

*Personal*

EMERSON ELECTRIC CO.  
8100 W. FLORISSANT  
ST. LOUIS, MO. 63136

CARL E. WASMUTH, JR.  
SENIOR ATTORNEY

March 3, 1977

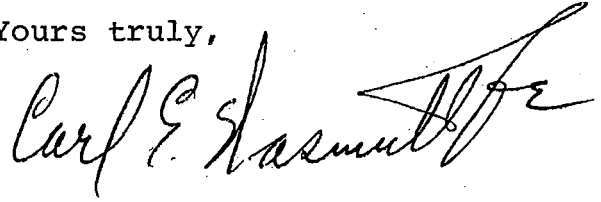
Mr. Duane Pearsall, President  
Statitrol Corporation  
140 South Union Blvd.  
Lakewood, Colorado 80228

Dear Duane:

It is my understanding that you are going to be appointed as the Offeree Representative of all Statitrol shareholders except Dillon Companies, Inc., pursuant to Rule 146 issued by the Securities and Exchange Commission of the Securities Act of 1933, as amended. As you know, Emerson must form a reasonable judgment that you are capable of evaluating the merits and risks of the Offeree's prospective acquisition of Emerson's Common Stock before it may treat you as an Offeree Representative.

In order to provide Emerson with factual information upon which to judge your qualification to act as Offeree Representative, please fill out the enclosed Offeree Representative Questionnaire and return it to me at your earliest convenience.

Yours truly,



CEW:lg

Enclosures