. Recent marketing and financial reports indicate that the current economic conditions should remain in 2001 at approximately the same level as 2000 and the Company does not anticipate significant increases in inflation in the immediate future.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company's financial instruments include cash and equivalents, accounts receivable, accounts payable, debt obligations and interest rate swaps. The book value of cash and cash equivalents, accounts receivable and accounts payable are considered to be representative of fair value because of the short maturity of these instruments. The Company believes that the carrying value of its borrowings under the credit agreement approximate their fair value as they bear interest at rates indexed to the Bank's IBOR. The Company's accounts receivable are not concentrated in one customer or one industry and are not viewed as an unusual credit risk. The Company had recorded an allowance for doubtful accounts of $505,000 at October 31, 2000 and $852,000 at October 31, 1999, respectively.

The interest rate swap agreement, which is used by the Company in the management of interest rate exposure is accounted for on the accrual basis. Income and expense resulting from this agreement is recorded in the same category as interest expense accrued on the related term note. Amounts to be paid or received under the interest rate swap agreement are recognized as adjustments to interest expense in the periods in which they occur.

At October 31, 2000 the Company had $7,143,000 in borrowings subject to the interest rate swap at a rate of 5.20% through September 30, 2003. The 5.20% rate is currently approximately 1.5% below market and should represent approximately $85,000 of reduced interest expense for fiscal year 2001 assuming the current market interest rates do not change. The approximate fair value of the swap agreement at October 31, 2000 is $192,000. The fair value is the estimated amount the Company would receive to terminate the contract. The agreements require that the Company pay the counterparty at the above fixed swap rate and require the counterparty to pay the Company interest at the 90 day LIBOR rate. The closing 90 day LIBOR rate on October 31, 2000 was 6.76%.

In June 1998 the FASB issued SFAS No. 133 - "Accounting for Derivative Instruments and Hedging Activities". In June 1999, the FASB issued SFAS 137, which amended the effective adoption date of SFAS 133. This statement establishes accounting and reporting standards for derivative instruments, including derivative instruments embedded in other contracts, and for hedging activities. The statement, as amended and which is to be applied prospectively, is effective for the Company's quarter ending January 31, 2001. The Company adopted SFAS No. 133, as amended, on November 1, 2000. Accordingly, the Company recorded an asset of $192,000 representing the fair value of its interest rate swap agreement which is used by the Company in the management of interest rate exposure. The Company also realized this amount as a component of comprehensive income.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors and Stockholders of Powell Industries, Inc.:

We have audited the accompanying consolidated balance sheets of Powell Industries, Inc. (a Nevada corporation) and subsidiaries as of October 31, 2000 and 1999, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended October 31, 2000. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Powell Industries, Inc. and subsidiaries as of October 31, 2000 and 1999, and the consolidated results of their operations and their cash flows for each of the three years in the period ended October 31, 2000, in conformity with accounting principles generally accepted in the United States.

ARTHUR ANDERSEN LLP

Houston, Texas
November 29, 2000

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	OCTOBER 31, 2000	OCTOBER 31, 1999
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 2,114	$10,646
Accounts receivable, less allowance for doubtful accounts of $505 and $852, respectively	54,205	43,003
Costs and estimated earnings in excess of billings	24,292	16,191
Inventories	17,523	15,173
Deferred income taxes	---	1,028
Income taxes receivable	1,012	---
Prepaid expenses and other current assets	827	1,795
Total Current Assets	99,973	87,836
Property, plant and equipment, net	31,383	33,286
Deferred income taxes	1,419	1,316
Other assets	5,151	5,093
Total Assets	$137,926	$127,531
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts and income taxes payable	$ 16,373	$ 9,911
Accrued salaries, bonuses and commissions	6,736	5,447
Accrued product warranty	1,316	1,335
Other accrued expenses	5,296	4,727
Billings in excess of costs and estimated earnings	5,315	4,205
Current maturities of long-term debt	1,429	2,429
Total Current Liabilities	36,465	28,054
Long-term debt, net of current maturities	5,714	7,143
Deferred compensation expense	1,241	1,127
Postretirement benefits liability	419	435
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock, par value $.01; 5,000,000 shares authorized; none issued		
Common stock, par value $.01; 30,000,000 shares authorized; 10,821,000 and 10,675,000 shares issued, respectively	108	107
Additional paid-in capital	6,830	6,043
Retained earnings	94,425	87,364
Treasury stock, 505,400 shares and -0- shares respectively, at cost	(4,669)	---
Deferred compensation-ESOP	(2,607)	(2,742)
Total Stockholders' Equity	94,087	90,772
Total Liabilities and Stockholders' Equity	$137,926	$127,531

The accompanying notes are an integral part of these consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	YEARS ENDED OCTOBER 31,		
	2000	1999	1998
Revenues	$ 223,019	$ 212,531	$212,733
Cost of goods sold	182,340	172,353	164,944
Gross profit	40,679	40,178	47,789
Selling, general & administrative expenses	29,841	29,354	30,805
Earnings from continuing operations before interest and income taxes	10,838	10,824	16,984
Interest expense (income), net	(44)	361	239
Earnings from continuing operations before income taxes	10,882	10,463	16,745
Income tax provision	3,821	3,336	5,280
Earnings from continuing operations	7,061	7,127	11,465
Loss from discontinued operations, net of income taxes	---	---	(4,800)
Net earnings	$ 7,061	$ 7,127	$ 6,665
Earnings (loss) per common share:			
Continuing operations:			
Basic	$ .68	$ .67	$ 1.08
Diluted	.67	.66	1.07
Discontinued operations:			
Basic	$ ---	$ ---	$ (.45)
Diluted	---	---	(.45)
Net earnings:			
Basic	$ .68	$ .67	$ .63
Diluted	.67	.66	.62
Weighted average number of common shares outstanding	10,451	10,665	10,644
Weighted average number of common and common equivalent shares outstanding	10,530	10,777	10,743

The accompanying notes are an integral part of these consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(IN THOUSANDS)

	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	TREASURY STOCK	DEFERRED COMPENSATION ESOP	TOTAL
Balance, October 31, 1997	10,643	$ 106	$5,782	$73,572		$(3,153)	$76,307
Net earnings				6,665			6,665
Amortization of deferred compensation-ESOP						226	226
Exercise of stock options	16	1	137				138
Balance, October 31, 1998	10,659	107	5,919	80,237		(2,927)	83,336
Net earnings				7,127			7,127
Amortization of deferred compensation-ESOP						185	185
Exercise of stock options	16	---	124				124
Balance, October 31, 1999	10,675	107	6,043	87,364		(2,742)	90,772
Net earnings				7,061			7,061
Amortization of deferred compensation-ESOP						135	135
Exercise of stock options	146	1	787				788
Purchases of Treasury Stock	(505)				(4,669)		(4,669)
Balance, October 31, 2000	10,316	$ 108	$6,830	$94,425	$(4,669)	$(2,607)	$94,087

The accompanying notes are an integral part of these consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	YEARS ENDED OCTOBER 31, 2000	1999	1998
Operating Activities:			
Net earnings	$7,061	$7,127	$6,665
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:			
Depreciation and amortization	4,669	4,420	4,070
Deferred income tax provision (benefit)	1,166	(802)	861
Postretirement benefits liability	(16)	(410)	(387)
Changes in operating assets and liabilities:			
Accounts receivable, net	(11,202)	1,252	6,136
Costs and estimated earnings in excess of billings	(8,101)	8,592	(5,797)
Inventories	(2,350)	1,111	(2,681)
Prepaid expenses and other current assets	968	(354)	1,153
Other assets	(177)	(364)	(291)
Accounts payable and income taxes payable or receivable	5,450	(1,238)	571
Accrued liabilities	1,598	(1,315)	(2,491)
Billings in excess of costs and estimated earnings	1,110	360	(7,111)
Deferred compensation expense	250	126	285
Net cash provided by operating activities	426	18,505	983
Investing Activities:			
Purchases of property, plant and equipment	(2,648)	(5,156)	(9,739)
Net cash used in investing activities	(2,648)	(5,156)	(9,739)
Financing Activities:			
Borrowings of long-term debt	---	17,500	21,786
Payments of long-term debt	(2,429)	(20,928)	(14,785)
Payments to reaquire common stock	(4,669)	---	---
Exercise of stock options	788	124	137
Net cash provided by (used in) financing activities	(6,310)	(3,304)	7,138
Net increase (decrease) in cash and cash equivalents	(8,532)	10,045	(1,618)
Cash and cash equivalents at beginning of year	10,646	601	2,219
Cash and cash equivalents at end of year	$ 2,114	$10,646	$ 601
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 638	$ 813	$ 502
Cash paid for income taxes	$ 3,200	$ 2,450	$2,039

The accompanying notes are an integral part of these consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. BUSINESS AND ORGANIZATION

Powell Industries, Inc. ("Powell" or the "Company") was incorporated under the laws of the state of Nevada in December 1968. The Company is the successor to a corporation founded by William E. Powell in 1947, which merged into the Company in 1977.

Powell Industries, Inc. designs, manufactures and packages systems and equipment for the control, distribution and management of electrical energy and other dynamic processes. Headquartered in Houston, Powell operates five subsidiaires and provides products and services to large industrial customers such as oil and gas producers, refineries, petrochemical plants, pulp and paper producers, mining operations, commuter railways and vehicular transportation facilities, as well as public and private utilities.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Powell Industries, Inc. and its wholly-owned subsidiaries (the Company). All material intercompany accounts and transactions have been eliminated.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of less than three months to be cash equivalents.

Accounts Receivable

The Company's receivables are generally not collateralized. Management performs ongoing credit analyses of the accounts of its customers and provides allowances as deemed necessary. Accounts receivable at October 31, 2000 and 1999 include $5,948,000 and $5,653,000, respectively, due from customers in accordance with applicable retainage provisions of engineering and construction contracts, which will become billable upon completion of such contracts. Approximately $4,203,000 of the retained amount at October 31, 2000 is expected to be billed subsequent to October 31, 2001.

Inventories

Inventories are stated at the lower of cost (primarily first-in, first-out method) or market and include material, labor and manufacturing overhead.

Property, Plant and Equipment

Property, plant and equipment is stated at cost and is depreciated using the straight-line method over the estimated useful lives of the assets. Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and betterments which extend the useful lives of existing equipment are capitalized and depreciated. Upon retirement or disposition of property, plant and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the statements of operations.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Amortization of Intangibles

Included in other assets are net intangible assets totaling $1,678,000 and $1,915,000 at October 31, 2000 and 1999, respectively. Intangible assets primarily include goodwill and patents which are amortized using the straight-line method over periods ranging from five to twenty years. The accumulated amortization of intangible assets totaled $1,966,000 and $1,954,000 at October 31, 2000 and 1999, respectively. Management continually evaluates whether events or circumstances have occurred that indicate the remaining estimated useful life of intangible assets may warrant revision or that remaining balances may not be recoverable.

Long-Lived Assets

In accordance with Statement of Financial Accounting Standards (SFAS) No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of," the Company evaluates the recoverability of property, plant and equipment or other assets, if facts and circumstances indicate that any of those assets might be impaired. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if an impairment of such property has occurred. The effect of any impairment would be to expense the difference between the fair value of such property and its carrying value.

Revenue Recognition

Revenues from product sales are recognized upon transfer of title at the time of shipment (FOB shipping point), when all significant contractual obligations have been satisfied, the price is fixed or determinable, and collectability is reasonably assured. Contract revenues are recognized on a percentage-of- completion basis primarily using labor dollars or hours incurred to date in relation to estimated total labor dollars or hours of the contracts to measure the stage of completion. Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies and depreciation costs. Provisions for total estimated losses on uncompleted contracts are recorded in the period in which they become evident.

Warranties

The Company provides for estimated warranty costs at the time of sale based upon historical rates applicable to individual product lines. In addition, specific provisions are made when the costs of such warranties are expected to exceed accruals.

Research and Development Expense

Research and development costs are charged to expense as incurred. Such amounts were $2,920,000, $3,031,000, and $2,693,000 in fiscal years 2000, 1999 and 1998, respectively.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain reclassifications of prior year amounts have been made in order to conform with the classifications used in the current year presentation.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Income Taxes

The Company accounts for income taxes using SFAS No. 109 "Accounting for Income Taxes". Under SFAS No. 109, deferred income tax assets and liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using enacted tax rates. Under this standard, the effect on deferred income taxes of a change in tax rates is recognized in income in the period that the tax rate changes.

New Accounting Standards

In June 1998 the Financial Accounting Standards Board (FASB) issued SFAS No. 133 - "Accounting for Derivative Instruments and Hedging Activities". In June 1999, the FASB issued SFAS 137, which amended the effective adoption date of SFAS 133. This statement establishes accounting and reporting standards for derivative instruments, including derivative instruments embedded in other contracts, and for hedging activities. The statement, as amended and which is to be applied prospectively, is effective for the Company's quarter ending January 31, 2001. The Company adopted SFAS No. 133, as amended, on November 1, 2000. Accordingly, the Company recorded an asset of $192,000 representing the fair value of its interest rate swap agreement which is used by the Company in the management of interest rate exposure. The Company also realized this amount as a component of comprehensive income.

In December 1999, the Securities and Exchange Commission staff issued Staff Accounting Bulletin No. 101 (SAB101). The staff has deferred the implementation date of SAB101 until no later than the fourth quarter of fiscal years beginning after December 15, 1999. SAB101 reflects the basic principles of revenue recognition in existing accounting principles generally accepted in the United States. SAB101 does not supersede any existing authoritative literature. Management has revived the staff's views presented in SAB101 and does not believe the adoption of SAB101 will have a material impact on the financial position or results of operations of the Company.

C. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share date):

	Years Ended October 31,		
	2000	1999	1998
Numerator:			
Numerator for basic and diluted earnings per share-earnings from continuing operations available to common stockholders	$7,061	$ 7,127	$11,465
Denominator:			
Denominator for basic earnings per share-weighted-average shares	10,451	10,665	10,644
Effect of dilutive securities-Employee stock options	79	112	99
Denominator for diluted earnings per share-adjusted weighted-average shares with assumed conversions	10,530	10,777	10,743
Basic earnings per share	$ .68	$ .67	$ 1.08
Diluted earnings per share	$ .67	$ .66	$ 1.07

D. INVENTORIES

The components of inventories are summarized below (in thousands):

	October 31, 2000	October 31, 1999
Raw materials, parts and subassemblies	$11,162	$ 9,058
Work-in-process	6,361	6,115
Total inventories	$17,523	$15,173

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is summarized below (in thousands):

	October 31, 2000	October 31, 1999	Range of Asset Lives
Land	$3,193	$ 3,193	----
Buildings and improvements	30,640	30,638	3-39 Years
Machinery and equipment	29,001	30,409	3-15 Years
Furniture and fixtures	3,690	4,464	3-10 Years
Construction in progress	1,141	1,035	----
	67,665	69,739	
Less-accumulated depreciation	(36,282)	(36,453)	
Total property, plant and equipment, net	$31,383	$33,286	

F. EMPLOYEE BENEFIT PLANS

The Company has a defined employee contribution 401(k) plan for substantially all of its employees. The Company matches 50% of employee contributions up to an employee contribution of six percent of their salary. The Company recognized expenses of $1,098,000, $1,040,000, and $934,000 in fiscal years 2000, 1999 and 1998, respectively, under this plan.

Two long service employees are participants in a deferred compensation plan providing payments in accordance with a predetermined plan upon retirement or death. The Company recognizes the cost of this plan over the projected years of service of the participant. The Company has insured the lives of these key employees to assist in the funding of the deferred compensation liability.

The Company has established an employee stock ownership plan (ESOP) for the benefit of substantially all full-time employees other than employees covered by a collective bargaining agreement to which the ESOP has not been extended by agreement or by action of the Company. The ESOP initially purchased 793,525 shares of the Company's common stock from a major stockholder. At October 31, 2000 and 1999 there were 679,637 and 697,712 shares in the trust with 259,772 and 230,342 shares allocated to participants, respectively. The funding for this plan was provided through a loan from the Company of $4,500,000. This loan will be repaid by the ESOP over a twenty-year period with equal payments of $424,000 per year including interest at 7 percent. The Company recorded deferred compensation as a contra-equity account for the amount loaned to the ESOP in the accompanying consolidated balance sheets. The Company is required to make annual contributions to the ESOP to enable it to repay its loan to the Company. The deferred compensation account is amortized as compensation expense over twenty years as employees earn their shares for services rendered. The loan agreement also provides for prepayment of the loan if the Company elects to make any additional contributions. The compensation expense for fiscal years 2000, 1999 and 1998 was $135,000, $185,000, and $226,000, respectively. The receivable from the ESOP is recorded as a reduction from stockholders' equity and the allocated and unallocated shares of the ESOP are treated as outstanding common stock in the computation of earnings per share.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

In November 1992, the Company established a plan for each subsidiary to extend to retirees health benefits which are available to active employees under the Company's existing health plans. Participants became eligible for retiree health care benefits when they retired from active service at age 55 with ten years of service. Generally, the health plans paid a stated percentage of medical and dental expenses reduced for any deductible and co-payment. These plans were unfunded. Medical coverage may be continued by the retired employee up to age 65 at the average cost to the Company of active employees. At the age of 65, when the employee became eligible for Medicare, the benefits provided by the Company were to be reduced by the amount provided by Medicare and the cost to the retired employee would be reduced to 50 percent of the average cost to the Company of active employees.

In 1994, the Company modified its postretirement benefits to provide retiree healthcare benefits to only current retirees and active employees who were eligible to retire by December 31, 1999. Participants eligible for such benefits were required to pay between 20 percent and 100 percent of the Company's average cost of benefits based on years of service. In addition, benefits would end upon the employee's attainment of age 65. The effect of these modifications significantly reduced the Company's postretirement benefits cost and accumulated benefits obligation.

In 2000, the Company again modified its postretirement benefits to provide retiree healthcare benefits to current retirees and active employees who were eligible to retire after December 31, 1999. The retired employee's cost of the optional retiree coverage under the plan is based on the full COBRA cost of that coverage, reduced by a fixed dollar amount for each additional service year in excess of ten (10) service years.

The following table illustrates the components of net periodic benefits expense, funded status, the change in funded status, and the change in accumulated benefit obligation of the postretirement benefit plans (in thousands):

	October 31,		
	2000	1999	1998
Components of net periodic postretirement benefits expense (income):			
Service cost	$16	$1	$4
Interest cost	27	25	36
Prior service cost	(40)	(318)	(318)
Net (gain)/loss recognized	(14)	(77)	(7)
Net periodic postretirment benefits expense (income)	$(11)	$(369)	$(285)
Funded Status:			
Retirees	$51	$166	$228
Fully eligible active participants	420	234	316
Other actual participants	---	---	25
Accumulated postretirement benefits obligation	471	400	569
Less unrecognized balances:			
Prior service cost	161	(53)	(370)
Net actuarial (gain)/loss	(109)	18	94
Net amount recognized	$419	$435	$845

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Changes in accumulated postretirement benefits obligation:

Balance at beginning of year	$400	$569	$659
Service cost	16	1	4
Interest cost	27	25	36
(Gain)/Loss due to plan change	174	----	----
Actuarial (gain)/loss	(141)	(155)	(37)
Benefits paid	(5)	(40)	(93)
Balance at end of year	$471	$400	$569
Fair value of plan assets	$---	$---	$---

Weighted average assumptions as of October 31, 2000 (in thousands):

	2000	1999
Discount rate	7%	6%
Expected return on plan assets	N/A	N/A
Rate of compensation increase	N/A	N/A

The assumed health care cost trend measuring the accumulated postretirmenet benefits obligation was 6% in both fiscal years 2000 and 1999. The trend is expected to remain at 6% for fiscal year 2000 and later. If the health care trend rate assumptions were increased by 1% as of October 31, 2000, there would be no effect of this change on the accumulated postretirement benefits obligation or net postretirement benefit cost for 2000.

G. DEBT

In September 1998, the Company amended an existing agreement for a revolving line of credit with a major U.S. bank. The amendment provided for a $10,000,000 term loan and a revolving line of credit of $20,000,000. In December 1999 the Company amended the agreement to reduce the line of credit to $15,000,000. The term loan has a maturity of five years with nineteen equal quarterly payments of $357,143 and a final payment of the remaining principal balance on September 30, 2003. The effective interest rate, after including the results of an interest rate swap negotiated with the trust company of the same domestic bank, is 5.20 percent per annum plus a .75 to 1.25 percent fee based on financial covenants. The revolving line of credit provides for the Company to elect an interest rate on amounts borrowed of (1) the bank's prime rate less .5 percent (on the first $5,000,000) and prime rate on additional borrowings, or (2) the bank's IBOR rate plus an additional percentage of .75% to 1.25% based on the Company's performance. Also, a fee of .20 to .25 percent is charged on the unused balance of the line. The agreement contains customary affirmative and negative covenants and requirements to maintain a minimum level of tangible net worth and profitability. As of October 31, 2000, there were no borrowings under this line of credit. The agreement, as amended, expires on February 28, 2002.

The interest rate swap agreement, which is used by the Company in the management of interest rate exposure, is accounted for on the accrual basis. Income and expense resulting from this agreement is recorded in the same category as interest expense accrued on the related term note. Amounts to be paid or received under the interest rate swap agreement are recognized as an adjustment to interest expense in the periods in which they occur. The notional amount of the swap agreement is $10,000,000 and follows the same reduction schedule as the term loan. The agreement requires that the Company pay the counterparty at the above fixed swap rate and requires the counterparty to pay the Company interest at the 90 day LIBOR rate. The closing 90 day LIBOR rate on October 31, 2000 was 6.76%. The Company considers the risk of non-performance by its swap partner to be minimal.

Long-term debt is summarized below (in thousands):

	October 31, 2000	October 31, 1999
Five year term note	$7,143	$8,572
Revolving line of credit	---	---
NatWest promissory note (see Note M below)	---	1,000
Total debt	7,143	9,572
Less-current maturities	(1,429)	(2,429)
Total long-term debt	$5,714	$7,143

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The interest expense recorded during the year was $638,000, $774,000 and $558,000 in 2000, 1999 and 1998, respectively. The annual maturities of long-term debt for the years 2001 through 2004 are as follows: $1,429,000, $1,429,000, $4,285,000 and $0, respectively. See footnote N for the discussion of the fair market value of the debt instruments.

H. INCOME TAXES

The net deferred income tax asset is comprised of the following (in thousands):

	October 31, 2000	October 31, 1999
Current deferred income taxes:		
Gross assets	$1,669	$1,804
Gross liabilities	(1,910)	(776)
Net current deferred income tax asset (liability)	(241)	1,028
Noncurrent deferred income taxes		
Gross assets	1,486	1,400
Gross liabilities	(67)	(84)
Net noncurrent deferred income tax asset	1,419	1,316
Net deferred income tax asset	$1,178	$2,344

The tax effect of significant temporary differences representing deferred income tax assets and liabilities are as follows (in thousands):

	October 31, 2000	October 31, 1999
Allowance for doubtful accounts	$ 97	$ 189
Reserve for accrued employee benefits	474	625
Warranty reserves	453	855
Uncompleted long-term contracts	(1,910)	(776)
Depreciation and amortization	302	267
Deferred compensation	442	445
Postretirement benefits liability	123	209
Accrued legal expenses	444	229
Uniform capitalization and inventory	508	512
Other	245	(211)
Net deferred income tax asset	$1,178	$2,344

The components of the income tax provision consist of the following (in thousands):

	Years Ended October 31, 2000	1999	1998
Continuing Operations:			
Current:			
Federal	$2,445	$3,896	$4,198
State	209	242	221
Deferred:			
Federal	1,167	(802)	861
Income tax provision-continuing operations	3,821	3,336	5,280
Discontinued Operations:			
Current	---	---	(3,821)
Deferred	---	---	1,371
Income tax provision-discontinued operations	---	---	(2,450)
Total income tax provision	$3,821	$3,336	$2,830

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

A reconciliation of the statutory U.S. income tax rate and the effective income tax rate, as computed on earnings from continuing operations before income taxes reflected in each of the three years presented in the Consolidated Statements of Operations is as follows:

	Years Ended October 31,		
	2000	1999	1998
Statutory rate	34%	34%	34%
Foreign sales corporation credits	(1)	(3)	(3)
State income taxes, net of federal benefit	2	2	1
Other	---	(1)	---
Effective rate	35%	32%	32%

I. SIGNIFICANT SALES DATA

No single customer or export country accounted for more than 10 percent of consolidated revenues in fiscal years 2000, 1999 and 1998.

Export sales are as follows (in thousands):

	Years Ended October 31,		
	2000	1999	1998
Europe (including former Soviet Union)	$734	$ 1,928	$ 500
Far East	17,200	15,867	27,502
Middle East and Africa	7,832	31,364	31,694
North, Central and South America (excluding U. S.)	18,655	21,214	25,752
Total export sales	$44,421	$70,373	$85,448

J. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases certain offices, facilities and equipment under operating leases expiring at various dates through 2003. At October 31, 2000, the minimum annual rental commitments under leases having terms in excess of one year are as follows (in thousands):

Year Ending October 31	Operating Leases
2001	1,408
2002	1,129
2003	533
2004	428
2005	390
Thereafter	603
Total lease commitments	$4,491

Lease expense for all operating leases, excluding leases with terms of less than one year, was $1,325,000, $1,328,000 and $1,259,000 for fiscal years 2000, 1999 and 1998, respectively.

Letters of Credit and Bonds

The Company is contingently liable for secured and unsecured letters of credit and performance bonds totaling approximately $2,002,878 and $133,293,863 respectively, that were outstanding at October 31, 2000.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Litigation

The Company is a party to disputes arising in the ordinary course of business. Management does not believe that the ultimate outcome of these disputes will materially affect the financial position or future results of operations of the Company.

K. STOCK OPTIONS AND GRANTS

In March 1992, the stockholders approved an amendment to a plan that was adopted in March 1989, in which 750,000 shares of the Company's common stock would be made available through an incentive program for certain employees of the Company. In March 1996, the stockholders approved an amendment to increase the maximum shares available under the plan from 750,000 shares to 1,500,000 shares of common stock. The awards available under the plan include both stock options and stock grants and are subject to certain conditions and restrictions as determined by the Compensation Committee of the Board of Directors. There were no stock grants during fiscal years 2000, 1999 and 1998.

Stock options granted under the plan are non-qualified and are granted at a price equal to the fair market value of the common stock at the date of grant. Generally, options granted have terms of seven years from the date of grant and will vest in increments of 20 percent per year over a five year period on the yearly anniversary of the grant date. The plan provides for additional stock to be awarded equal to 20 percent of all options which are exercised and then held for a period of five years.

There were 213,864 shares available under the plan to be granted as of October 31, 2000. Stock option activity (number of shares) for the Company during fiscal years 2000, 1999 and 1998 was as follows:

	2000	1999	1998
Outstanding, beginning of year	778,635	527,560	577,060
Granted:			
Stock options $8.50 per share		301,850	
Stock options $8.44 per share	12,000		
Exercised:			
Stock options $6.25 per share	(19,960)	(3,300)	(7,800)
Stock options $6.75 per share	(95,295)	(5,375)	(8,100)
Stock options $8.50 per share	(1,280)	-0-	-0-
Forfeited:			
Stock options $6.25 per share	-0-	(14,700)	(13,800)
Stock options $6.75 per share	-0-	(9,000)	(1,800)
Stock options $15.81 per share	(10,000)	(18,400)	(18,000)
Stock options $8.50 per share	(9,370)	-0-	-0-
Outstanding, ranging from $6.25 to $15.81 per share, at the end of year	654,730	778,635	527,560

The following table summarizes information about stock options outstanding as of October 31, 2000:

Range of Exercise Prices	Number Outstanding at 10/31/00	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at 10/31/00	Weighted Average Exercise Price
$6.25	150,430	1.6	$ 6.25	150,430	$ 6.25
15.81	201,100	3.7	15.81	121,500	15.81
8.50	291,200	5.7	8.50	58,240	8.50
8.44	12,000	6.7	8.44	---	8.44
$6.25-15.81	654,730	4.1	$10.23	330,170	$10.17

The weighted average fair value of options granted during fiscal 2000 was $4.26 per option.

The Company applies Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", in accounting for employee stock options whereby no compensation expense is recorded related to the options granted equal to the market value of the stock on the date of grant. If compensation expense had been determined based on the Black-Scholes option pricing model value at the grant date for stock option awards consistent with the provisions of SFAS No. 123, "Accounting for Stock-Based Compensation", the Company's net income and earnings per share would have been as follows:

	2000	1999	1998
Net income:			
As reported	$7,061	$7,127	$6,665
Pro forma	6,585	6,807	6,370
Earnings per share:			
As reported	$ .67	$ .66	$ .62
Pro forma	.63	.63	.59

The SFAS No. 123 method of accounting has not been applied to options granted prior to October 31,1995, and the resulting pro forma compensation expense may not be indicative of pro forma expense in future years.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Expected life of options	7 years
Risk-free interest rate	5.99% - 6.43%
Expected dividend yield	0.00%
Expected stock price volatility	36.23% - 41.48%

L. PRODUCTION CONTRACTS

For contracts in which the percentage-of-completion method is used, costs and estimated earnings in excess of billings are reported as a current asset and billings in excess of costs and estimated earnings are reported as a current liability. The components of these contracts are as follows (in thousands):

	October 31,	
	2000	1999
Costs and estimated earnings	$120,641	$ 79,723
Progress billings	(96,349)	(63,532)
Total costs and estimated earnings in excess of billings	$ 24,292	$ 16,191
Progress billings	$91,766	$89,146
Costs and estimated earnings	(86,451)	(84,941)
Total billings in excess of costs and estimated earnings	$ 5,315	$ 4,205

M. DISCONTINUED OPERATIONS

As previously reported on Form 8-K in September 1998, the Company entered into a Settlement Agreement with National Westminister Bank plc ("NatWest") to settle all litigation regarding completion of a project of US Turbine Corporation (USTC), a previously held subsidiary of the Company, at MacDill Air Force Base (the responsibility for this project was not assumed by Rolls-Royce in its acquisition of USTC in 1996). Under the terms of such Settlement Agreement, the Company paid NatWest $7,000,000 at the closing (September 10, 1998) and delivered a promissory note in the principal amount of $1,000,000 bearing interest at the rate of 3 percent per annum, which was due on December 31, 1999; accordingly, in 1998 the Company recorded a loss from discontinued operations of $4,800,000 (net of income taxes) or $0.45 per diluted share, to reflect additional expense accruals related to this settlement.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The following summarizes the results of operations and consolidated balance sheets of the discontinued operations:

	Years Ended October 31,		
	2000	1999	1998
Loss from operations before income taxes	$ ---	$ ---	$(7,250)
Benefit for income taxes	---	---	2,450
Net loss from discontinued operations	$ ---	$ ---	$(4,800)

14. Fair Value of Financial Instruments

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, debt obligations and interest rate swaps. The book value of cash and cash equivalents, accounts receivable and accounts payable are considered to be representative of fair value because of the short maturity of these instruments. The Company believes that the carrying value of its borrowings under the credit agreement approximate their fair value as they bear interest at rates indexed to the Bank's IBOR rate.

At October 31, 2000 the Company had $7,143,000 borrowings subject to interest rate swap at a rate of 5.20% through September 30, 2003. The approximate fair value of the swap agreement at October 31, 2000 was $192,000. The fair value is the amount estimated that the Company would receive to terminate the contract.

15. Business Segments

The Company has three reportable segments: 1. Switchgear and related equipment and service (Switchgear) for distribution, control and management of electrical energy, 2. Bus duct products (Bus Duct) for the distribution of electric power, and 3. Process Control Systems which consists principally of instrumentation, computer control, communications and data management systems for the control of dynamic processes.

The tables below reflect certain information relating to the Company's operations by segment. Substantially all revenues represent sales from unaffilliated customers. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. For purposes of this presentation, all general corporate expenses have been allocated among operating segments based primarily on revenues. In addition, the corporate assets are mainly cash and cash equivalents transferred to the corporate office from the segments. Interest charges and credits to the segments from the corporate office are based on use of funds.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The required disclosures for the business segments are set forth below (in thousands):

	Year Ended October 31,		
	2000	1999	1998
Revenues:			
Switchgear	$161,494	$151,475	$163,367
Bus Duct	32,213	28,016	26,203
Process Control Systems	29,312	33,040	23,163
Total Revenues	$223,019	$212,531	$212,733
Earnings from operations before income taxes:			
Switchgear	$ 6,039	$ 3,961	$ 9,866
Bus Duct	6,056	5,178	5,894
Process Control Systems	(1,213)	1,324	985
Total earnings from operations before income taxes	$ 10,882	$ 10,463	$ 16,745
Assets:			
Switchgear	$100,071	$ 84,813	$ 98,842
Bus Duct	15,608	14,764	12,271
Process Control Systems	14,331	10,997	10,309
Corporate	7,916	16,957	5,709
Total Assets	$137,926	$127,531	$127,131
Depreciation and Amortization:			
Switchgear	$ 3,724	$ 3,435	$ 2,955
Bus Duct	611	642	662
Process Control Systems	334	343	453
Total Depreciation and Amortization	$ 4,669	$ 4,420	$ 4,070
Capital Expenditures:			
Switchgear	$ 2,074	$ 4,670	$ 9,323
Bus Duct	449	294	251
Process Control Systems	125	192	165
Total Capital Expenditures	$ 2,648	$ 5,156	$ 9,739
Interest Expense (Income):			
Switchgear	$ 862	$ 1,528	$ 1,356
Bus Duct	(1,181)	(782)	(715)
Process Control	135	96	83
Corporate	140	(481)	(485)
Total Interest Expense (Income)	$ (44)	$ 361	$ 239

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

P. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The table below sets forth the unaudited consolidated operating results by fiscal quarter for the years ended October 31, 2000 and 1999 (in thousands, except per share data):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2000-				
Revenues	$49,490	$56,409	$54,476	$62,644
Gross profit	9,041	9,504	10,577	11,557
Net earnings	1,304	1,429	1,978	2,350
Net earnings per common and common equivalent share:				
Basic	.12	.14	.19	.22
Diluted	.12	.14	.19	.22
1999-				
Revenues	$54,134	$56,331	$51,612	$50,454
Gross profit	10,932	10,238	9,774	9,234
Net earnings	2,178	1,820	1,513	1,616
Net earnings per common and common equivalent share:				
Basic	.20	.17	.14	.15
Diluted	.20	.17	.14	.15

Q. Subsequent Events

The Company announced that Mr. J. F. Ahart has resigned effective December 15, 2000, as the Company's Vice President, Secretary, Treasurer, Director, and Chief Financial Officer.

Mr. Ahart's responsibilities have been assumed by Thomas W. Powell, Chairman of the Board, President and Chief Executive Officer of the Company, until a replacement is named.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III

ITEMS 10, 11, 12 AND 13. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT; EXECUTIVE COMPENSATION; SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT; AND CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by these items is omitted because the Company will file, within 120 days after the end of the fiscal year ended October 31, 2000, a definitive proxy statement pursuant to Regulation 14A, which information is herein incorporated by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

Financial Statements - See Index to Consolidated Financial Statements at Item 8 of this report

EXHIBITS

2.1 - Asset Purchase Agreement dated as of June 20, 1996 by and between Rolls-Royce North America, Inc. and Rolls-Royce Acquisition Corp. and U. S. Turbine Corp. and the Company (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated August 8, 1996 and incorporated herein by reference).

2.2 - First Amendment to Asset Purchase Agreement dated July 26, 1996 by and between Rolls-Royce North America, Inc. and Rolls-Royce Acquisition Corp. and U. S. Turbine Corp. and the Company (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K dated August 8, 1996 and incorporated herein by reference).

3.1 - Articles of Incorporation and Certificates of Amendment of Powell Industries, Inc. dated July 20, 1987 and March 13, 1992 (filed as Exhibit 3 to the Company's Form 10-K for the fiscal year ended October 31, 1982, Form 10-Q for the quarter ended July 31, 1987, and Form 10-Q for quarter ended April 30, 1992, respectively, and incorporated herein by reference).

3.2 - By-laws of Powell Industries, Inc. (filed as Exhibit 3.2 to the Company's Form 10-Q for the quarter ended April 30, 1995 and incorporated herein by reference).

*10.1 - Powell Industries, Inc., Incentive Compensation Plan for 2000.

10.2 - Description of Supplemental Executive Benefit Plan (filed as Exhibit 10 to the Company's Form 10-K for the fiscal year ended October 31, 1984, and incorporated herein by reference).

10.3 - Credit Agreement dated August 15, 1997 between Powell Industries, Inc. and Bank of America Texas, N. A. (filed as Exhibit 10.5 to the Company's Form 10-Q for the quarter ended July 31, 1997 and incorporated herein by reference.)

10.4 - Amendments dated September 16, 1998, September 25, 1998 and October 15, 1998 to credit agreement between Powell Industries, Inc., and Bank of America Texas, N.A, (filed as Exhibit 10.6 to Company's Form 10-K for the fiscal year ended October 31, 1998 and incorporated herein by reference).

10.5 - Fourth Amendment dated February 26, 1999 to credit agreement between Powell Industries, Inc. and Bank of America Texas N.A. (filed as Exhibit 10.6 to Company's 10-Q for quarter ended April 30, 1999 and incorporated herein by reference).

10.6 - 1992 Powell Industries, Inc. Stock Option Plan (filed as Exhibit 4.2 to the Company's registration statement on Form S-8 dated July 26, 1994 (File No. 33-81998) and incorporated herein by reference).

10.7 - The Powell Industries, Inc. Directors' Fees Program (filed as Exhibit 10.7 to the Company's Form 10-K for the fiscal year ended October 31, 1992, and incorporated herein by reference).

10.8 - The Powell Industries, Inc. Executive Severance Protection Plan (filed as Exhibit 10.7 to the Company's Form 10-Q for the quarter ended April 30, 1996, and incorporated herein by reference).

10.9 - Amendment to Powell Industries, Inc. Stock Option Plan (filed as Exhibit 10.8 to the Company's Form 10-Q for the quarter ended April 30, 1996 and incorporated herein by reference).

10.10- Settlement Agreement effective September 3, 1998 by and among National Westminister Bank, plc, Powell Industries, Inc., Powell Energy Systems, Inc., Empire Energy Management Systems, Inc., Empire Cogen and Brian Travis (filed as Exhibit 10.11 to the Company's Form 10-Q for quarter ended July 31, 1998 and incorporated herein by reference).

10.11- Fifth Amendment dated December 31, 1999 to credit agreement between Powell Industries, Inc. and Bank of America Texas N.A. (Filed as Exhibit 10.12 to the Company's Form 10-K for the fiscal year ended October 31, 1999 and incorporated herein by reference.

*21.1 - Subsidiaries of the Company.

*23.1 - Consent of Independent Public Accountants.

* Filed herewith

(b) Reports on Form 8-K.
None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POWELL INDUSTRIES, INC.

By THOMAS W. POWELL

Thomas W. Powell
President and Chief Executive Officer
(Principal Executive and Financial Officer)

By ROBERT B. GREGORY

R. B. Gregory
Corporate Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated:

Signature	Title
THOMAS W. POWELL Thomas W. Powell	Chairman of the Board
JOSEPH L. BECHERER Joseph L. Becherer	Director
EUGENE L. BUTLER Eugene L. Butler	Director
BONNIE L. POWELL Bonnie L. Powell	Director
STEPHEN W. SEALE, JR. Stephen W. Seale, Jr.	Director
LAWRENCE R. TANNER Lawrence R. Tanner	Director
ROBERT C. TRANCHON Robert C. Tranchon	Director
RONALD J. WOLNY Ronald J. Wolny	Director

Date: January 28, 2001

EXHIBIT INDEX

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10.10-	Settlement Agreement effective September 3, 1998 by and among National Westminister Bank, plc, Powell Industries, Inc., Powell Energy Systems, Inc., Empire Energy Management Systems, Inc., Empire Cogen and Brian Travis (filed as Exhibit 10.11 to the Company's Form 10-Q for quarter ended July 31, 1998 and incorporated herein by reference).
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*21.1 -	Subsidiaries of the Company.
*23.1 -	Consent of Independent Public Accountants.
*	Filed herewith

(b) Reports on Form 8-K.
None

EXHIBIT 10.1

POWELL INDUSTRIES, INC.
INCENTIVE COMPENSATION PLAN FOR 2000 ("PLAN")

1. PLAN PURPOSE

This Plan is one element of the executive compensation program at Powell Industries, Inc. ("Company") and its subsidiaries. The Plan provides key corporate and subsidiary employees the opportunity to earn annual cash incentive compensation amounts based on the performance of the Company or the subsidiary for which they have direct responsibility as well as on their individual contribution to the performance of those entities. Thus the Plan provides a variable annual incentive that links pay to performance.

2. GENERAL DESCRIPTION

Key corporate and subsidiary executives and managers will be designated annually to be Participants in the Plan. A maximum potential incentive compensation amount ("Maximum IC Amount") will be set annually for each such Participant based on that Participant's potential contribution to the performance of the Company or subsidiary. This Maximum IC Amount may range from ten per cent (10%) to one hundred per cent (100%) of a Participant's base salary on the first day of the Plan year. The Plan year is the fiscal year of the Company.

Each Participant may earn between zero and one hundred percent of this Maximum IC Amount ("Earned IC Amount") depending on how the Company or subsidiary that employs the Participant performs during the Plan year against pre-established performance targets. Plan performance measures for 2000 are described in paragraph 4 below.

Performance targets vary by subsidiary and will be established annually for the Company and each subsidiary based on that entity's historical performance, current mission and strategy, and projected profit and growth capability. Prevailing general business conditions will also be considered in establishing the performance targets.

The Compensation Committee of the Company's Board of Directors in conjunction with the Company's Chief Executive Officer ("CEO") will administer the Plan.

3. ELIGIBILITY

Participants will be designated annually. Participation in one year does not guarantee participation in the following year.

Subsidiary presidents will recommend Participants and a Maximum IC Amount for each Participant to the CEO for approval. Each subsidiary president may also recommend to the CEO an incentive "pool" for employees of the subsidiary who are not Plan Participants.

The CEO will recommend corporate Participants and their Maximum IC Amount for approval by the Compensation Committee, and the CEO may authorize use of an incentive "pool" for employees of Powell Industries, Inc. who are not Plan Participants.

4. PERFORMANCE MEASURES AND TARGETS

The following measures will be used to measure the performance of each subsidiary and the Company overall. The weighting percentage reflects the relative weight given to each performance measure.

PERFORMANCE MEASURES FOR SUBSIDIARY PARTICIPANTS

- 40% Weighting: each subsidiaries' Return On Revenues (earnings before taxes divided by total revenues)
- 20% Weighting: each subsidiaries' Growth in Total Revenues Over Prior Year
- 40% Weighing: each subsidiaries' Return On Net Assets (earnings before interest and taxes divided by the average net of total assets less current liabilities)

PERFORMANCE MEASURES FOR CORPORATE PARTICIPANTS

- 40% Weighting: the Company's Growth in Earnings Per Share Over Prior Year
- 20% Weighting: the Company's Growth in Total Revenues Over Prior Year
- 40% Weighting: the Company's Return On Equity (earnings after interest and taxes divided by average shareholder equity)

INCENTIVE COMPENSATION PLAN FOR 2000 ("PLAN")

The CEO will establish at the beginning of the Plan year for each subsidiary and the Company a minimum and maximum target range for each performance measure. Each subsidiary will have unique targets. The Compensation Committee will review performance measures and targets for subsidiaries and will review and approve performance measures and targets for the Company. The CEO will approve measures and targets for each subsidiary. Targets will be communicated to Plan Participants.

5. COMPUTATION OF AWARDS

An IC Plan Calculation Form will be prepared annually for each subsidiary and the Company listing Participants, their base salary, and their Maximum IC Amount. This form will include tables for use in calculating the Earned IC Amount of each Participant based on the level of attainment of each performance target by a subsidiary or the Company for the Plan Year.

The minimum range of either the Return on Revenue or the Return on Net Assets target must be met or exceeded by a subsidiary before any portion of the Maximum IC Amount is earned by Participants employed by that subsidiary. If the minimum of at least one of these targets is not met or exceeded, the Earned IC Amount by all Participants employed by that subsidiary will be zero. Similarly the Company must met or exceed the minimum Growth in EPS or Return on Equity or the Earned IC Amount of all Corporate Participants will be zero.

Computation of each entity's performance against the Return on Revenue, Return on Net Assets or Earnings Per Share targets will be net of (after) provision for the total of the Earned IC Amounts for that entity.

The CEO may authorize the use by a subsidiary of separate performance measures and targets for that subsidiary or for certain of its Participants provided their use is, in the best business judgment of the CEO, compatible and consistent with the purpose and provisions of this Plan.

In addition to the Earned IC Amount a Participant may earn under this Plan, the Compensation Committee may, in its sole discretion, make additional discretionary awards to a Participant to recognize significant individual contributions. This discretionary award may not be more than thirty percent of the Participant's Maximum IC Amount.

The Compensation Committee, in conjunction with the CEO, may for the purposes of this Plan adjust the financial results of a subsidiary or the Company to eliminate extraordinary charges or credits to earnings provided such charges or credits are in the reasonable business judgment of the Compensation Committee caused by events materially beyond the control of the Participants employed by that entity.

Individuals may be named by the CEO as a Participant in the Plan after the beginning of the Plan year. Their Maximum IC Amount will be a percentage of their base salary when they become Participants prorated to reflect that portion of the Plan year for which they were a Participant.

6. PAYMENT OF AWARDS

Earned IC Amounts will be determined after the audited financial statements of the Company for the Plan year are complete, and paid in cash as soon as practical thereafter. A Participant must be an employee in good standing on the last day of the Plan year in order to receive their Earned IC Amount, except that Participants who die, retire, or become disabled in the Plan year will receive a prorated amount based on the portion of the Plan year for which they were a Participant. Prior to payment of such amounts, the Compensation Committee will review and certify the Earned IC Amounts for all Participants. Amounts due Participants under the Plan are an unfunded, general obligation of the Company.

7. ADMINISTRATION OF PLAN

The Compensation Committee, in conjunction with the CEO, administers the Plan. The Committee reserves the right to amend or terminate the Plan at any time. If the Plan is amended or terminated and as a consequence the Earned IC Amount of any Participant which would have otherwise been earned is eliminated, a part year Earned IC Amount shall be determined for each so affected Participant and such amount should be paid in cash to such Participants within thirty (30) calendar days of amendment or termination. Such part year Earned IC Amount shall be determined by using the un-audited year to date financial statements of the Company to estimate (including making provision for annualizing part year results) what each such Participant's full year Earned IC Amount would have been absent the amendment or termination, and this full year amount shall be prorated to a part year Earned IC Amount based on the number of full elapsed months of the Plan year prior to amendment or termination divided by twelve.

END

EXHIBIT 21.1

SUBSIDIARIES OF POWELL INDUSTRIES, INC.

NAME OF DOMESTIC SUBSIDIARY	STATE OF INCORPORATION
Delta-Unibus Corp.	Illinois
Powell Electrical Manufacturing Co.	Delaware
Powell Power Electronics Company, Inc.	Delaware
Powell-Process Systems, Inc. (Inactive)	Utah
Powell-ESCO Company	Texas
Unibus, Inc.	Ohio
Powell Energy Systems Inc. (Inactive)	Nevada
Transdyn Controls, Inc.	California
Traction Power Systems, Inc	Delaware

NAME OF FOREIGN SUBSIDIARY	COUNTRY OF INCORPORATION
Powell Foreign Sales Corporation	Barbados, West Indies

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of our report dated November 29, 2000, included in this Form 10-K, into the Powell Industries, Inc. previously filed Form S-8 Registration No. 33-81998.

ARTHUR ANDERSEN LLP

Houston, Texas
January 29, 2001