IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ACUITY BRANDS, INC. and ACUITY BRANDS LIGHTING, INC.,	)	
Plaintiffs,	)	
v.	)	C.A. No. 07-444-***
COOPER INDUSTRIES, INC. and COOPER LIGHTING, INC.,	)	
Defendants.	)	

DECLARATION OF RODGER D. SMITH II

1. I am a partner in the law firm of Morris, Nichols, Arsht & Tunnell LLP, counsel for plaintiffs Acuity Brands, Inc. ("Acuity Brands") and Acuity Brands Lighting, Inc. ("Acuity Lighting") (collectively, "Acuity").

2. Attached hereto as Exhibit A is a copy of the Form 10-K for Acuity Brands for the fiscal year ending August 31, 2006.

3. Attached hereto as Exhibit B is a copy of a brochure for the RT5™ series of light fixtures offered for sale by Acuity Lighting.

4. Attached hereto as Exhibit C is a copy of a white paper published by Acuity Lighting concerning volumetric lighting.

5. Attached hereto as Exhibit D is a copy of a brochure for the *accord*™ series of light fixtures offered for sale by defendant Cooper Lighting, Inc.

6. Attached hereto as Exhibit E is a copy of the Form 10-K for Cooper Industries, Ltd. for the fiscal year ending December 31, 2006.

7. Attached hereto as Exhibit F is a copy of the 2006 Annual Report for Cooper Industries, Ltd.

8. Attached hereto as Exhibit G are the results of a search performed on Cooper's website on October 1, 2007, for retail distributors of Cooper Lighting's products in Delaware (www.cooperlighting.com/content/where_to_purchase/where_to_purchase.asp).

9. Attached hereto as Exhibit H are the results of a search performed on Cooper's website on October 1, 2007, for wholesale distributors of Cooper Lighting's products in Delaware (www.cooperlighting.com/content/where_to_purchase/where_to_purchase.asp).

I declare under penalty of perjury that the foregoing is true and correct.

/s/ Rodger D. Smith II (#3778)
Rodger D. Smith II

Dated: October 1, 2007

1251067

CERTIFICATE OF SERVICE

I, Rodger D. Smith, hereby certify that on October 1, 2007, I caused the foregoing document to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Philip A. Rovner, Esquire
POTTER ANDERSON & CORROON LLP

I also certify that copies were caused to be served on October 1, 2007, upon the following in the manner indicated:

BY EMAIL AND HAND DELIVERY

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EXHIBIT A

Table of Contents

Index to Financial Statements

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended August 31, 2006.

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 001-16583.

ACUITY BRANDS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**58-2632672**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
1170 Peachtree Street, N.E., Suite 2400, Atlanta, Georgia	**30309-7676**
(Address of principal executive offices)	**(Zip Code)**

(404) 853-1400
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of Each Class	Name of Each Exchange on which Registered
Common Stock ($0.01 Par Value)	**New York Stock Exchange**
Preferred Stock Purchase Rights	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark 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 ☒ No ☐

Indicate by check mark 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 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. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Based on the closing price of the Registrant's common stock of $39.49 as quoted on the New York Stock Exchange on February 28, 2006, the aggregate market value of the voting stock held by nonaffiliates of the registrant, was $1,757,733,348.

The number of shares outstanding of the registrant's common stock, $0.01 par value, was 43,047,906 shares as of October 25, 2006.

DOCUMENTS INCORPORATED BY REFERENCE

Location in Form 10-K	Incorporated Document
Part II, Item 5	Proxy Statement for 2006 Annual Meeting of Stockholders
Part III, Items 10, 11, 12, 13, and 14	Proxy Statement for 2006 Annual Meeting of Stockholders

Table of Contents

Index to Financial Statements

ACUITY BRANDS, INC.

Table of Contents

		Page No.
Part I		
Item 1.	Business	3-11
Item 1a.	Risk Factors	12-13
Item 2.	Properties	13-14
Item 3.	Legal Proceedings	14-15
Item 4.	Submission of Matters to a Vote of Security Holders	15
Part II		
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	16
Item 6.	Selected Financial Data	17
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	18-32
Item 7a.	Quantitative and Qualitative Disclosures about Market Risk	32
Item 8.	Financial Statements and Supplementary Data	32-69
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	70
Item 9a.	Controls and Procedures	70
Part III		
Item 10.	Directors and Executive Officers of the Registrant	71
Item 11.	Executive Compensation	71
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	71
Item 13.	Certain Relationships and Related Transactions	71
Item 14.	Principal Accounting Fees and Services	71
Part IV		
Item 15.	Exhibits	72-82
Signatures		83
Financial Statement Schedules		84

Source: ACUITY BRANDS INC, 10-K, November 02, 2006

Table of Contents

Index to Financial Statements

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* and related notes included within this report. References made to years are for fiscal year periods. Dollar amounts are in thousands, except share and per-share data and as indicated.

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the results of operations, financial position, cash flows, indebtedness, and other key financial information of Acuity Brands and its subsidiaries for the years ended August 31, 2006, 2005, and 2004. For a more complete understanding of this discussion, please read the *Notes to Consolidated Financial Statements* included in this report.

Overview

Company

Acuity Brands, Inc. ("Acuity Brands" or the "Company") is a holding company that owns and manages two businesses that serve distinctive markets—lighting equipment and specialty products. The lighting equipment segment designs, produces, and distributes a broad array of indoor and outdoor lighting fixtures for commercial and institutional, industrial, infrastructure, and residential applications for various markets throughout North America and select international markets. The specialty products segment formulates, produces, and distributes specialty chemical products including cleaners, deodorizers, sanitizers, and pesticides for industrial and institutional, commercial, and residential applications primarily for various markets throughout North America and Europe. Acuity Brands, with its principal office in Atlanta, Georgia, employs approximately 10,600 people worldwide.

Acuity Brands Lighting ("ABL"), produces a broad array of indoor and outdoor lighting fixtures for commercial and institutional, industrial, infrastructure, and residential applications for various markets throughout North America and select international markets. ABL is one of the world's leading providers of lighting fixtures, with a broad, highly configurable product offering, consisting of roughly 500,000 active products as part of over 2,000 product groups that are sold to approximately 5,000 customers. ABL operates 22 factories and distribution facilities along with six warehouses to serve its extensive customer base. Acuity Specialty Products ("ASP") is a leading producer of specialty chemical products including cleaners, deodorizers, sanitizers, and pesticides for industrial and institutional, commercial, and residential applications primarily for various markets throughout North America and Europe. ASP sells over 9,000 catalog-listed products and over 6,000 other products through its salaried and commissioned direct sales force, operates six plants, and serves over 300,000 customers through a network of distribution centers and warehouses. While Acuity Brands has been publicly held as a stand-alone company for approximately five years, the two segments that make up the Company have long histories and well-known brands.

Strategy

A long-term objective of Acuity Brands is to be a broader, more diversified industrial manufacturing company capable of delivering consistent growth in earnings and cash flow. A broader and more diversified company has less dependency on a single customer or market and generally experiences reduced volatility in earnings and cash flow caused by the cyclicality of a dominant industry. In 2006, Acuity Brands continued to focus on key initiatives designed to enhance and streamline its operations, including its product development and service capabilities, to create a stronger, more effective organization that is capable of consistently achieving its long-term financial goals, which are as follows:

- Generating consolidated operating margins in excess of 10%;
- Growing earnings per share in excess of 15% per annum;
- Providing a return on stockholders' equity of 15% or better;

Source: ACUITY BRANDS INC, 10-K, November 02, 2006

Table of Contents

Index to Financial Statements

Net income for 2006 increased $54.4 million to $106.6 million from $52.2 million reported in 2005, which included the pre-tax special charge of $23.0 million. The increase in net income resulted primarily from the above noted increase in operating profit, partially offset by higher tax expense.

The effective income tax rate reported by the Company was 34.9% and 30.2% in 2006 and 2005, respectively. The fiscal 2005 tax rate included the benefit of certain non-recurring credits associated with both the Company's Mexican operations and state tax benefits. The fiscal 2006 tax rate was affected by certain long-term tax strategies involving the Company's Mexican operations as well as by the current year repatriation of undistributed earnings from certain of the Company's foreign subsidiaries done as part of the American Jobs Creation Act of 2004. The Company expects its effective income tax rate in fiscal 2007 to be approximately 35%.

Acuity Brands Lighting

Acuity Brands Lighting reported net sales of approximately $1,841.0 million and $1,637.9 million for the years ending August 31, 2006, and 2005, respectively, an increase of $203.1 million, or 12.4%. The increase in net sales during 2006 was due primarily to greater unit volume, better pricing, and a more favorable mix of products sold. More than half of the increase in net sales was due to greater shipments resulting from improved customer service levels, new product introductions, and increased demand in the non-residential construction market. The effect of foreign currency fluctuation favorably impacted net sales in the current year by $4.2 million. The backlog at ABL of $176.0 million at August 31, 2006 represented an increase of $23.8 million over the prior year and was reflective of continued strength in order rates resulting from improved market conditions and successful pricing strategies. This increase in backlog is net of a decrease in past due backlog resulting from improved delivery performance.

Operating profit increased $86.8 million, or 91.8% in 2006 to $181.4 million from $94.6 million reported in 2005. Operating profit margins improved to 9.9% in 2006 from 5.8% in 2005. Operating profit in 2005 included $15.7 million of the above noted special charge. In addition to the absence of the special charge, operating profit in 2006 was positively impacted by profit contribution from the greater shipments and improved pricing and mix mentioned above as well as benefits from programs implemented to streamline operations, improve customer service, and reduce transaction costs. These benefits were partially offset by higher costs for raw materials and components, commissions, freight, and incentive compensation programs, as well as costs related to efforts to improve productivity and customer service.

Acuity Specialty Products

Net sales at ASP were $552.1 million in 2006 compared with $535.0 million in 2005, representing an increase of $17.1 million or 3.2%. The increase in net sales was due primarily to more favorable pricing in the domestic industrial and institutional and retail channels and the favorable impact of foreign currency translation on international sales, partially offset by lower unit volume in the I&I business. The effect of foreign currency fluctuation favorably impacted net sales in the current year by $2.6 million.

Operating profit increased $6.5 million, or 15.4%, in 2006 to $48.8 million from $42.3 million reported in 2005. Operating profit margins improved to 8.8% in 2006 from 7.9% in 2005. Operating profit in 2005 included $3.6 million of the above mentioned special charge. In addition to the absence of the special charge, operating profit was positively impacted by benefits from programs implemented to streamline operations, profit contribution from pricing, and benefits from cost containment programs. These benefits were partially offset by higher costs for materials and freight, a pre-tax charge of $1.2 million related to a product recall due to defective containers purchased from a vendor, and increased legal expenses related to environmental matters.

Corporate

Corporate expenses increased to $32.8 million in 2006 from $30.2 million reported in 2005 (which included $3.8 million of the special charge discussed above). The benefit from the absence of the special charge was more

Source: ACUITY BRANDS INC, 10-K, November 02, 2006

EXHIBIT B

RT5™
VOLUMETRIC RECESSED LIGHTING

RT5

RT5™
VOLUMETRIC RECESSED LIGHTING

enhance your environment

LITHONIA LIGHTING®
An AcuityBrands Company

One Lithonia Way, Conyers, GA 30012 Phone: 800-858-7763 www.lithonia.com ©2007 Acuity Brands Lighting, Inc. 06/07 GF6818 Form No. 134.3

LITHONIA LIGHTING®

ENHANCE YOUR ENVIRONMENT

RT5™ volumetric recessed lighting from Lithonia Lighting is a new standard in fluorescent lighting.

RT5 luminaires provide volumetric lighting, filling the entire volume of space with just the right amount of light. This makes the RT5 an ideal solution for offices, schools, hospitals, retail and other workspaces. RT5 volumetric lighting produces a softer, more comfortable light, truly enhancing the environment.

CREATES VISUAL HARMONY

By providing an even distribution of soft light, RT5 fixtures make workspaces more attractive and facial features more lively and well defined. They also eliminate the glare and dark spots associated with parabolics, so the environment is more comfortable.

IMPROVES OVERALL AESTHETICS

Thanks to their unique design, RT5 fixtures improve the aesthetics of any room by creating an unprecedented combination of volumetric lighting and a quiet ceiling. The fixture itself, with its measured proportions and elegant lines, also is pleasing to the eye without drawing undue attention.

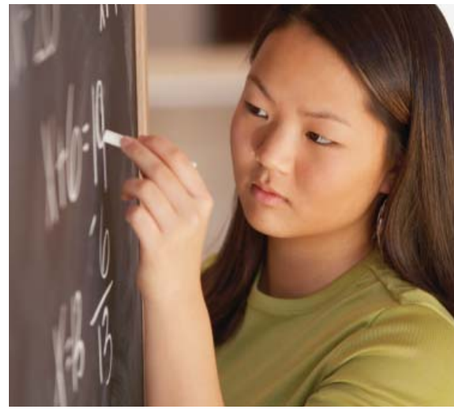
REDUCES ENERGY CONSUMPTION

High-quality components and optimized fixture design makes the RT5 fixture an extremely efficient luminaire that is good for the environment. They deliver the right amount of light while providing up to 33% energy savings over standard 18-cell, three-lamp T8 parabolics.

RT5

enhance your environment







office / school / retail











IMPROVES OVERALL AESTHETICS

Fixtures that deliver volumetric light typically create ceilings cluttered with distracting spots of bright light. Often fixtures that provide a quiet ceiling produce a cave effect that makes the room feel closed-in and unattractive. RT5™ lighting solves both problems and gives you volumetric lighting with a quiet ceiling. With the RT5, you will discover how beautiful fluorescent lighting can be.

"The lighting produces a very natural feel that shows colors and textures extremely well without glare or shadows. This contributes to an extraordinary experience for our customers and enables our employees to complete each transaction in a time-efficient and accurate manner."
–Ginger Equi, Manager, Belk

A FEELING OF SPACIOUSNESS

The unique optical design of the RT5 fixture allows it to distribute light uniformly onto room and cubicle walls, from the bottom nearly to the top, eliminating the cave effect common with parabolics. This even illumination opens up the room, making it feel brighter and more spacious.

"Once RT5 was tested, we were immediately sold on the fixture's performance and, just as importantly, its aesthetics. We embraced performance-focused lighting and design as a key strategic business initiative and as a forum that could enhance optimal job performance."
–Rob Byers, Architect, Gensler

QUIET, PLEASE

With its recessed refractor, high-angle control and balanced fixture-to-ceiling luminance ratio, the RT5™ luminaire produces a quiet ceiling that is not dominated by bright openings. The design also creates the perception of higher light levels. No other luminaire that produces volumetric light has been able to deliver a quiet ceiling.

"The new lighting system creates a better and more enjoyable environment for both the students and faculty by reducing glare on computers and reading/instruction areas. Plus, the fixture is pleasing to the eye without drawing attention to the ceiling."
–Ann Whitley, Media Specialist, Winnona Park Elementary School

A COMPLEMENT TO ANY SPACE

The sleek, textured lines of the reflectors and refractor. The elegant curves—a perfect intersection of two quarter-circles. The tilted end plates adding a visual depth unique in fluorescent lighting. All of these things make RT5 a graceful fixture that will enhance the ambiance of any room without drawing attention to the luminaire.

"After an extensive search for the perfect lighting application, the RT5 fixture was selected because of its sleek design and ability to deliver the ideal amount of light to walls, cubicles, work surfaces and people."
–John Preece, Principal, MDI Architects

OVERCOMING THE PROBLEM OF PARABOLICS

The main shortcoming of parabolic lighting is that it delivers light primarily to the workplane and avoids sending light into the "volumetric zone." The light is harshly concentrated in some areas, while much of the volume of the space is left in the dark. RT5 fixtures deliver and control light in the "volumetric zone," eliminating the problems associated with parabolics.

"RT5 represents one of the only lighting products that is perfectly suited for both direct and indirect lighting. In the past, we've had to use parabolics in the office setting and acrylics in the clinical setting. Now, RT5 allows us to use the same fixture in both paradigms, providing a more consistent and visually pleasing lighting solution across the board."
–John Preece, Principal, MDI Architects

energy savings



REDUCES ENERGY CONSUMPTION

Not only does RT5™ volumetric lighting enhance an indoor environment, but it also is designed to be good to the natural environment. Compared to a standard 18-cell, three-lamp T8 parabolic, the RT5 fixture provides up to 33% energy savings. It also helps to exceed stringent energy regulations, such as California's Title 24, ASHRAE 90.1 and IECC. The fixture's high efficiency is due to an optimized combination of well designed components—from the highly reflective paint and patent-pending refractor, to the innovative lamp and ballast.

AN INNOVATIVE APPROACH TO LUMINAIRE OPTICS

Producing the right amount of light at high angles while avoiding glare is critical to the success of volumetric lighting. Careful attention must be paid to the distribution of brightness over the luminaire aperture. The RT5 fixture achieves its simple and pleasing appearance by exhibiting brightness over the entire aperture. The two-piece refractor system uses a combination of diffusing film and precisely extruded prisms to efficiently diffuse light, thereby achieving the proper balance. The result is a low-brightness refractor that illuminates and complements the highly reflective barrel, provides outstanding lamp obscuration, and creates a smooth distribution at all angles and distances.

ADVANCED LAMP TECHNOLOGY

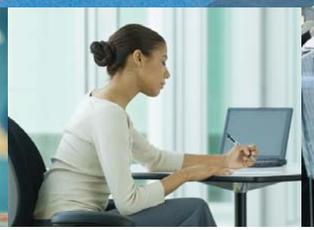
To give the RT5 luminaire greater efficacy than a standard T5 or T8 lamp, our designers led the development of the most advanced T5 lamp technology. This cutting-edge lamp provides the highest T5 efficacy in the industry. Plus, the fixture is designed to keep the T5 at its optimal operating temperature for maximum efficacy. The lamp passes the Federal TCLP (Toxicity Characteristics Leaching Procedure) test for classification as non-hazardous waste, though recycling of lamps is always recommended.

FRIENDLY TO THE NATURAL ENVIRONMENT

RT5 volumetric lighting was specifically engineered to meet the needs of sustainable design. The result may be the most environmentally friendly lay-in fixture ever developed. The T5 lamp offers exceptional performance in a smaller package, thereby requiring fewer natural resources, such as glass and phosphors, to produce. The combination of this lamp with the innovative luminaire design created a shallow fixture that utilizes less steel to produce and contains less embedded energy. In addition, the optical design of the fixture optimizes the performance of the lamp and ballast system to deliver the appropriate amount of volumetric light throughout the workspace while consuming up to 33% less energy than the most popular alternative. RT5 volumetric lighting truly enhances both the working environment and the natural environment, making it an ideal choice to use when addressing the needs of sustainable design.









RT5™ and SIMPLY5™ offer a seamless partnership for energy-efficient environments.



RT5

SIMPLY5™
LIGHTING INTELLIGENCE

MORE THAN LIGHTING CONTROL

The SIMPLY5™ solution offers components that work together to maximize energy savings. This includes the SIMPLY5 intelligent ballast available as an option in many RT5 luminaires.

SAVE MORE WITH RT5 AND SIMPLY5

SIMPLY5 lighting intelligence is designed to increase the energy savings potential of RT5 up to 66%. The pairing is engineered to help specifiers and owners meet stringent energy code requirements more efficiently and effectively. The system is much simpler to implement than traditional control technologies and reduces installed costs.



SIMPLY SMARTER LIGHTING CONTROL

SIMPLY5™ lighting intelligence is built on the premise that controls should be simple for everyone, from the specifier to the contractor to the occupant. It represents an innovative departure from the traditional piecemeal approach to lighting energy management.

THE ADVANTAGE OF DISTRIBUTED INTELLIGENCE

With conventional systems, designers and installers are faced with trying to meet codes using a wide variety of lighting fixtures, relay panels, dimming systems, occupancy and daylight sensors. The SIMPLY5 approach is different, adding intelligence to highly efficient lighting fixtures and controls components to optimize them for energy management. Because all devices are intelligent, SIMPLY5 automates many setup, calibration and programming tasks which must be performed manually on other systems.

Find out more about RT5™ volumetric lighting with SIMPLY5 lighting intelligence at www.SIMPLY5.net



new additions to the RT5 family of products

RT5D



VOLUMETRIC RECESSED DOWNLIGHTING

The perfect complement to RT5 recessed volumetric lighting is the new RT5D volumetric downlight. The RT5D shares the RT5 family aesthetics and is a visually appealing downlight that makes your space feel brighter without glare or cave effects. In addition to the soothing, spacious light, you will enjoy the same RT5 energy savings with these down-lights. Lower energy costs paired with lower maintenance costs make these downlignts the perfect choice to accom-pany your RT5 recessed lighting.

- Improved Aesthetics
- Environmentally Friendly
- Easy Installation

RT5N

NARROW APERTURE VOLUMETRIC LIGHTING

The RT5N linear aesthetic complements both corridors and classrooms with a distinctive line of light. Effectively delivering uniform lighting distribution, allowing wide spacings and low energy density. Available for individual or continuous row mounting.



family of products

EASY TO INSTALL AND MAINTAIN

The rugged structure of RT5 fixtures and its shallow depth ensure that it arrives on the job site intact and installation is a snap. Ballast maintenance is easy due to the convenient side-access removable ballast tray. For quick and easy lamp maintenance, simply remove the refractor.

CONFIGURATIONS



2RT5 2' x 4'



2RT5 2' x 2'



RT5 1' x 4'

SPECIAL APPLICATION



2RT5X Surface Mount



2RT5F Flanged



2RT5CAS Center Air Slot Air Return

For more detailed RT5 performance, photometric and ordering information, visit www.lithonia.com.

EXHIBIT C

VOLUMETRIC LIGHTING AND RT5

By: Kevin Leadford, Principal Engineer, Lithonia Lighting

An age-old problem in electric lighting concerns the management of light in the so-called "glare zone". This generally refers to light exiting a luminaire at vertical angles between roughly 50 and 90 degrees above nadir (Figure 1). Glare hinders visibility and is a known source of discomfort. It is therefore a primary consideration in luminaire design. However, it is also well understood that light emitted into this zone can have very positive effects on the perception of an architectural space and the rendering of its contents and occupants. RT5™ luminaire balances these two concepts with specific regard to the modern office environment.

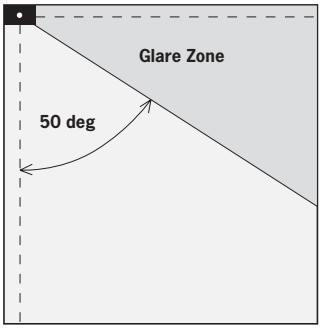


Figure 1

The "Glare Zone" Revisited

The visual system is most sensitive to glare when the light source is directly in the center of the line of sight, and this sensitivity diminishes as the light source is moved away from that line of sight toward the periphery. Assuming a horizontal gaze, this implies that luminaire brightness must be more strictly controlled in directions approaching horizontal.

A similar argument can be made relative to reflected images of lighting equipment in computer video displays, although recent advances in display technology have all but eliminated this once crucial consideration.

Today's computer displays utilize a much larger radius of curvature, and flat screens are becoming more and more prevalent with time. At typical orientations and viewing positions, this reduces the reflected field of view such that only very distant portions of the ceiling are visible. Anti-reflectance technologies are routinely incorporated, and screen brightness also has been significantly improved. But most importantly, software developers have overwhelmingly chosen to present information in positive contrast (dark characters on light background). While certain niche applications may still require special attention, the collective impact of these advancements has substantially mediated the problem at large.

Lamp shielding has long provided an effective means for achieving light control relative to glare. When comprised of highly reflective material, the shielding additionally can be used to intercept light that otherwise would be emitted near the horizontal, and to redirect that light downward through the principles of specular (mirror-like) reflection (Figure 2). The result is both effective and efficient.

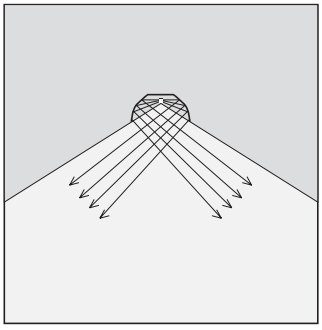


Figure 2

VOLUMETRIC LIGHTING AND RT5

One potential problem with this approach is that the luminance of the reflected image of the lamp typically is very near that of the lamp itself. Thus, great care must be taken to control the manner in which the reflector "flashes" the lamp image. The glare potential is high, and so is the tendency for this flash to attract attention as a result of its dynamic nature relative to occupant movement within the space.

Another characteristic of this control method is that it tends to produce relatively sharp cutoff. In fact, sharp cutoff often has been considered a key performance attribute for various lighting products. The sharper the cutoff, the stricter the light control in the glare zone.

Although highly effective in certain applications, sharp cutoff also can be problematic. In most cases, the photometric distribution tends to be so downwardly concentrated that it results in highly directional illumination. While the illumination may be extremely uniform over a relatively low horizontal task plane, the upper regions of the space are quite the opposite. The modeling of three-dimensional objects can be harsh, the uniformity of illumination at higher elevations is poor, and vertical surfaces tend to be rendered with abrupt scallops, resulting in something commonly referred to as the "cave effect" (Figure 3).



Figure 3



Figure 4a

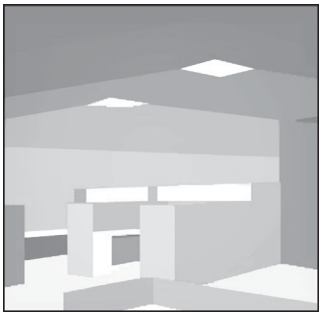


Figure 4b

Volumetric Lighting, What and Why

The term "volumetric lighting" simply refers to lighting that is less directional and more uniform throughout the entire volume of a space (Figures 4a and 4b). Volumetric lighting extends beyond the work plane to adequately illuminate the entirety of the interior, resulting in a better balance of luminance throughout the visual field. The space feels brighter, larger, more public, and more relaxing. Facial rendering is more natural, consistent, and complimentary. Shadows tend to be softer and less pronounced, and the appearance of the space is less defined by sharp, arbitrary transitions in surface brightness. Volumetric lighting does a better job of rendering architecture, its contents, and its occupants true to form.

The attributes of volumetric lighting are well understood and appreciated, as evidenced by the popularity of indirect and direct/indirect suspended lighting. In this case, the ceiling is essentially transformed into a light source.

VOLUMETRIC LIGHTING AND RT5

Suspended lighting is good, but it becomes less effective as the suspension length is reduced, and many applications do not afford the luxury of high ceilings. Additionally, suspended lighting tends to make a definitive architectural statement that is not appropriate for all applications.

The need exists for a highly efficient recessed luminaire capable of providing quality volumetric lighting. However, volumetric lighting is dependent upon high angle illumination, and this becomes a challenge in terms of glare management. As mentioned previously, specular optics directly image the extreme brightness of the lamp. The solution lies in recognizing that luminous intensity is the product of luminance and area. For a given intensity value, the brightness of the luminaire can be reduced if the area from which that brightness emanates can be increased in size. This is another way of saying that the solution is to create a luminaire whose brightness is relatively uniformly distributed over the entire luminaire aperture, and this implies that diffusing optics, rather than specular, must be employed.

RT5 Optics

The challenge with diffusing optical systems is that they tend to be inefficient. Light often is reflected multiple times before exiting the luminaire, and this drives luminaire efficiency down.

Materials exhibiting extremely high reflectance (98%+) are available, but incorporating them would constitute a material dependency that may or may not be appropriate for lighting equipment. Performance over time is a concern, and a relatively small amount of dust or other contaminants can have a powerfully detrimental impact on such systems.

RT5 represents a breakthrough in luminaire optical design because it is an effective light diffusing system that also happens to be very efficient. It achieves its performance and control by carefully combining elements of light diffusion, shielding, and Fresnel reflection.

The primary purpose of the refractor is to efficiently and uniformly diffuse the extreme brightness of the T5 lamp over its entire surface while illuminating the adjacent reflector. The size of the refractor allows for greatly reduced maximum luminance, which strongly decreases the glare potential in direct view.

The refractor achieves its abnormally high efficiency by employing a two-stage strategy. An upper diffusing layer gently softens the lamp image, while the prism geometry of the lower refractor acts to distribute brightness evenly in the across-lamp dimension (Figure 5). The reflector uses highly reflective diffuse paint to ease the luminous transition from the refractor to the ceiling by distributing brightness across the entire luminaire aperture.

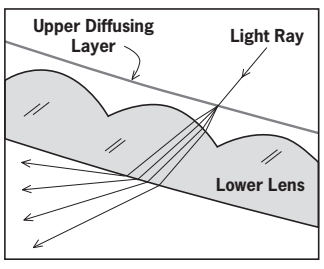


Figure 5

VOLUMETRIC LIGHTING AND RT5

This further reduces the potential for glare while providing the soft, high-angle brightness that is critical to volumetric lighting. This approach additionally results in a luminaire whose appearance is static with respect to occupant movement, thereby reducing its ability to distract or command attention.

Although relatively low in brightness, the refractor still may be too bright for direct view at angles very near horizontal in the across-lamp dimension. Remember that in this dimension, the prisms are designed to distribute light broadly. This is what gives rise to the use of shielding in that plane, albeit minimal.

In the along-lamp dimension, the refractor uses the principle of Fresnel reflection to control high-angle brightness. When light enters or leaves a refractive material in air, some of the light is transmitted while some is reflected (Figure 6). The proportion that is either reflected or transmitted is dependent upon the incidence angle. At angles perpendicular to the refractive surface, most of the light is transmitted; at grazing angles, most of the light is reflected.

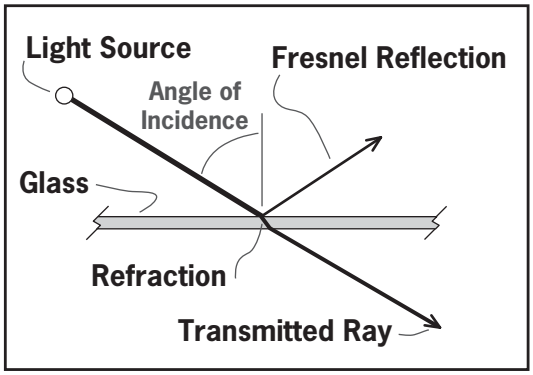


Figure 6

Figure 7 plots Fresnel reflection for acrylic as a function of incidence angle. Through proper choice of refractor geometry, this phenomenon can be used to control high-angle brightness in the along-lamp dimension. The result is a refractor that naturally and smoothly becomes less luminous with increasing vertical angle.

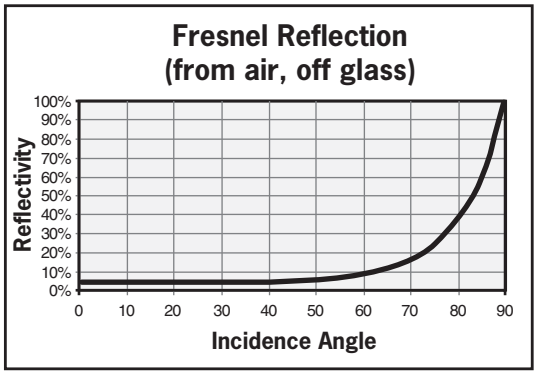


Figure 7

While deceptively simple in appearance, RT5 represents a significant advancement in lighting. It saves energy while providing high quality volumetric lighting in a recessed configuration.

Lithonia Lighting
Acuity Lighting Group, Inc.
Fluorescent Lighting
One Lithonia Way, Conyers, GA 30012
Phone: 800-858-7763
www.lithonia.com

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EXHIBIT D

accord™

T5/T8 Enhanced Lighting Series



COOPER Lighting

accord™
T5/T8 Enhanced Lighting Series

Improve your lighting... save energy costs

Cooper Lighting is proud to introduce the ***accord***™ family of products, the new energy efficient T5 or T8 recessed luminaires. ***accord***™ redefines lighting by improving on aesthetics, comfort and energy savings.

accord™ provides the right amount of light while eliminating surface shadows commonly found in parabolics. ***accord***™ provides a "softer" light making it the ideal lighting solution for schools, hospitals, retail and offices.



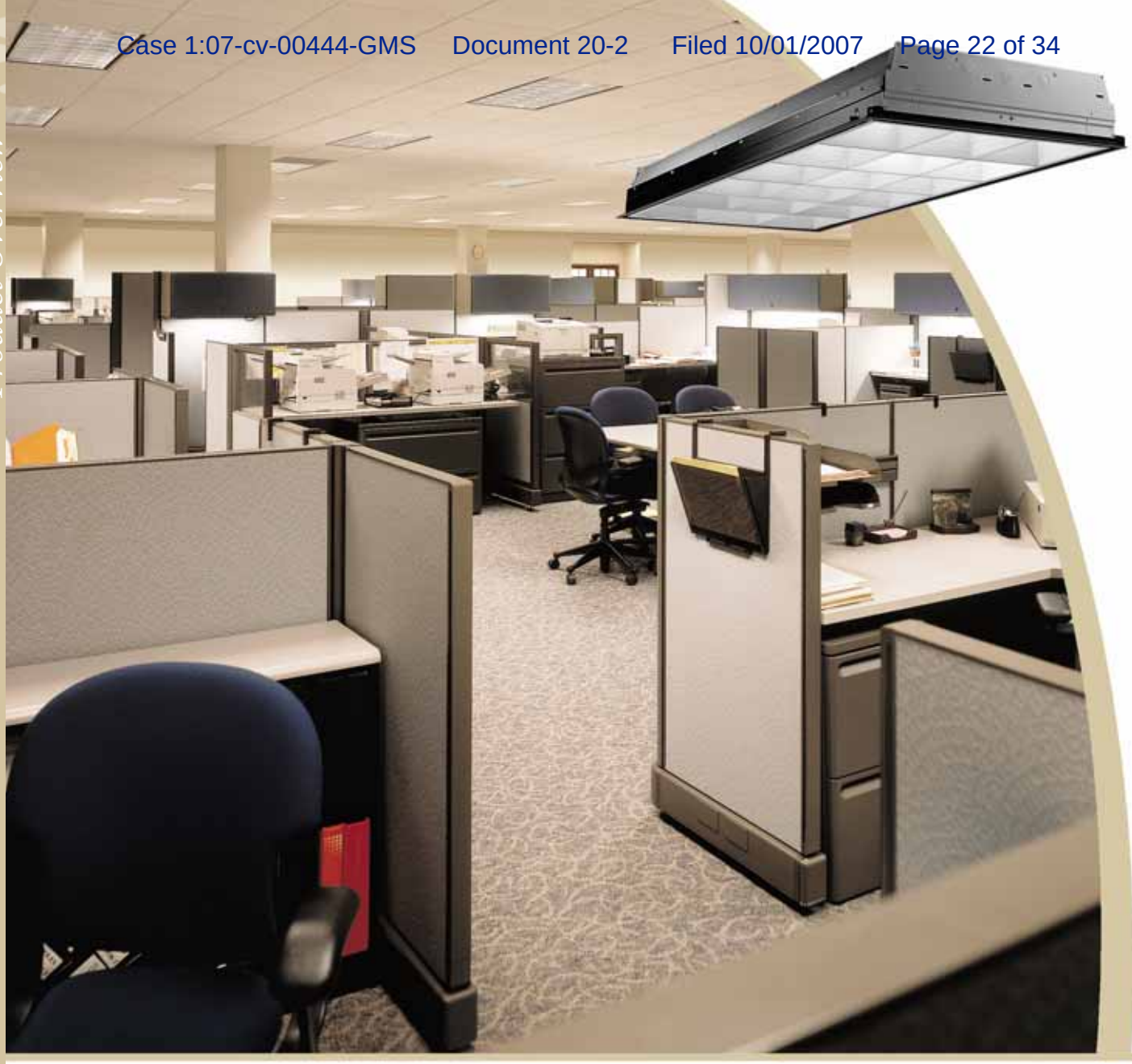


Improve your work environment

- ***accord***™ evenly distributes light, making the space more pleasing to the eye.
- Dark spots (cave effect) associated with parabolics are eliminated.

Save money

- ***accord***™ is an extremely efficient luminaire that reduces energy consumption by more than 30% (when compared to a 18 cell, 3 lamp, T8 parabolic), while providing the right amount of "softer" light.

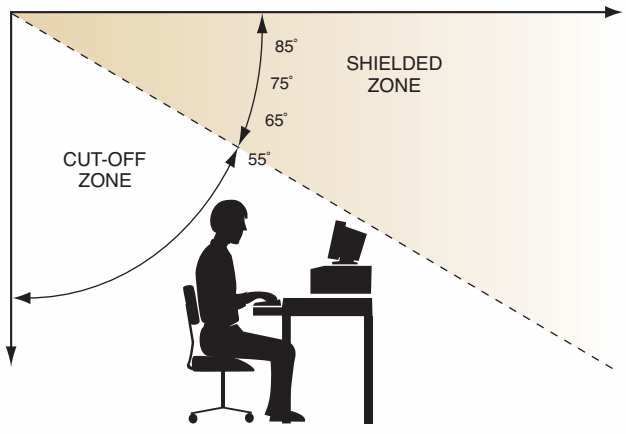


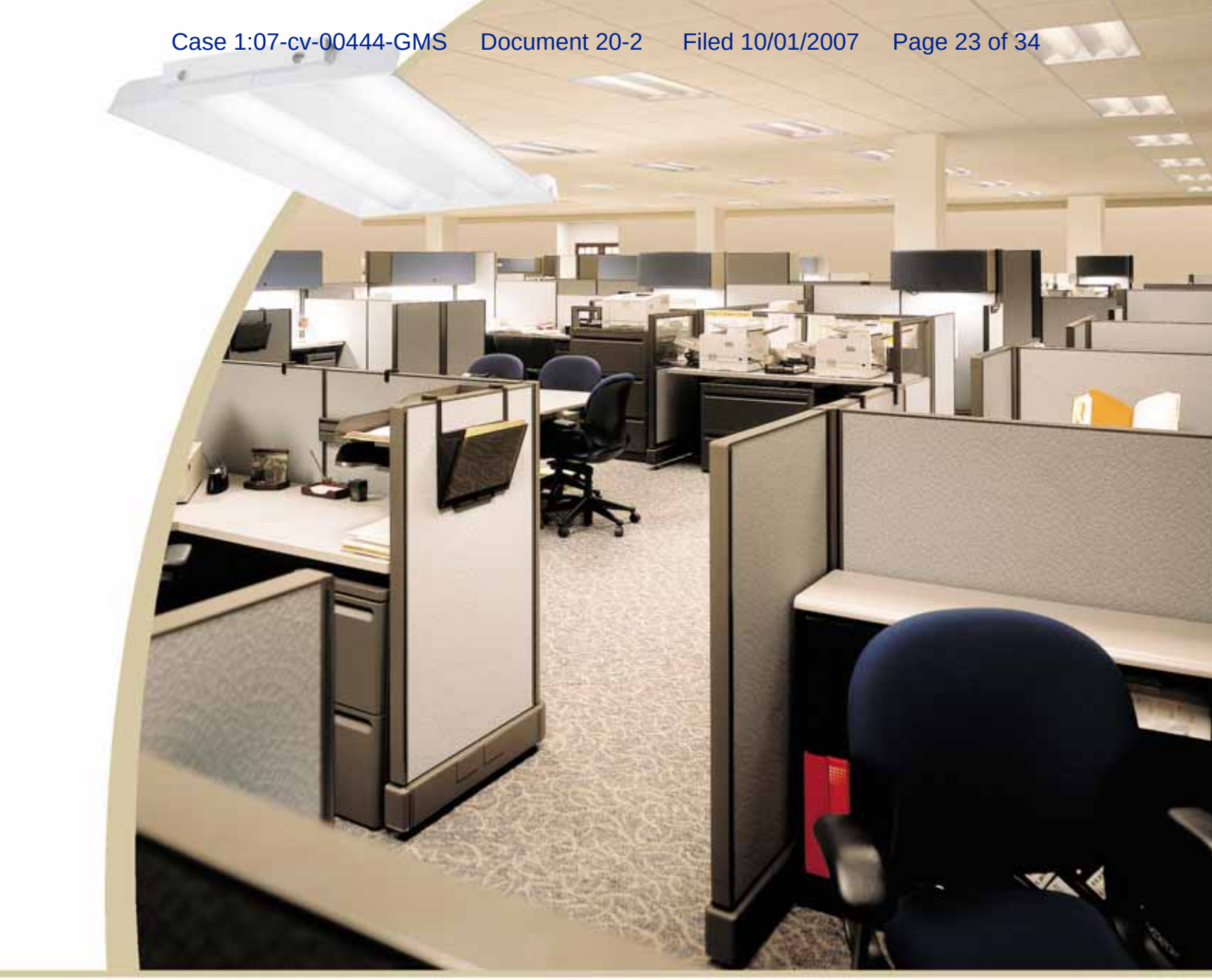
lighting before accord

Parabolics are designed to direct light into the cut-off zone, while restricting light into the shielded or glare zone. In other words, parabolics deliver light to the work plane and suppress high-angle brightness.

Due to the high-angle cutoffs as shown in **Figure 1.** parabolics can create areas where light is concentrated and areas where there is no light. These areas of minimum light are referred to as "dark spots".

Figure 1. Parabolic Light Distribution





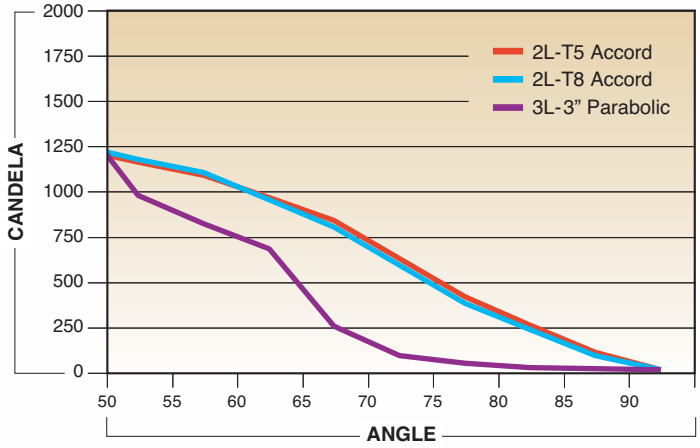
lighting with accord

To eliminate the "dark spots" and sharp cutoffs created by parabolics, Cooper Lighting designed ***accord***™. ***accord***™ provides a feeling of spaciousness and does not substantially increase glare, as shown in **Figure 2.**

accord™ provides the following advantages:

- Improved visual perception
- Enhanced space
- Attractive contemporary design
- Significant energy savings

Figure 2. Candela Comparison



Improve your lighting



Improved visual perception

- By reducing the "dark spots" and evenly distributing light, ***accord***™ makes it softer on the eyes.

Enhanced space

By evenly distributing the light through the space and eliminating the "dark spots", ***accord***™ will make a room feel soft, comfortable and inviting.

Attractive contemporary design

- Smooth, curved surfaces are attractive but subtle.
- Soft white frosted acrylic lens fills the space with even illumination.
- Matte white finish blends into the ceiling for a discreet look.

Significant energy savings

- ***accord***™ not only improves lighting but it benefits the environment. ***accord***™ provides over 30% energy savings compared to an 18 cell, 3 lamp parabolic. ***accord***™ also can assist in meeting energy regulations such as California's Title 24 and ASHRAE 90.1.

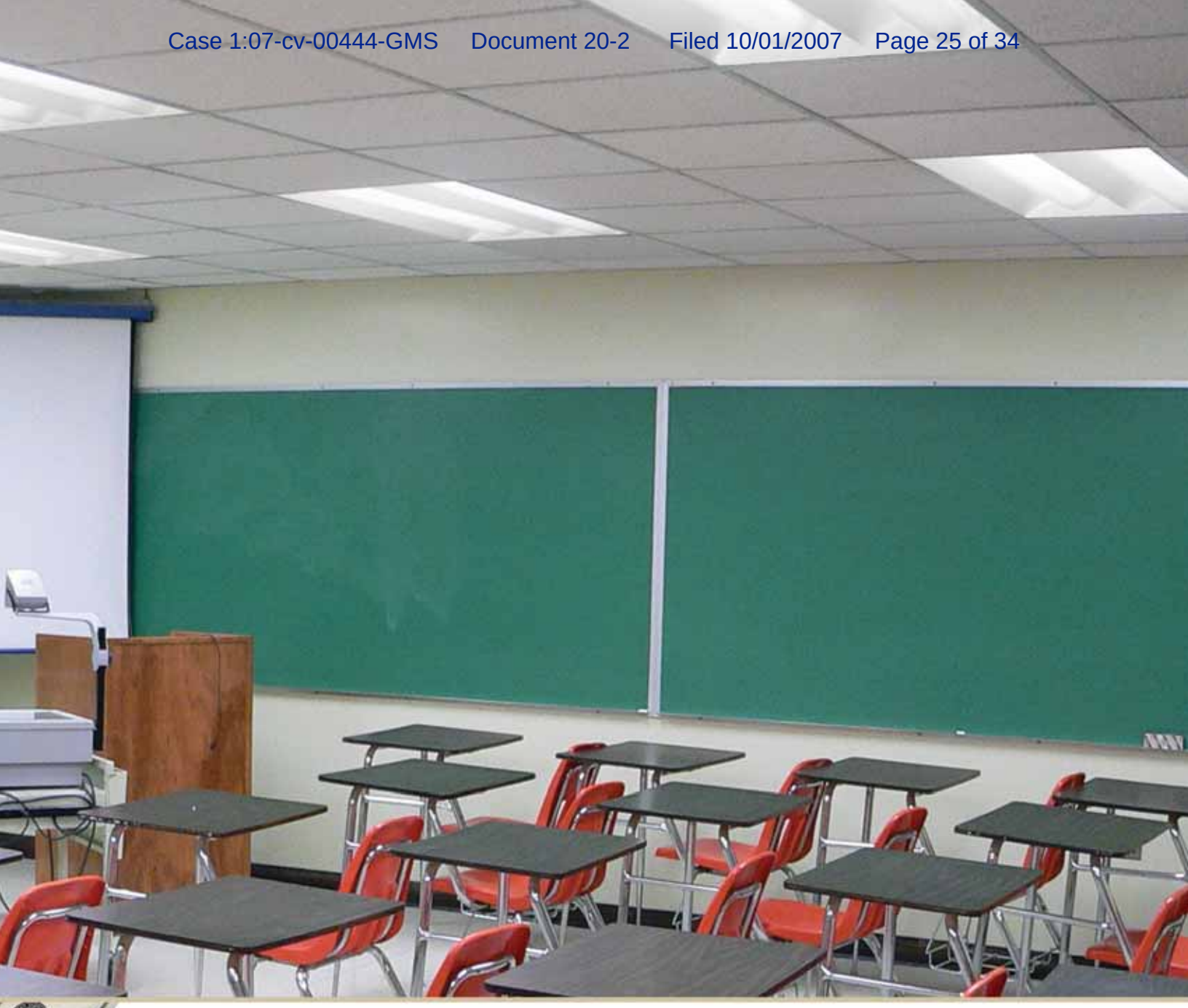
Save energy costs



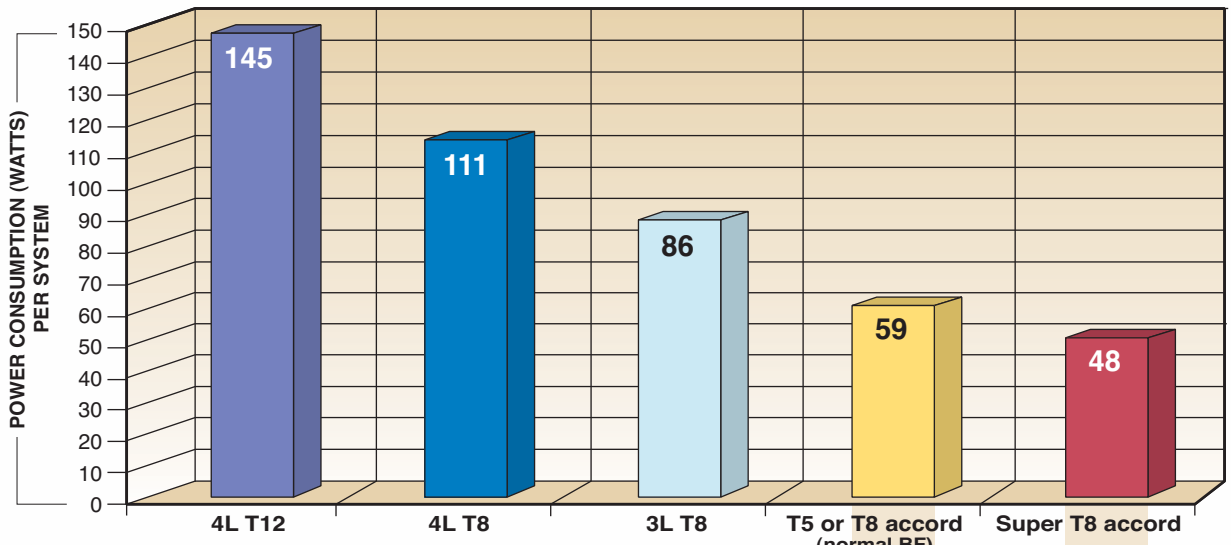
Appearance and performance make ***accord***™ the lighting choice. Energy savings makes ***accord***™ a sound financial decision.

The ***accord***™ family of products saves over 30% energy costs when compared to a 3 lamp, 18 cell parabolic. The dimming feature reduces energy consumption by another 50%.

accord™ meets and exceeds ASHRAE 90.1 2001 standards by approximately 40%. This provides office space a tax benefit of approximately $0.60/sq. ft.







ENERGY SAVINGS % vs.	accord	accord
4L T12	59%	67%
4L T8	47%	57%
3L T8	31%	44%

accord = energy savings

accord™ is an ideal substitute for 3 lamp T8 systems, 4 lamp T8 systems and inefficient 4 lamp T12 systems. ***accord***™ is the solution in new construction or remodel applications. ***accord***™ evenly distributes light making the space more pleasing to the eye, provides light levels that are in accordance with IES reccomendations, and reduces energy costs. ***accord's*** step dimming option reduces energy consumption by an additional 50% when activated.

The following example illustrates ***accord's*** benefits: **Spacing:** 8' x 8'
Maintained Average Illuminance: 49 fc
Based on: Room Size: 60' x 80'
Ceiling Height: 10'
Work Plane: 2.5'
Reflectances: 80/50/20

accord Energy Savings vs. 4L T12 and 3L T8 Systems

COST PER kWh											
Hours of Operation		$0.06		$0.08		$0.10		$0.12		$0.14	
Per Day	Per Year	4L T12	3L T8	4L T12	3L T8	4L T12	3L T8	4L T12	3L T8	4L T12	3L T8
12	4,380	22.60	7.10	30.13	9.46	37.67	11.83	45.20	14.19	52.74	16.56
18	6,570	33.90	10.64	45.20	14.19	56.50	17.74	67.80	21.29	79.10	24.83
24	8,760	45.20	14.19	60.27	18.92	75.34	23.65	90.40	28.38	105.47	33.11

Figures 3 and 4 depict the annual energy savings from accord versus 4L T12 and 3L T8 systems, respectively.

Figure 3. Accord Annual Energy Savings vs. 4LT12 Systems @ 18 hrs. of Operation Per Day
No. of Fixtures: 500

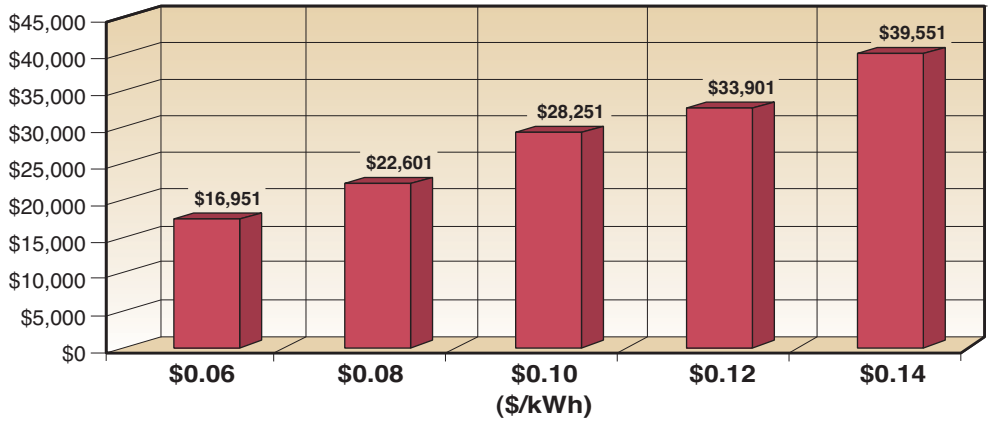
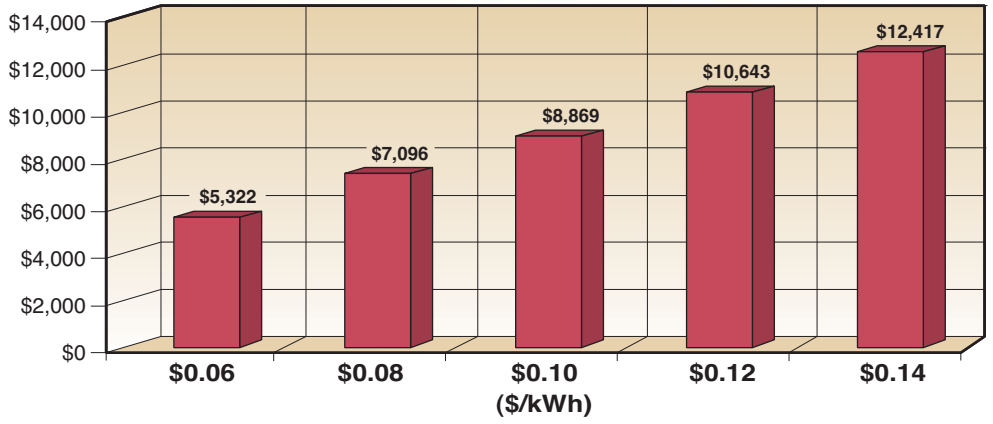
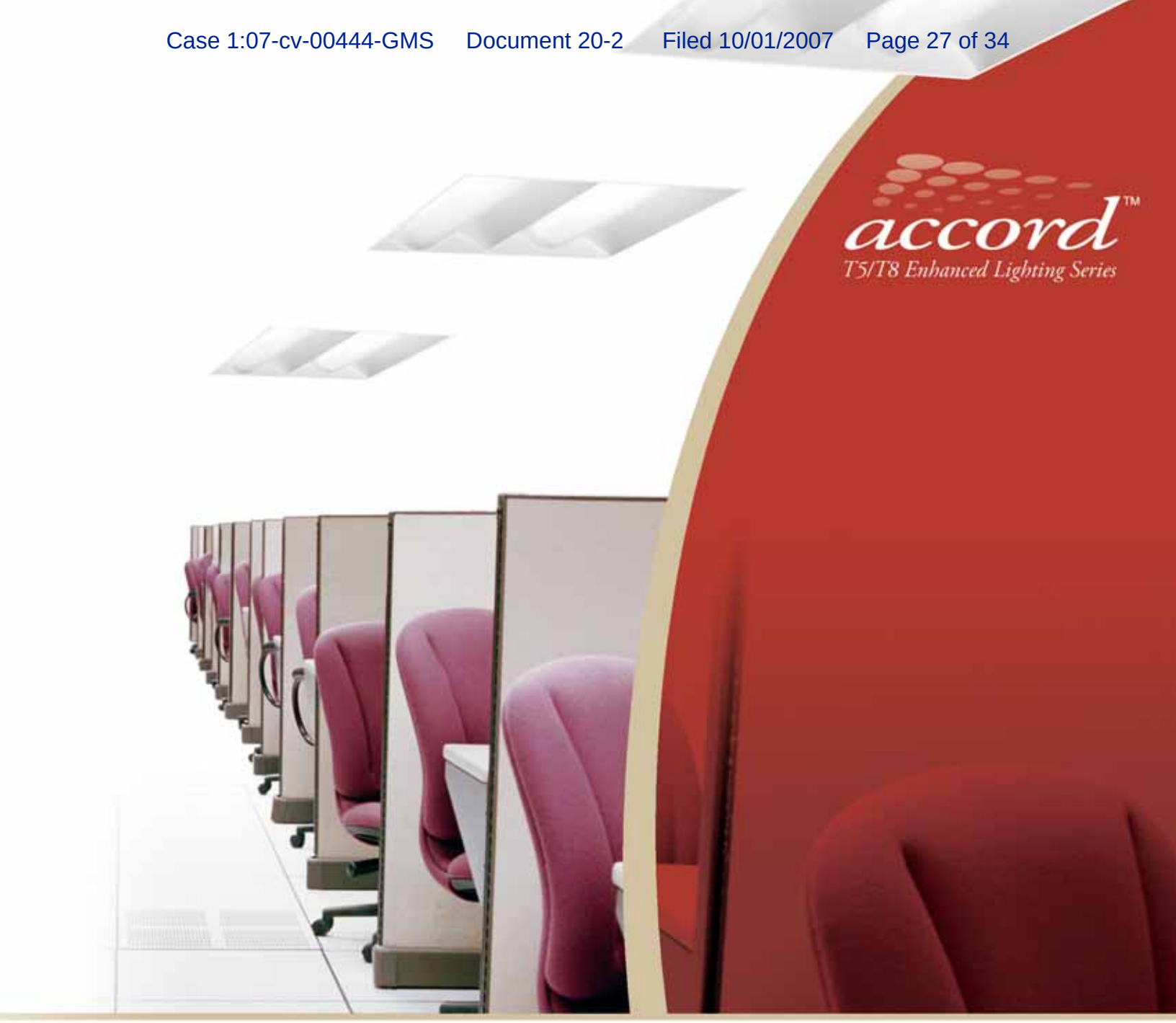
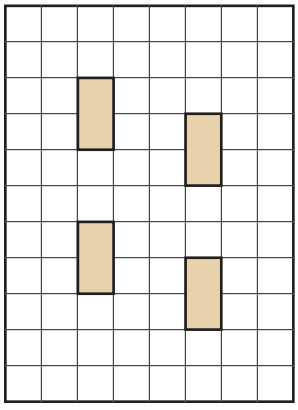


Figure 4. Accord Annual Energy Savings vs. 3LT8 Systems @ 18 hrs. of Operation Per Day
No. of Fixtures: 500

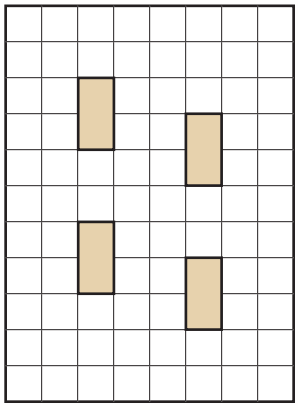




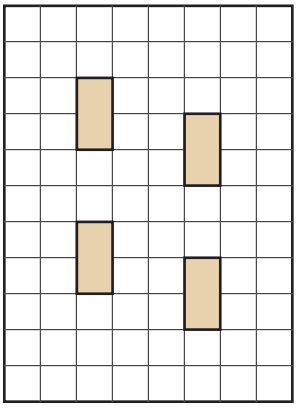
accord™ for New Construction



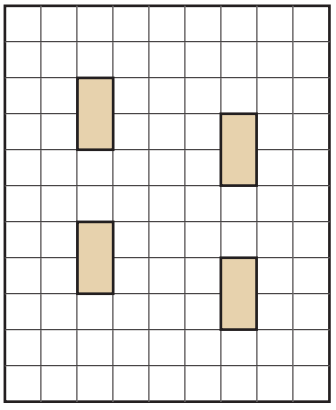
18 Cell 3L Parabolic
Mounting Height: 9'
Fixture Spacing: 8' x 10' Ctr.
Reflectances: .80/.50/.20
Avg. fc.: 57.2 fc. (LLF= .64)
Unit Power Density: 1.1 w/sq. ft.



Prismatic Lensed 3L Troffer
Mounting Height: 9'
Fixture Spacing: 8' x 10' Ctr.
Reflectances: .80/.50/.20
Avg. fc.: 63.5 fc. (LLF= .66)
Unit Power Density: 1.0 w/sq. ft.



2AC-228T5
Mounting Height: 9'
Fixture Spacing: 8' x 10' Ctr.
Reflectances: .80/.50/.20
Avg. fc.: 54.5 fc. (LLF= .83)
Unit Power Density: .75 w/sq. ft.



2AC-228T5
Mounting Height: 9'
Fixture Spacing: 8' x 12' Ctr.
Reflectances: .80/.50/.20
Avg. fc.: 43 fc. (LLF= .83)
Unit Power Density: .63 w/sq. ft.

Sizes

accord™ is available in 1' x 4', 2' x 2' and 2' x 4' sizes.

Ballast

The ballast plays an important role in the ***accord***™ fixture. It contributes to the high efficiency and lumens/watt. The ballast is offered in an optional step dimming (bi-level) output version. ***accord***™ currently features ULT ballasts, but is available with other manufacturers products.

Lamps

accord™ uses energy efficient T5 or T8 lamp technology from all major lamp manufacturers.

accord™

accord™ comprises of a shallow depth luminaire with two acrylic refractors that provide the right amount of light with the full benefit of energy savings.



Simple Maintenance

- The ballast is accessible from below through the removable ballast cover. (no tools are required)
- For drywall ceilings, standard framing kit is available.
- Lamp maintenance is as simple as removing the refractors.

Energy Savings

- ***accord***™ provides more than 30% energy savings when compared to a 3 lamp, 18 cell, T8 parabolic.
- ***accord***™ also exceeds mandated energy regulations such as California's Title 24 and ASHRAE 90.1 2001.
- Step dimming can increase energy savings by as much as 50%.

Ease of Installation

accord's shallow depth (3-1/4") and structural integrity makes for a quick and easy installation.



accord - 1' x 4', T5



Recessed T5 Troffer

Electronic Ballast, F28T5/835 Lamps, 2600 Lumens

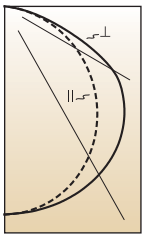
Spacing Criterion: (II) 1.2 x mounting ht., (⊥) 1.4 x mounting ht.

Efficiency 87.3%

Test Report #241P113

LER = FL-62

Yearly Cost of 1000 lumens, 3000 hrs at .08 KWH = $3.88



Candlepower

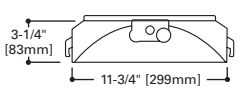
Angle	Along II	45°	Across ⊥
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10	1446	1459	1464
15	1410	1436	1451
20	1359	1402	1431
25	1294	1359	1404
30	1218	1307	1369
35	1131	1245	1325
40	1034	1175	1270
45	931	1095	1201
50	822	1005	1119
55	708	904	1022
60	591	792	886
65	471	668	667
70	350	495	442
75	229	308	267
80	119	151	126
85	36	30	22
90	0	0	0

Luminance Data

Angle in Deg	Average 0-Deg cd/sm	Average 45-Deg cd/sm	Average 90-Deg cd/sm
45	3542	4166	4569
55	3320	4240	4793
65	2998	4252	4246
75	2380	3201	2775
85	1111	926	679

Zonal Lumen Summary

Zone	Lumens	%Lamp	%Fixture
0-30	1172	22.5	25.8
0-40	1948	37.5	42.9
0-60	3579	68.8	78.8
0-90	4542	87.3	100.0
0-180	4542	87.3	100.0



accord - 2' x 2', T5



Recessed T5 Troffer

Electronic Ballast, F14T5/835 Lamps, 1350 Lumens

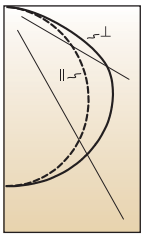
Spacing Criterion: (II) 1.2 x mounting ht., (⊥) 1.4 x mounting ht.

Efficiency 89.4%

Test Report #241P107

LER = FL-91

Yearly Cost of 1000 lumens, 3000 hrs at .08 KWH = $2.65



Candlepower

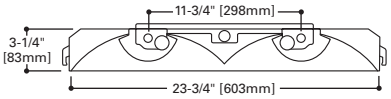
Angle	Along II	45°	Across ⊥
0	755	755	755
5	752	753	755
10	741	747	752
15	723	736	746
20	698	719	736
25	667	698	722
30	630	671	704
35	587	641	682
40	539	606	656
45	487	566	624
50	432	521	587
55	374	471	544
60	314	417	486
65	253	358	389
70	191	281	274
75	131	189	175
80	76	105	97
85	31	37	35
90	0	0	0

Luminance Data

Angle in Deg	Average 0-Deg cd/sm	Average 45-Deg cd/sm	Average 90-Deg cd/sm
45	1872	2176	2399
55	1772	2232	2578
65	1627	2303	2502
75	1376	1985	1838
85	967	1154	1092

Zonal Lumen Summary

Zone	Lumens	%Lamp	%Fixture
0-30	601	22.3	24.9
0-40	1001	37.1	41.4
0-60	1851	68.6	76.7
0-90	2414	89.4	100.0
0-180	2414	89.4	100.0



accord - 2' x 4', T5



Recessed T5 Troffer

Electronic Ballast, F28T5 Lamps, 2610 Lumens

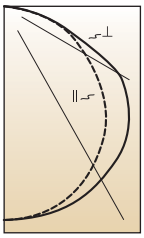
Spacing Criterion: (II) 1.2 x mounting ht., (⊥) 1.4 x mounting ht.

Efficiency 88.9%

Test Report #08862

LER = FL-70

Yearly Cost of 1000 lumens, 3000 hrs at .08 KWH = $3.44



Candlepower

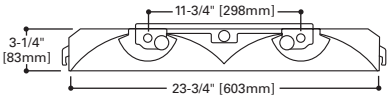
Angle	Along II	45°	Across ⊥
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5	1505	1504	1506
10	1484	1490	1497
15	1449	1465	1481
20	1402	1432	1458
25	1342	1389	1428
30	1270	1336	1390
35	1186	1274	1343
40	1092	1202	1285
45	990	1121	1215
50	879	1029	1132
55	762	927	1036
60	639	815	870
65	513	684	648
70	383	496	400
75	259	298	237
80	144	144	110
85	52	34	32
90	0	0	0

Luminance Data

Angle in Deg	Average 0-Deg cd/sm	Average 45-Deg cd/sm	Average 90-Deg cd/sm
45	2119	2119	2119
55	1965	2225	2411
65	1864	2268	2535
75	1404	1616	1285
85	837	547	515

Zonal Lumen Summary

Zone	Lumens	%Lamp	%Fixture
0-30	1199	23.0	25.8
0-40	1994	38.2	43.0
0-60	3670	70.3	79.0
0-90	4643	88.9	100.0
0-180	4643	88.9	100.0



accord - 2' x 2', T8



Recessed T8 Troffer

Electronic Ballast, F17T8/TL841 Lamps, 1400 Lumens

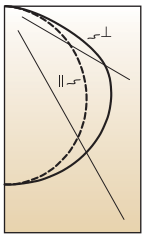
Spacing Criterion: (II) 1.2 x mounting ht., (⊥) 1.4 x mounting ht.

Efficiency 84.3%

Test Report #241P108

LER = FL-69

Yearly Cost of 1000 lumens, 3000 hrs at .08 KWH = $3.47



Luminance Data

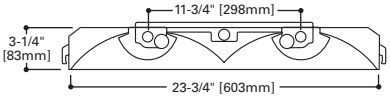
Angle in Deg	Average 0-Deg cd/sm	Average 45-Deg cd/sm	Average 90-Deg cd/sm
45	1830	2134	2357
55	1735	2190	2526
65	1595	2245	2444
75	1355	1901	1775
85	998	1060	1029

Zonal Lumen Summary

Zone	Lumens	%Lamp	%Fixture
0-30	588	21.0	24.9
0-40	979	35.0	41.5
0-60	1813	64.7	76.8
0-90	2360	84.3	100.0
0-180	2360	84.3	100.0

Candlepower

Angle	Along II	45°	Across ⊥
0	737	737	737
5	735	735	737
10	724	729	735
15	707	719	729
20	682	703	720
25	652	683	707
30	616	658	690
35	574	628	669
40	527	594	643
45	476	555	613
50	422	511	576
55	366	462	533
60	308	408	475
65	248	349	380
70	188	274	266
75	129	181	169
80	76	99	92
85	32	34	33
90	0	0	0



accord - 2' x 4', T8



Recessed T8 Troffer

Electronic Ballast, F32T8/TL835 Lamps, 3000 Lumens

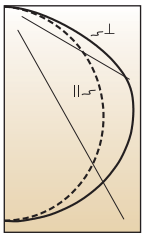
Spacing Criterion: (II) 1.2 x mounting ht., (⊥) 1.4 x mounting ht.

Efficiency 80.6%

Test Report #241P100

LER = FL-76

Yearly Cost of 1000 lumens, 3000 hrs at .08 KWH = $3.16



Luminance Data

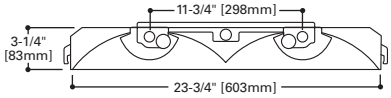
Angle in Deg	Average 0-Deg cd/sm	Average 45-Deg cd/sm	Average 90-Deg cd/sm
45	1904	2210	2442
55	1817	2289	2631
65	1682	2388	2585
75	1421	2118	1968
85	908	1338	1274

Zonal Lumen Summary

Zone	Lumens	%Lamp	%Fixture
0-30	1185	19.8	24.5
0-40	1977	33.0	40.9
0-60	3677	61.3	76.0
0-90	4837	80.6	100.0
0-180	4837	80.6	100.0

Candlepower

Angle	Along II	45°	Across ⊥
0	1486	1486	1486
5	1478	1483	1491
10	1458	1471	1484
15	1424	1450	1471
20	1376	1418	1452
25	1316	1377	1426
30	1244	1327	1394
35	1162	1269	1353
40	1070	1202	1303
45	970	1126	1244
50	863	1040	1170
55	751	946	1087
60	633	841	969
65	512	727	787
70	388	578	568
75	265	395	367
80	150	224	208
85	57	84	80
90	0	0	0



Ordering Information

Sample Number: 2AC-228T5-UNV-EBT1NDIM

Width
2 =2' Width
Blank =1' Width

Series
AC=Accord Series

Series
Blank=Accord

Number of Lamps
(Not included)
1=1 Lamp (1' x 4' only)
2=2 Lamp

Wattage (Length)
28T5=28WT5 (48")
54T5=54WT5HO (48")
14T5=14WT5 (24")
24T5=24WT5HO (24")
32=32WT8 (48")
17=17W T8 (24")

Shielding
Blank=Frosted Acrylic
FR=Frosted Ribbed Acrylic

Voltage[1]
UNV=Universal Voltage 120-277

Options
GL=Single Element Fuse
GM=Double Element Fuse
Lamps=Lamps installed
Flex=Flex installed
Emergency=EM installed

Ballast Type
EB8_=T8 Electronic Instant Start. Total Harmonic Distortion < 20%
No. of Ballast 1 or 2

EB8_/PLUS=T8 Electronic Instant Start. High Ballast Factor >1.13. Total Harmonic Distortion < 20%
No. of Ballast 1 or 2

ER8_=T8 Electronic Program Rapid Start. Total Harmonic Distortion < 10%
No. of Ballast 1 or 2

EBT_=T5 Linear Electronic Program Rapid Start Total Harmonic Distortion < 10%
No. of Ballast 1 or 2

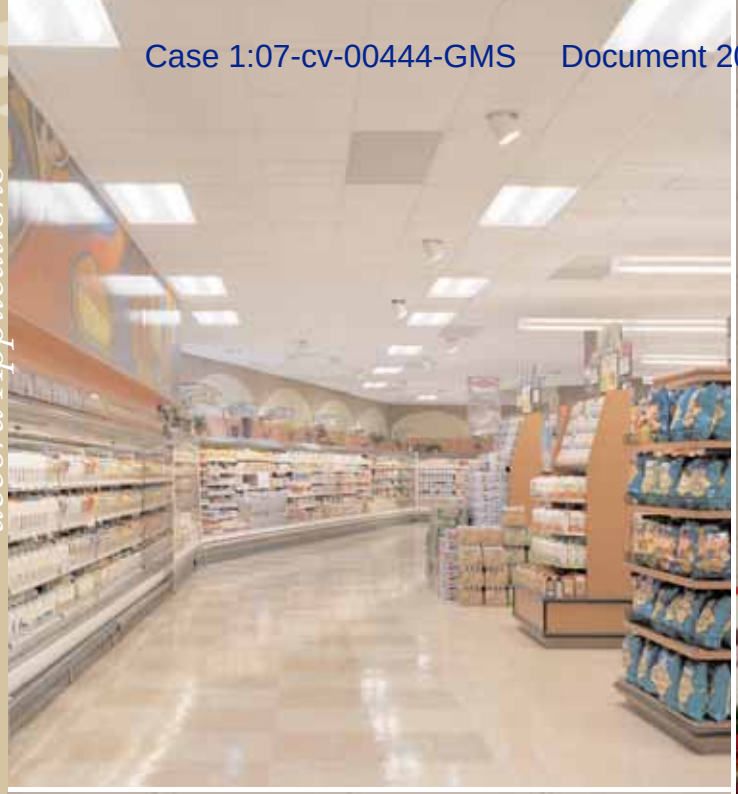
Ballast Factor/Type
(For 28WT5 Lamp Only)
N=Normal Light Output .90 BF[2]
H=High Light Output 1.15 BF[2]
NDIM=Normal .9 BF Step Dimming[3]
HDIM=High 1.15 BF Step Dimming[3]

Options
WT=White Tannenbaum Housing Finish

Packaging
U=Unit Pack
PALC=Job Pack, in carton

NOTES: [1] Products also available in non-US voltages and frequencies for international markets. [2] Step Dimming ballast available for 28WT5 lamps only. [3] .90 and 1.15 ballast factor available for 28WT5 lamps only.

For complete product data, reference the Fluorescent Specification binder. Specifications & dimensions subject to change without notice. Consult your Cooper Lighting Representative for availability and ordering information.









accord™

T5/T8 Enhanced Lighting Series

Improve your lighting and save energy!

COOPER Lighting

COOPER Lighting

Customer First Center
1121 Highway 74 South
Peachtree City, Georgia 30269
770 486 4800
Fax 770 486 4801

Domestic Facilities, USA
Cranbury, New Jersey
Elk Grove Village, Illinois
Irving, Texas
Ontario, California
Peachtree City, Georgia

International Sales, USA
Peachtree City, Georgia

Canada
Cooper Lighting
5925 McLaughlin Road
Mississauga, Ontario L5R 1B8
905 507 4000
FAX 905 568 7049

Domestic Facilities, Canada
Calgary, Alberta
Chomedey, Laval P.Q.

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Printed in USA

Dimensions and specifications are subject to change without notice.

The Cooper Lighting Family

Halo
Cooper Lighting - Metalux
Cooper Lighting - Lumark
Cooper Lighting - Sure-Lites
Neo-Ray
Corelite
Portfolio
Iris
Shaper
Lumière
Invue
McGraw-Edison
Fail-Safe
MWS
DLS
RSA
Ametrix

CUSTOMER FIRST

www.cooperlighting.com

EXHIBIT E

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2006

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 1-31330

Cooper Industries, Ltd.

(Exact Name of Registrant as Specified in Its Charter)

Bermuda	**98-0355628**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
600 Travis, Suite 5800, Houston, Texas	**77002**
(Address of Principal Executive Offices)	(Zip Code)

713/209-8400
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Class A Common Shares, $0.01 par value	**The New York Stock Exchange**
Rights to Purchase Preferred Shares	**The New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes _X_ No ___

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ___ No _X_

Indicate by check mark 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 check mark 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 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_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ___ No _X_

The aggregate value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2006 was $8,485,636,152 based on the closing sale price as reported on the New York Stock Exchange.

Number of registrant's common shares outstanding as of January 31, 2007 - 91,244,066 publicly traded Class A common shares, 13,046,201 Class A common shares held by the issuer's subsidiaries, and 54,810,129 Class B common shares held by the issuer's subsidiaries.

DOCUMENTS INCORPORATED BY REFERENCE

Cooper Industries, Ltd. Proxy Statement to be filed for the Annual Meeting of Shareholders to be held on April 24, 2007 (Part II – Item 5, Part III – Items 10, 11, 12, 13 and 14)

TABLE OF CONTENTS

			Page
Part I			
	Item 1:	Business	2
	Item 1A:	Risk Factors	6
	Item 1B:	Unresolved Staff Comments	8
	Item 2:	Properties	8
	Item 3:	Legal Proceedings	10
	Item 4:	Submission of Matters to a Vote of Security Holders	13
Part II			
	Item 5:	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	13
	Item 6:	Selected Financial Data	15
	Item 7:	Management's Discussion and Analysis of Financial Condition and Results of Operations	15
	Item 7A:	Quantitative and Qualitative Disclosures about Market Risk	32
	Item 8:	Financial Statements and Supplementary Data	32
	Item 9:	Changes in and Disagreements with Accountants on Accounting and Financial Disclosures	32
	Item 9A:	Controls and Procedures	32
	Item 9B:	Other Information	32
Part III			
	Item 10:	Director, Executive Officers and Corporate Goverance	32
	Item 11:	Executive Compensation	32
	Item 12:	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	33
	Item 13:	Certain Relationships and Related Transactions	33
	Item 14:	Principal Accountant Fees and Services	33
Part IV			
	Item 15:	Exhibits and Financial Statement Schedules	33

PART I

ITEM 1. BUSINESS

GENERAL

The term "Cooper" refers to the registrant, Cooper Industries, Ltd., which was incorporated under the laws of Bermuda on May 22, 2001, and became the successor-registrant to Cooper Industries, Inc. on May 22, 2002.

Cooper operates in two business segments: Electrical Products and Tools. Cooper manufactures, markets and sells its products and provides services throughout the world. Cooper has manufacturing facilities in 21 countries and currently employs approximately 31,000 people. Operations in the United States are conducted by wholly-owned subsidiaries of Cooper, organized by the two business segments. Activities outside the United States contribute significantly to the revenues and operating earnings of both segments of Cooper. These activities are conducted in major commercial countries by wholly-owned subsidiaries and jointly-owned companies, the management of which is structured through Cooper's two business segments. As a result of operations outside the United States, sales and distribution networks are maintained throughout most of the industrialized world. Cooper generally believes that there are no substantial differences in the business risks associated with operations outside the United States compared with United States activities, although Cooper is subject to certain political and economic uncertainties encountered in activities outside the United States, including trade barriers and restrictions on the exchange and fluctuations of currency. Cooper generates the most non-U.S. revenues in Canada, Germany, France, Mexico and the United Kingdom. Cooper has operations in India, Malaysia and China and has several joint ventures with operations in China. Investments in emerging markets such as India, Malaysia and China are subject to greater risks related to economic and political uncertainties as compared to most countries where Cooper has operations. Exhibit 21.0 contains a list of Cooper's subsidiaries.

Financial information with respect to Cooper's industry segments and geographic areas is contained in Note 15 of the Notes to the Consolidated Financial Statements. A discussion of acquisitions and divestitures is included in Notes 3, 7 and 16 of the Notes to the Consolidated Financial Statements.

With its two business segments, Cooper serves four major markets: the industrial, commercial construction, residential and utility markets. Cooper also serves the electronics and telecommunications markets. Markets for Cooper's products and services are worldwide, though the United States is the largest market. Within the United States, there is no material geographic concentration by state or region. Cooper experiences substantial competition in both of its business segments. The number and size of competitors vary considerably depending on the product line. Cooper cannot specify with exactitude the number of competitors in each product category or their relative market position. However, most operating units experience significant competition from both larger and smaller companies with the key competitive factors being customer and end-user service, price, quality, brand name and availability. Cooper considers its reputation as a manufacturer of a broad line of quality products and premier brands to be an important factor in its businesses. Cooper believes that it is among the leading manufacturers in the world of electrical distribution equipment, wiring devices, support systems, hazardous duty electrical equipment, lighting fixtures, emergency lighting, fuses, nonpower hand tools and industrial power tools.

Cooper's research and development activities are for purposes of improving existing products and services and originating new products. During 2006, approximately $83.5 million was spent for research and development activities as compared with approximately $71.5 million in 2005 and $70.6 million in 2004. Cooper obtains and holds patents on products and designs in the United States and many other countries where operations are conducted or products are sold. Although in the aggregate Cooper's patents are important in the operation of its businesses, the loss by expiration or otherwise of any one patent or license or group of patents or licenses would not materially affect its business.

Cooper does not presently anticipate that compliance with currently applicable environmental regulations and controls will significantly change its competitive position, capital spending or earnings during 2007. Cooper has been a party to administrative and legal proceedings with governmental agencies that have arisen under statutory provisions regulating the discharge or potential discharge of material into the environment. Orders and decrees consented to by Cooper, or currently under negotiation with state regulatory agencies, have contained agreed-upon timetables for fulfilling reporting or remediation obligations or maintaining specified air and water discharge levels in connection with permits for the operations of various plants. Cooper believes it is in compliance with the orders and decrees, and such compliance is not material to the business or financial condition of Cooper. For additional information concerning Cooper's accruals for environmental liabilities, see Note 7 of the Notes to the Consolidated Financial Statements.

Approximately 62 percent of the United States hourly production work force of Cooper is employed in 45 manufacturing facilities, distribution centers and warehouses not covered by labor agreements. Numerous agreements covering approximately 38 percent of all hourly production employees exist with 17 bargaining units at 20 operations in the United States and with various unions at 32 operations in other countries. During 2006, new agreements were concluded covering hourly production employees at 7 operations in the United States. Cooper considers its employee relations to be excellent.

Sales backlog at December 31, 2006 was approximately $677.6 million, all of which is for delivery during 2007, compared with backlog of approximately $479.9 million at December 31, 2005.

Cooper's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available, free of charge, at the "Investor Center" tab on Cooper's website (www.cooperindustries.com) as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities Exchange Commission.

The following describes the business conducted by each of Cooper's business segments. Additional information regarding the products, markets and distribution methods for each segment is set forth in the table at the end of this Item. Information concerning market conditions, as well as information concerning revenues and operating earnings for each segment, is included under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Electrical Products

The Electrical Products segment manufactures, markets and sells electrical and circuit protection products, including fittings, support systems, enclosures, wiring devices, plugs, receptacles, lighting fixtures, hazardous duty electrical equipment, fuses, emergency lighting, fire detection systems and security products for use in residential, commercial and industrial construction, maintenance and repair applications. The segment also manufactures, markets and sells products for use by utilities and in industry for electrical power transmission and distribution, including distribution switchgear, transformers, transformer terminations and accessories, capacitors, voltage regulators, surge arresters and other related power systems components.

The principal raw material requirements include: steel, copper, aluminum, aluminum ingots, brass, tin, lead, plastics, electronic components and insulating materials including transformer oil. These raw materials are available from and supplied by numerous sources located in the United States and other countries, although there are limited sources of supply for electrical core steel and transformer oil that Cooper uses in electrical power transmission and distribution products.

Demand for electrical products follows general economic conditions and is generally sensitive to activity in the commercial and residential construction markets, industrial production levels, electronic

component production and spending by utilities for replacements, expansions and efficiency improvements. The segment's product lines are marketed directly to original equipment manufacturers and utilities and to a variety of end users through major distributor chains, retail home centers, hardware outlets and thousands of independent distributors.

Tools

The Tools segment manufactures, markets and sells hand tools for industrial, construction and consumer markets; automated assembly systems for industrial markets; and electric and pneumatic industrial power tools for general industry, primarily automotive and aerospace manufacturers.

The principal raw material requirements include: flat and bar stock steel, brass, copper, fiberglass, aluminum, metal castings and forgings, wood, plastic pellets and plastic sheet. These materials are available from and supplied by numerous sources located in the United States and other countries.

Demand for nonpowered hand tools, assembly systems and industrial power tools is driven by employment levels and industrial activity in major industrial countries and by consumer spending. In addition, demand for industrial power tools is influenced by automotive and aerospace production. The segment's products are sold by a company sales force, independent distributors and retailers.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected historical financial data for Cooper for each of the five years in the period ended December 31, 2006. The selected historical financial information shown below has been derived from Cooper's audited consolidated financial statements. This information should be read in conjunction with Cooper's consolidated financial statements and notes thereto.

	Years Ending December 31,				
	2006	2005	2004	2003	2002
	(in millions, except per share data)				
INCOME STATEMENT DATA:					
Revenues	$ 5,184.6	$ 4,730.4	$ 4,462.9	$ 4,061.4	$ 3,960.5
Income from continuing operations	$ 484.3	$ 391.1	$ 339.8	$ 274.3	$ 213.7
Charge from discontinued operations, net of taxes	20.3	227.2	--	126.0	--
Net income	$ 464.0	$ 163.9	$ 339.8	$ 148.3	$ 213.7
INCOME PER COMMON SHARE DATA:					
Basic -					
Income from continuing operations	$ 5.28	$ 4.23	$ 3.67	$ 2.96	$ 2.29
Charge from discontinued operations	.22	2.46	--	1.36	--
Net income	$ 5.06	$ 1.77	$ 3.67	$ 1.60	$ 2.29
Diluted -					
Income from continuing operations	$ 5.16	$ 4.12	$ 3.58	$ 2.92	$ 2.28
Charge from discontinued operations	.21	2.39	--	1.34	--
Net income	$ 4.95	$ 1.73	$ 3.58	$ 1.58	$ 2.28
BALANCE SHEET DATA (at December 31):					
Total assets	$ 5,374.8	$ 5,215.1	$ 5,407.8	$ 4,965.3	$ 4,687.9
Long-term debt, excluding current maturities	702.8	1,002.9	698.6	1,336.7	1,280.7
Shareholders' equity	2,475.3	2,205.2	2,286.5	2,118.2	2,002.4
CASH DIVIDENDS PER COMMON SHARE	$ 1.48	$ 1.48	$ 1.40	$ 1.40	$ 1.40

In October 1998, Cooper sold its Automotive Products segment for $1.9 billion in proceeds. Discontinued operations charges of $20.3 million, net of a $11.4 million income tax benefit in 2006; $227.2 million, net of a $127.8 million income tax benefit in 2005 and $126.0 million, net of a $70.9 million income tax benefit in 2003 were recorded for potential liabilities related to the Automotive Products segment sale and the Federal-Mogul bankruptcy. See Note 16 of the Notes to the Consolidated Financial Statements.

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

Forward Looking Statements

This Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes certain forward-looking statements. The forward-looking statements reflect Cooper's expectations, objectives and goals with respect to future events and financial performance, and are based on assumptions and estimates which Cooper believes are reasonable. Forward-looking statements include, but are not limited to, any statements regarding future revenues, costs and expenses, earnings, earnings per share, margins, cash flows, dividends and capital expenditures. Cooper wishes to caution readers not to put undue reliance on these statements and that actual results could differ materially from anticipated results. Important factors which may affect the actual results include, but are not limited to, the resolution of Federal-Mogul's bankruptcy proceedings, political developments, market and economic conditions, changes in raw material, transportation and energy costs, industry competition, the

to shareholders through dividends and stock repurchases. The settlement agreement remains subject to bankruptcy court approval, approval by the current claimants and other matters. At this time, the exact manner in which this issue will be resolved is not known. The accrual for potential liabilities related to the Automotive Products sale and the Federal-Mogul bankruptcy was $529.6 million at December 31, 2006 and $526.3 million at December 31, 2005.

Results of Operations

Revenues

	Year Ended December 31,		
	2006	2005	2004
		(in millions)	
Electrical Products	$ 4,426.0	$ 3,997.5	$ 3,722.2
Tools	758.6	732.9	740.7
Total Revenues	$ 5,184.6	$ 4,730.4	$ 4,462.9

See the geographic information included in Note 15 of the Notes to the Consolidated Financial Statements for a summary of revenues by country.

2006 vs. 2005 Revenues Revenues for 2006 increased 10% compared to 2005. The impact of currency translation was nominal, while acquisitions, net of a small divestiture, added approximately 2% in revenues.

Electrical Products segment revenues for 2006, which represented 85% of revenues, increased approximately 11% compared to 2005. Currency translation had a nominal impact on 2006 revenues. The impact of acquisitions, net of a small divestiture, increased segment revenues by approximately 2%. All of the Electrical Products segment businesses posted revenue growth during 2006. Sales growth was a result of strong demand from industrial and utility markets, improvement in non-residential construction demand and successful expansion into developing international markets. These gains more than offset a decline in retail sales due to an overall slowdown in the residential market and ceding product lines in the channel over prices.

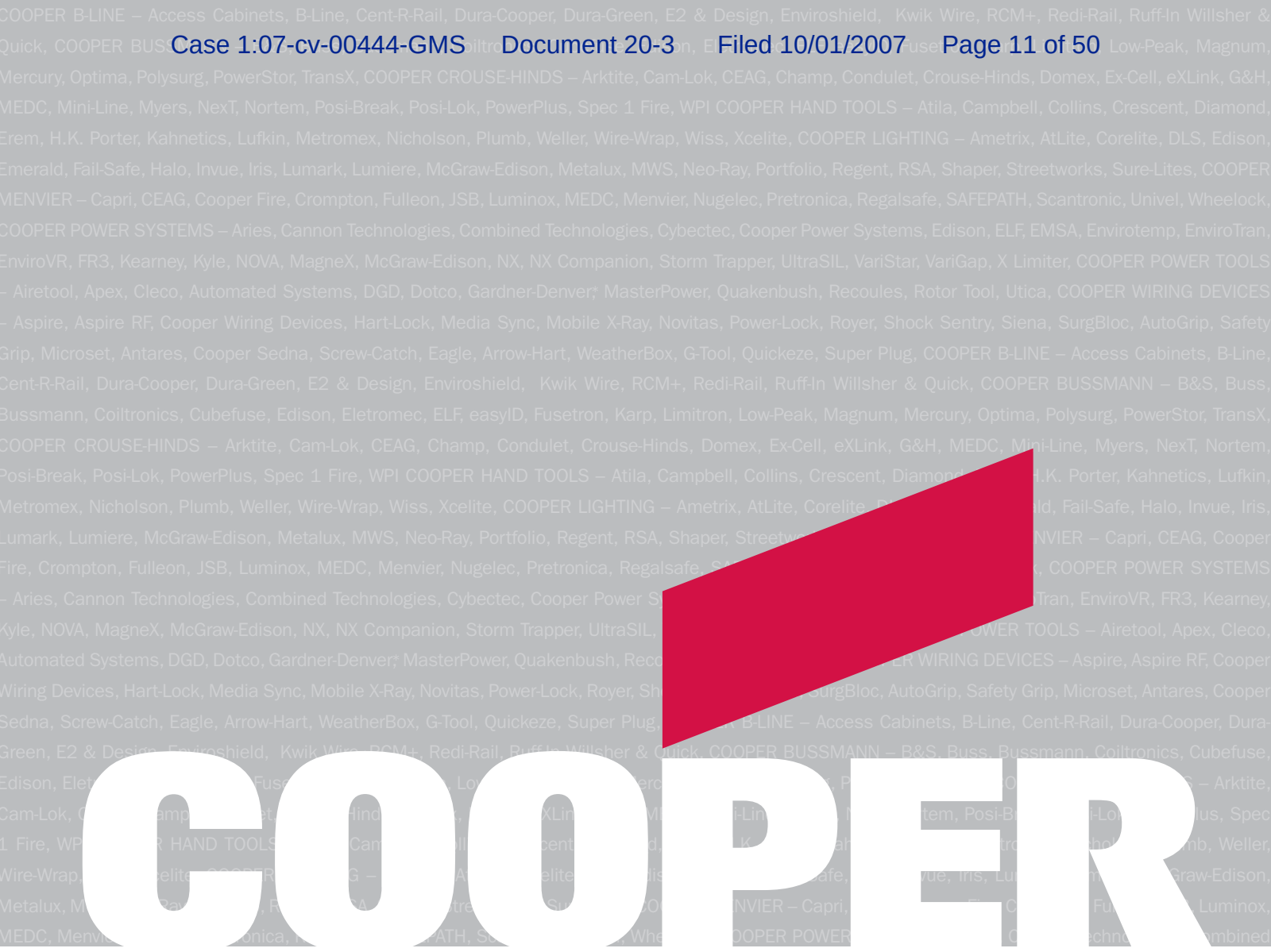
Tools segment revenues for 2006, which represented 15% of revenues, increased approximately 4% compared to 2005. Currency translation increased revenues by approximately 1%. Increased sales of hand tools were driven by new product introductions, strength in industrial markets and international expansion. These gains offset the loss of chain product position at a major retailer and the overall slowdown in the residential market. Demand for industrial power tools strengthened and strong fourth quarter shipments led to modest year over year growth in revenue from the automated systems business.

2005 vs. 2004 Revenues Revenues for 2005 increased 6% compared to 2004. The impact of currency translation increased revenues by approximately 1%.

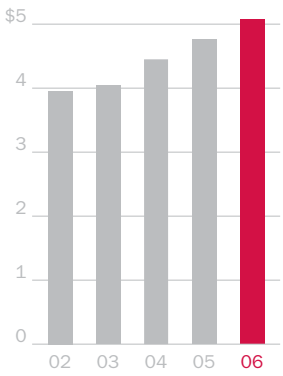
Electrical Products segment revenues for 2005, which represented 85% of total revenues increased approximately 7% compared to 2004. Currency translation contributed approximately 1% to the revenue increase. All of Cooper's Electrical Products businesses experienced revenue growth over the prior year. Favorable industrial, utility and energy markets as well as steady commercial construction drove organic sales growth. Key initiatives to expand global presence and deliver new products were successful in penetrating new markets. Price increases in response to inflationary cost pressures also supported growth across the business lines.

Tools segment revenues, which represented 15% of total revenues, decreased approximately 1% compared to 2004. Currency translation increased revenues by approximately 1% in 2005. Solid industrial demand drove growth in hand tools, but continued weaknesses in the automotive markets resulted in declines

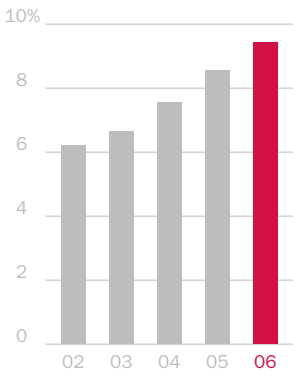
EXHIBIT F


COOPER

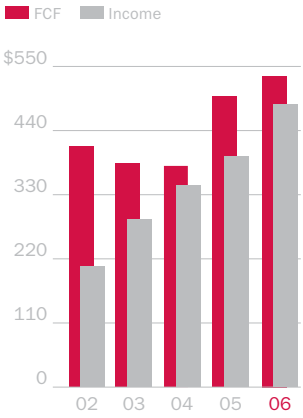
REVENUES
(in billions)



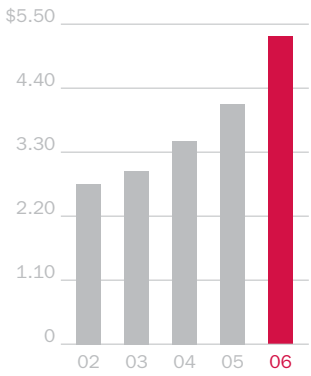
RETURN ON SALES[1]
(% of revenue)



FREE CASH FLOW AND CONTINUING INCOME
(in millions)



DILUTED EARNINGS PER SHARE[1]



[1] From continuing operations before restructuring and unusual items.

Consistent

TABLE OF CONTENTS

Letter to Shareholders	1
Business Portfolio	4
A Focus on Customers	10
Serving Critical Industries	11
Markets Served	Foldout
Invigorating the Products	12
Acquisition Highlights	13
Financial Review	14
Report of Management	20
Directors and Management	22
Form 10-K	23
Shareholder Information	Inside Back Cover

To Our Shareholders,

In 2006, our 31,000 employees around the world achieved a new high watermark by generating the strongest results in our Company's 173-year history. The dedication, talent and hard work of everyone working for Cooper Industries propelled us to our record year:

- Revenues increased 10% to a record $5.2 billion.
- Continuing earnings increased 24% to a record $484 million.
- Earnings per share from continuing operations increased 25% to a record $5.16.
- Free cash flow from operations was $535 million – the first time Cooper has broken the $500 million mark in free cash flow and the sixth consecutive year free cash flow has exceeded earnings. Return on invested capital reached 13.5% versus 10.8% in the prior year. Net debt-to-total-capital ended at 19.1%.
- Electrical margins grew to 15.9%, up 1.3 points, and Tools margins rose 2.2 points to 11.3%.
- Four acquisitions expanded our global reach, provided us with additional technologies and broadened our customer base.

Growth

Shareholders of our Company saw a total return on Cooper stock of 26% in 2006. This brings our three-year and five-year compound annual total returns to 18% and 24%, respectively. In addition, in light of our 2006 results and commitment to increase shareholder value, we announced on February 14, 2007 a two-for-one stock split and 14% increase in the dividend.

Portfolio Strength

In 2006, our Company benefited from having a broad, diverse and global end market exposure. Our industrial and utility markets showed significant momentum, which should continue into 2007. Non-residential construction (office, healthcare, industrial, lodging) gained momentum over the past year, and with lower construction costs, lower interest rates and improving rent/vacancy rates, we expect to see continued growth in 2007. Residential markets declined during the second half of 2006 due to the long-anticipated cyclical softening of the housing market. When the cycle turns upward, we will be well positioned to take advantage of the renewed growth in residential construction.

Our investment in international growth contributed significantly to our results in 2006. For the year, sales in countries outside the U.S. and western Europe grew by more than 20% to over $750 million. This strength was broad based, with China, the Middle East, Mexico and South America up over 30%.

Cooper's Operating Model

Our 2006 results were achieved by the coordinated efforts of our 31,000 employees focusing on the right business initiatives and driving a clear and well-communicated strategy in an ethical and uncompromising manner.

Our values and principles guide us at the core and define who we are and how we behave.

Values

- Integrity
- People and Leadership
- Accountability
- Speed and Adaptability
- Execution

Principles

- Passion for the Customer
- Innovation as Our Lifeblood
- Grow and Profit from the Core
- Excel at Globalization
- Continuous Improvement Mindset – MVP

In addition to our values and principles, we have business initiatives that have dedicated owners, clear accountability and metrics and the entire team's full commitment. In 2002, we introduced Cooper Connection, Globalization, Enterprise Business Systems (EBS), Strategic Sourcing and Manufacturing Variance Program (MVP) as our business priorities. Over the last five years, these initiatives have significantly accelerated our top-line growth, expanded our margins and generated strong cash flow.

Having extracted great benefits from these initiatives, our Company is in a much different position today than it was in 2002. In January 2007, our leadership team reformulated our business initiatives to drive our Company's performance even farther.

- **Customer Loyalty** began with the Cooper Connection initiative and challenges us to put the customer first in everything we do. Our goal is to incorporate innovative process disciplines into the corporation to make it easier to do business with Cooper. Leveraging our brand strength and building customer relationships are central to Cooper's growth strategy.
- **Innovation** is our lifeblood. Sales from newly introduced products have more than doubled during the past four years, and we have actions in place to deliver 20% of annual revenues from products introduced within the past three years. We are focusing on expanding technology platforms in every business. Internal development and acquisitions enable us to make "dumb" products "smart", differentiating Cooper in the marketplace. With the development of new products and technology, we enhance growth by continuously expanding the technical solutions and value we can deliver to our customers.
- **Globalization** is an area of major focus for investment and opportunity for Cooper, and we have significantly improved our competitive position in international markets. Cooper has developed country/region-specific strategies, with a physical presence in local markets. As a result, we now have manufacturing sites in 21 countries and generate approximately 31% of Cooper's total revenue in nearly 100 countries.
- **Talent Development** allows us to attract, develop and retain the best and brightest who will lead Cooper in the achievement of our growth and performance objectives. In 2006, we launched Cooper University, a program to help develop high-potential leaders to meet the challenges of operating in an increasingly complex global and technical environment. We are introducing a number of integrated talent initiatives that will accelerate the achievement of our organizational capability.
- **Operational Excellence** builds off our earlier productivity initiative and takes a broader, holistic view of our operating environment. Under the new initiative, we incorporate the principles of lean manufacturing, sales and operations planning, supplier management and materials management and place them under the rigor of our previously established MVP initiative. Our goal is to better service the customer and also to deliver ongoing productivity savings and working capital improvements.

We believe these initiatives, now linked by our new Enterprise Business System, will further enhance our customers' growth, improve our global competitive position and maximize free cash flow for reinvestment in our core businesses. Our new business systems provide us with faster, more accurate information and tools to run our business.

We are excited about bringing best-in-class experience from other world-class companies to Cooper Industries. As we experienced over the past five years, Cooper Industries will be a very different company five years from today... larger, easier to do business with, more global and more technical with better margins producing great, diverse leadership in all functional areas.

Looking Ahead

With the success of 2006 fresh in our minds and our Company in its strongest financial position ever, we are looking forward to 2007. Overall, our end markets are growing. We are finding new customers around the world every day and bringing them new ideas and solutions.

Our balance sheet gives us the flexibility to continue to invest in our infrastructure, global footprint, innovation, systems and people. We also have a well-defined, well-disciplined acquisition strategy that complements and strengthens our core business.

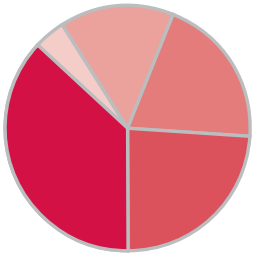
We would like to thank our loyal customers, suppliers, directors and employees for their support and dedication. We are particularly proud of our talented and dedicated employees. Through their individual and collective efforts, they have shown how an organization with such a distinctive history can evolve into a dynamic and competitive global business. While we have enjoyed recent success, we know that great companies are built from strong values and rigorous processes, and are defined by their long-term success over all economic cycles. Our aim is for Cooper Industries to meet that measure of success.



Kirk S. Hachigian
Chairman, President & CEO

SALES BY END MARKET

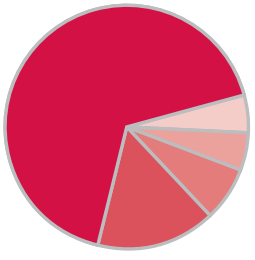
(% of revenue)



37% Industrial
24% Commercial
20% Utility
15% Residential
4% Other

SALES BY REGION

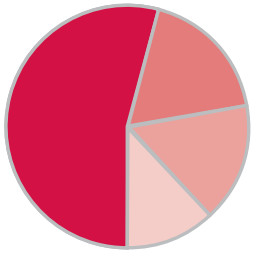
(% of revenue)



67% U.S.
16% Europe, Middle East and Africa
7% Latin America
5% Canada
5% Asia Pacific

SALES BY CHANNEL

(% of revenue)



54% Distribution
18% Utility
16% OEM/Direct
12% Retail

COOPER B-Line

COOPER Bussmann

COOPER Crouse-Hinds

COOPER Lighting

COOPER Menvier

COOPER Wiring Devices

COOPER Power Systems

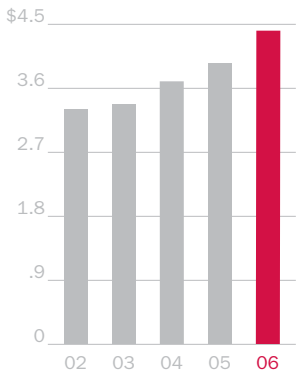
COOPER Power Tools

COOPER Hand Tools

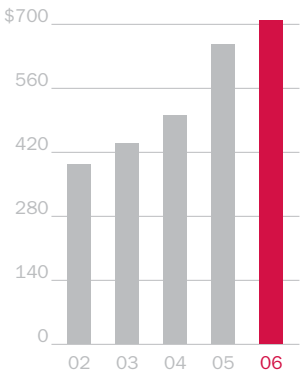
1. ELECTRICAL PRODUCTS

Cooper's Electrical Products segment manufactures lighting fixtures, harsh- and hazardous-duty fittings, specialty connectors, support systems, enclosures, wiring devices, fuses, plugs, receptacles and safety and security products for use in industrial, commercial and residential applications. The segment also provides distribution switchgear and transformers, energy automation solutions and other related power system components for use by utilities and the electrical power transmission and distribution industries.

SEGMENT REVENUES
(in billions)



SEGMENT OPERATING EARNINGS[1]
(in millions)
[1] Before restructuring charges.



Our Business Portfolio

Cooper's results are driven by its world-class portfolio of businesses, which is organized into two segments: Electrical Products and Tools. Within these two segments are top-tier businesses that maintain an intense focus on the customer across a diverse set of end markets. Cooper has unparalleled product-line breadth and well-established reputable brands, many of which are sold together through a common sales and marketing model, Cooper Connection. Our strong market share in attractive global markets and diverse platforms provides a firm foundation to build upon for future growth.

COOPER B-Line

Cooper B-Line™ manufactures the leading brand of cable tray and bolted framing products in the United States. Cooper B-Line serves the construction market, as well as the telecommunications industry. The diverse product line also includes electrical and communications enclosures, meter mounting, rack and runway, spring steel fasteners and pipe hangers. Cooper B-Line develops high-quality, cost-effective and labor-saving products to meet customer needs and can be found domestically and internationally for use in commercial, industrial, utility and residential applications.

COOPER Bussmann

Cooper Bussmann™ is a leading manufacturer of electrical and electronic products, including fuses, circuit breakers, fusegear, power distribution products, surge protectors, inductors and wire management systems. The division's global manufacturing and distribution network services the electrical, electronic and transportation markets, meeting the needs of commercial, industrial and residential users. Through recent acquisitions in Korea and China, Cooper Bussmann is well positioned to support and grow its geographically diverse customer base.









HIGHLIGHTS

- Implemented system and process improvements through Cooper's Enterprise Business System and MVP tools to further improve Cooper B-Line's industry-leading service levels.
- Launched a broad range of new labor-saving products, including the Flip Clip™ wire mesh cable tray system support, the Kwik Wire™ multi-purpose hanging system and an innovative meter socket adapter.
- Aggressively expanded the company's position in spring steel fasteners through multiple new products, the Fastener Focus™ growth program and international expansion.
- Achieved major project wins with global customers in the energy, biotechnology, aerospace, health and metals industries.

HIGHLIGHTS

- Expanded globally through the acquisition of Xian, the largest fuse manufacturer in China.
- Named a *Plant Engineering* Product of the Year Finalist for OSCAR® Software, which allows customers to determine the short-circuit current rating for their panels and boxes.
- Piloted breakthrough technology at several Fortune 500 industrial companies that combines wireless communication with fuse detection to enhance productivity in manufacturing facilities by reducing downtime.
- Won sole-source provider status on several major transportation projects, leveraging the 60-position RTMR power distribution module, the Type 2 mini circuit breaker and the new LMG series 3- and 5-position fuse holder.

COOPER Crouse-Hinds

Cooper Crouse-Hinds™ is a diversified worldwide manufacturer of electrical products with a particular focus on harsh and hazardous applications. Global technical and commercial expertise provides customers with solutions that meet local codes and preferences, with products including fittings, enclosures, apparatus and industrial motor controls, signals and alarms, industrial lighting, and plugs and receptacles. In addition, Cooper Crouse-Hinds is a leader in airfield lighting and specialized connectivity solutions.

COOPER Lighting

Cooper Lighting® is an industry-leading manufacturer of high-quality, innovative lighting solutions for commercial, industrial, institutional, residential and retail customers worldwide. Cooper Lighting comprises many strong brands, including Halo®, Metalux®, Lumark®, Sure-Lites®, McGraw-Edison®, Fail-Safe®, IriS®, Neo-ray®, Corelite™, Shaper™, Lumière®, MWS®, DLS™, InVue™, RSA®, Streetworks™ and Ametrix™. The division's energy-efficient lighting technologies bring added value to customers by reducing energy consumption and addressing environmental concerns.









HIGHLIGHTS

- Strengthened portfolio in the Specialty Connector business with the acquisition of G&H Technologies.
- Positioned marketing teams in strategic global markets to foster close customer interaction and accelerated growth in targeted regions.
- Introduced a broad range of products designed to deliver customer value through reduced installation cost and lower energy consumption.
- Continued to build Commercial Products business through Cooper Connection, launching numerous new products such as die-cast fittings and weatherproof boxes and covers.

HIGHLIGHTS

- Launched an extensive array of new products, most notably around energy savings and high-end specification markets.
- Received strong national brand-recognition awards on Halo Recessed Lighting – 2006 number one Brand Leader in *Builder Magazine*.
- Focused solution-selling strategy more than doubled growth through key global customer wins.
- Grew international presence as a result of expanded market penetration in China, the Middle East and Latin America.

COOPER Wiring Devices

Cooper Wiring Devices® is a leading manufacturer of electrical connection and control products for residential, commercial and industrial construction and renovation. The division's products include switches, receptacles, GFCIs, wall plates, plugs, connectors, manual disconnects, dimmers, occupancy sensors, surge protection and structured wiring systems. The division's products are sold both domestically and internationally to the professional and retail markets under such brand names as Aspire,™ Siena,® Media Sync,™ Shock Sentry,® Hart-Lock® and Cooper Wiring Devices.

COOPER Menvier

Cooper Menvier™ specializes in products designed to save lives and protect property in commercial, industrial and residential buildings. The division's state-of-the-art fire detection, mass notification and intruder alarms combine with its market-leading emergency lighting to provide comprehensive solutions fulfilling the need to protect, alert and inform the world's population. Coupled with its electrical installation components and commercial lighting, Cooper Menvier offers today's demanding customers a wide range of premium-quality solutions.









HIGHLIGHTS

- Integrated the Novitas acquisition, exceeding targets for sales, market penetration and profitability.
- Launched the next generation of GFCI receptacles, including an innovative safety feature that denies power to the user in the event of a failure to the protection circuitry.
- Achieved strong growth in the Canadian market with the conversion of a large retail customer and increased penetration in the professional market.
- Introduced their first paperless order entry system in customer service, reducing errors and further improving the customer's order cycle time.
- Penetrated international markets with the division's premier decorative wiring device system, Aspire.

HIGHLIGHTS

- Expanded into North America with the acquisition of Wheelock.
- Major global project wins including emergency lighting for the Water Cube (aquatic Olympic site Beijing 2008), the Dubai airport and the Burj Dubai (world's tallest building), emergency lighting at Emirates Stadium in London and lighting solutions for St. Pancreas Station, London.
- Launch of the Homelink Intruder alarm and Planete low-power consumption emergency light.
- Further expansion in eastern Europe to round out overall European market presence.

COOPER Power Systems

Cooper Power Systems® provides power delivery, reliability and quality solutions for medium- and high-voltage electric power systems, and delivers productivity and efficiency improvements to the Industrial and Commercial markets. It is also a leader in providing comprehensive automation solutions, including automated meter reading/advanced metering infrastructure, capacitor dispatch and control, load control, equipment sensors, critical equipment monitoring and system-wide graphical user interface and data collection. Cooper Power Systems assists utilities in meeting the stringent power availability requirements of today's demanding customers around the world.





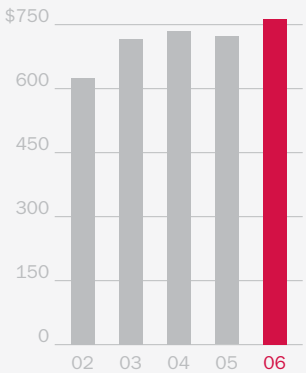
HIGHLIGHTS

- Acquired Cannon Technologies, enhancing capabilities to work with utilities with energy automation solutions that solve their critical issues of providing reliable and affordable energy.
- Achieved key global wins, including two major projects in China to advance their fast-growing electrical infrastructure needs in the Shenzhen/Guangzhou area and Beijing to reinforce the grid for the 2008 Olympics.
- Expanded in the Commercial/Industrial market, including a large data center project using Envirotemp® FR3® fluid-filled substation transformers to reduce heat, noise and space requirements in the building vaults.
- Implemented lean processes to significantly increase capacity at existing manufacturing locations.

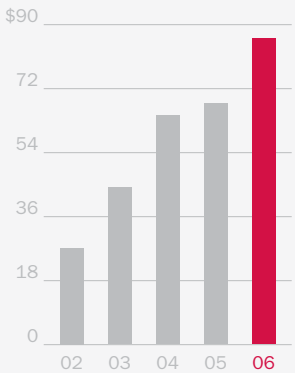
2. TOOLS

Cooper's Tools segment manufactures hand tools for industrial, construction and consumer markets, and electric and pneumatic industrial power tools for general industry, aerospace and automotive manufacturers.

SEGMENT REVENUES
(in millions)



SEGMENT OPERATING EARNINGS[1]
(in millions)
[1] Before restructuring charges.



COOPER Power Tools

Cooper Power Tools™ offers the most complete range of industrial power tools and accessories, technical solutions and experience in the industry. The division manufactures a wide variety of industrial pneumatic and DC electric tools, automated assembly equipment and related software, specialized drilling equipment and cutters, electronic servos, torque measurement equipment and controls, screwdriver bits and sockets, hoists, power motors, tube cleaners and expanders and universal joints. The division's primary markets include aerospace, automotive and general industry.

COOPER Hand Tools

Cooper Hand Tools™ is a leading manufacturer and supplier of hand tools, soldering products and chain and accessories. These products are offered worldwide under well-known brands such as Campbell,® Crescent,® Lufkin,® Nicholson,® Plumb,® H.K. Porter,® Weller,® Wiss® and Xcelite.® The needs of professional and do-it-yourself end users are met by a global distribution network servicing the industrial, electronic and consumer markets.









HIGHLIGHTS

- Delivered world-class customized precision drilling solutions to major aerospace manufacturers, achieving solid sales growth while significantly improving service levels.
- Installed state-of-the-art capital engine assembly systems for European automotive manufacturer, driving process-control in core business.
- Developed and launched world's first angle battery assembly tool for "Safety-Critical Fastening" in the global automotive arena. This tool offers unparalleled ergonomics, flexibility and torque accuracy.

HIGHLIGHTS

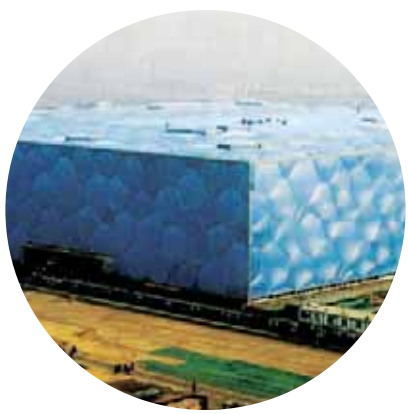
- Received *Popular Mechanics* Innovation Award for the new Rapid Slide wrench.
- Named "Hand Tool and Vendor of the Year" at Distribution America, a large wholesaler in the hardware channel.
- Implemented a rigorous New Product Development Process to introduce several new product lines, including Crescent RapidRench, Crescent Pro Series Pliers, Lufkin Mag Lock tape measure and 4-in-1 Nicholson Hacksaw frame.

At Cooper, customers come first. Our entire organization is institutionalizing disciplined processes to ensure that we deliver on our commitments to our strong, growing and diverse customer base. We are aggressively implementing programs to improve the ease of doing business with Cooper. Our customer-centric culture is helping us to earn new business in high-profile projects the world over.

A Focus on Customers



DISNEY CONCERT HALL
Invue Vision Flood fixtures by Cooper Lighting illuminate the exterior of the Walt Disney Concert Hall in Los Angeles.



OLYMPIC WATER CUBE
Cooper Menvier CEAG emergency lighting products were selected for the site of the aquatic events at the 2008 Beijing Olympic Games.



CHEVRON OFFSHORE DRILLING PLATFORM
Cooper Crouse-Hinds products are installed on numerous Chevron offshore facilities in the U.S. Gulf of Mexico and the Benguela Belize-Lobito Tomboco (BBLT) deepwater oilfields in Angola.



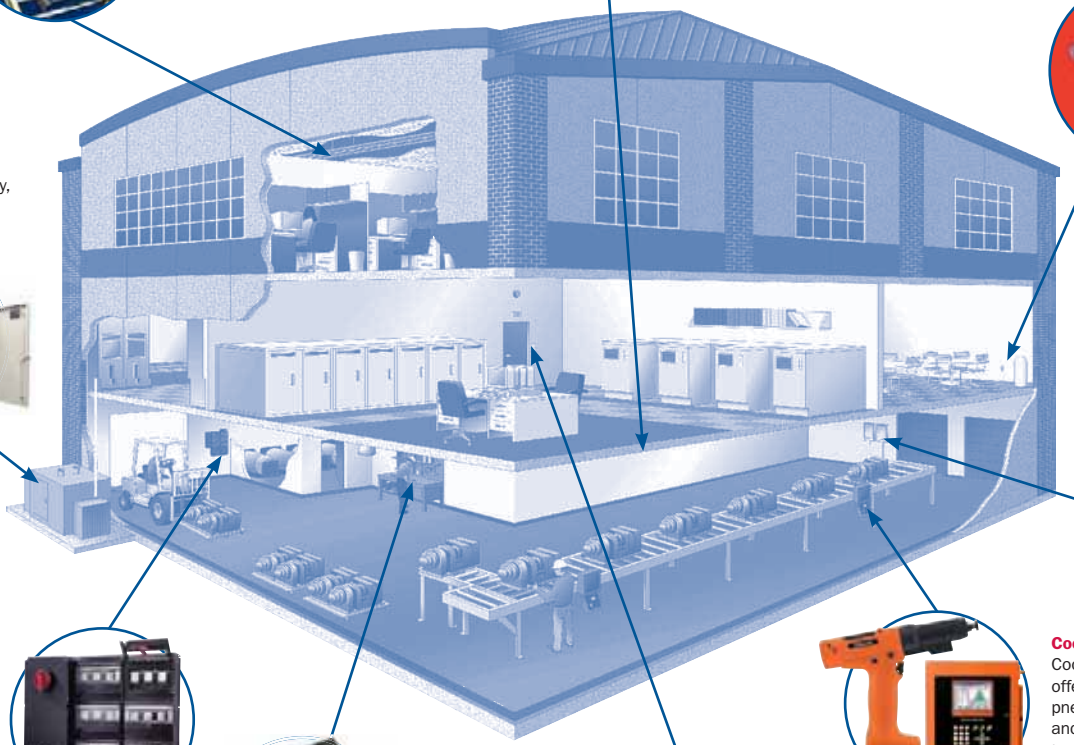
Cooper B-Line
Cooper B-Line provides a wide range of electrical and mechanical supports and related products for industrial applications, ranging from cable tray and bolted framing systems to industrial enclosures and wireway.



Cooper Lighting
Industrial lighting from Cooper Lighting provides illumination to maximize productivity and visual comfort in industrial applications.

Cooper Wiring Devices
Wiring devices, plugs and connectors are designed for the most abusive and harsh conditions.





Cooper Power Systems
Innovative switchgear provides increased safety, reliability and customer-friendly design.



Cooper Bussmann
Low-Peak® current-limiting fuses now offer *easyID*™ technology to reduce downtime and maintenance costs.



Cooper Crouse-Hinds
Products from Cooper Crouse-Hinds protect personnel and electrical systems in harsh industrial environments.



Cooper Hand Tools
Weller® soldering rework and repair products help high-tech electronics manufacturers control production costs.



Cooper Menvier
Cooper Menvier manufactures a wide range of fire detection and security systems, industrial mains and emergency lighting.

Cooper Power Tools
Cooper Power Tools offers a broad range of pneumatic, DC electric and battery-powered tools to drive productivity in industrial applications.

Major Product Categories

Cooper B-Line
Bolted Framing Systems
Cable Tray
Spring Steel Fasteners
Electrical Enclosures
Meter Mounting Equipment
Rack and Runway Systems
Electronic Cabinets
Pipe Hangers

Cooper Bussmann
Connectors
Fuseholders
Disconnect Switches
Low-Voltage Fuses
Medium-Voltage Fuses

Cooper Crouse-Hinds
Conduit and Cable Fittings
Enclosures
Interconnect Products
Control and Apparatus Equipment
Industrial Lighting
Plugs and Receptacles
Obstruction Lighting
Signals and Alarms
Instrumentation

Cooper Lighting
Industrial Lighting
Recessed Downlighting
Fluorescent Lighting
Floodlighting
Architectural Area/Site Lighting
Emergency/Exit Lighting
Security Lighting
Cleanroom Lighting
Landscape Lighting

Cooper Menvier
Emergency Lighting
Central Battery Systems
Fire Detection
Industrial and Hazardous Lighting

Cooper Power Systems
Capacitors and Monitoring Equipment
Pad-Mounted and Substation Transformers
Reclosers
Insulating Fluids
Switchgear
Modular Integrated Transportable Substations
Cable Accessories
Overvoltage Protection
Demand Response and Load Control
Fault Indicators
Maintenance Tools

Cooper Wiring Devices
Switches and Receptacles
Locking Plugs and Connectors
Motor Controllers
Pin and Sleeve

Cooper Hand Tools
Measuring Tools
Screwdrivers
Pliers and Wrenches
Hammers
Soldering Tools
Cutting Tools
Chain and Fittings

Cooper Power Tools
Pneumatic and DC Electric Assembly Tools
Automated Assembly Equipment
Pneumatic Material-Removal Tools
Tube Cleaners and Expanders
Bits and Sockets
Universal Joints
Cutting Tools
Torque-Assurance Products
Pneumatic Hoists
Advanced Drilling Equipment

Cooper Lighting
Glare-free fluorescent linear lighting from Cooper Lighting provides added protection from eyestrain in computer-intensive environments such as offices.

Cooper Wiring Devices
Builders of hospitals, hotels, offices and shopping centers meet the high standards set by local and national electrical codes by using receptacles, switches and plugs from Cooper Wiring Devices.

Cooper Hand Tools
Technicians and service personnel use tools from Cooper Hand Tools for maintenance and repair applications.









Cooper Power Tools
Cooper Power Tools offers a diverse range of ergonomically designed pneumatic tools for commercial applications.

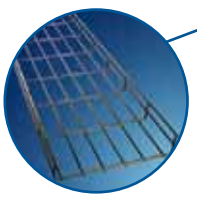


Cooper Crouse-Hinds
Electrical products for commercial construction such as Space-Saver EMT connectors from Cooper Crouse-Hinds offer labor-saving features that make installation fast and easy.

Cooper B-Line
Bolted framing systems, spring steel fasteners, pipe hangers and light duty cable tray systems from Cooper B-Line support commercial wiring and plumbing components.



Cooper Menvier
Emergency lighting, mains lighting, fire lighting and security systems from Cooper Menvier are used to enhance safety in commercial applications across Europe.



Cooper Power Systems
Envirotran™ indoor power center transformers use Envirotemp® FR3™ providing improved performance, environmental benefits and extended life.



Cooper Bussmann
The new Coordination Module™ helps electrical contractors meet new electrical code coordination requirements through an all-in-one solution.



Major Product Categories

Cooper B-Line
Bolted Framing Systems
Commercial Cable Tray
Spring Steel Fasteners
Electrical Enclosures
Meter Mounting Equipment
Rack and Runway Systems
Electronic Cabinets
Pipe Hangers

Cooper Bussmann
Electrical Disconnects
Fused Circuit Protection
Elevator Disconnect Panels
Cable Limiters

Cooper Crouse-Hinds
Commercial Fittings
Hubs
Outlet Boxes
Weatherproof Lighting, Boxes and Covers

Cooper Lighting
Recessed Downlighting
Track Lighting
Fluorescent Lighting
Floodlighting
Architectural Area/Site Lighting
Emergency/Exit Lighting
Security Lighting
Landscape Lighting

Cooper Menvier
Fire Detection
Security Systems
Lighting Systems
Emergency Lighting
Facility Communications Systems
Fire Life Safety
Weatherproof Notification Appliances

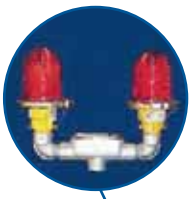
Cooper Power Systems
Monitoring Equipment
Pad-Mounted and Substation Transformers
Modular Integrated Transportable Substations
Insulating Fluids
Pad-Mounted Switchgear
Power Factor Correction
Demand Response
Overcurrent Protection
Automated Meter Reading Technology

Cooper Wiring Devices
Specification-Grade Switches and Receptacles
Surge-Protection Equipment
Straight Blade Plugs and Connectors
Hospital-Grade Products

Cooper Hand Tools
Measuring Tools
Screwdrivers
Pliers and Wrenches
Hammers
Soldering Tools
Cutting Tools
Chain and Fittings

Cooper Power Tools
Pneumatic Assembly Tools
Pneumatic Material-Removal Tools
Bits and Sockets
Universal Joints

Cooper Crouse-Hinds
Cooper Crouse-Hinds products have many utility applications, including obstruction lighting to mark towers that may represent hazards to air navigation.

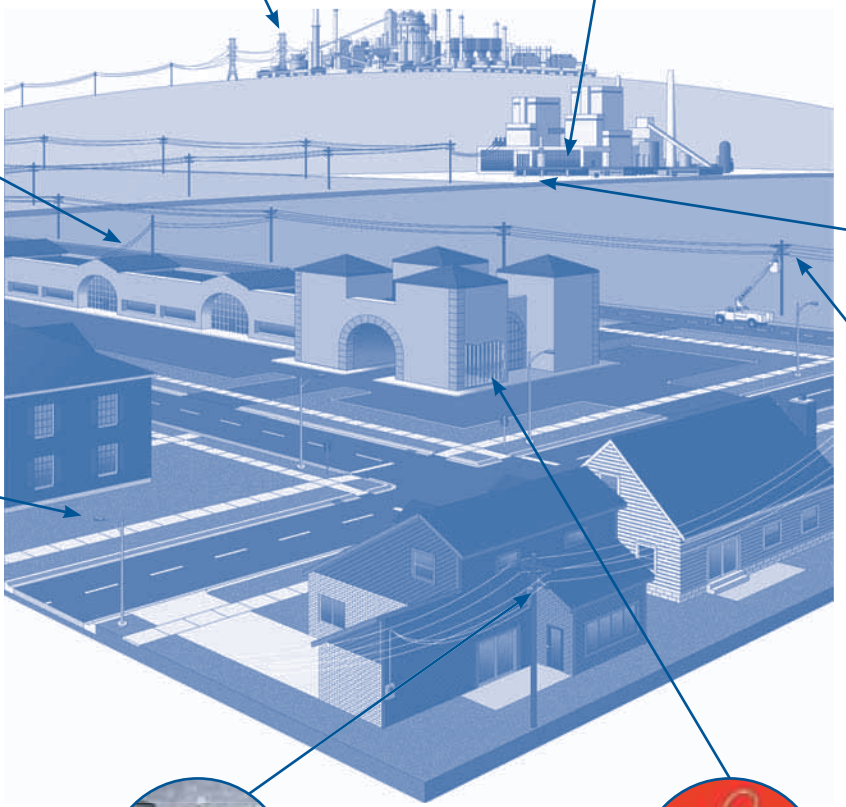




Cooper Power Tools
Utilities depend on tube cleaners and expanders from Cooper Power Tools for service and maintenance of heat exchangers.



Cooper Bussmann
Cable limiters are used for short-circuit protection of service panel cables.



Cooper B-Line
Meter mounting equipment from Cooper B-Line offers easy, weatherproof installation for years of reliable service. A broad range of Cooper B-Line supports are used in power generation, transmission and distribution.





Cooper Lighting
Area, street and roadway lighting provides excellent optical performance for utility customers.



Cooper Hand Tools
Utility companies rely on hand tools from Cooper Hand Tools for construction, repair and maintenance.



Cooper Power Systems
Cooper Power Systems' Aries™ recloser is the industry's first integrated electronic recloser that combines multiple functions into a complete intelligent system.



Cooper Wiring Devices
Utilities use wire mesh pulling grips to install both underground and overhead transmission cables.

Major Product Categories

Cooper B-Line
Bolted Framing Systems
Cable Tray
Spring Steel Fasteners
Electrical Enclosures
Meter Mounting Equipment
Pipe Hangers

Cooper Bussmann
Electrical Disconnects
Medium-Voltage Fuses
Cable Limiters

Cooper Crouse-Hinds
Conduit and Cable Fittings
Control and Apparatus Equipment
Industrial Lighting
Obstruction Lighting
Plugs and Receptacles
Signals and Alarms
Instrumentation

Cooper Lighting
Architectural Area/Site Lighting
Floodlighting
Street/Roadway Lighting

Cooper Power Systems
Switches
Capacitors and Equipment Monitoring
Pad-Mounted and Substation Transformers
Switchgear
Insulating Fluids
Reclosers and Controls
Relays
Cable Accessories
Lightning Arresters
Feeder Automation
Remote Monitoring
Substation Automation and Monitoring
Automated Meter Reading Technology
Demand Response
Modular Integrated Transportable Substations

Cooper Wiring Devices
Wire Mesh Grips

Cooper Hand Tools
Measuring Tools
Pliers and Wrenches
Hammers
Cutting Tools
Chain and Fittings

Cooper Power Tools
Pneumatic Material-Removal Tools
Pneumatic Assembly Tools
Bits and Sockets
Universal Joints
Torque-Assurance Products
Tube Cleaners and Expanders

Cooper Crouse-Hinds
Outlet boxes such as non-metallic Speed-Mount™ switchboxes from Cooper Crouse-Hinds are designed for ease of installation in residential applications.



Cooper Lighting
Recessed downlighting fixtures from Cooper Lighting are a mainstay of most modern homes.



Cooper B-Line
Spring Steel Fasteners, box supports and meter sockets from Cooper B-Line are used frequently in multi-dwelling residential construction.



Cooper Bussmann
Two new A/C disconnects save contractors installation time through convenience features such as prewired connections.





Cooper Power Systems
ExpressStat® utility-controlled smart-services thermostat for cost-effective mass-market active control application.

Cooper Hand Tools
Professionals and do-it-yourselfers choose tools from Cooper Hand Tools for quality and value.



Cooper Wiring Devices
Receptacles, switches, lighting controls and network wiring from Cooper Wiring Devices are essential in today's state-of-the-art homes.



Cooper Menvier
Heightened concern for security and fire safety has created a residential market in Europe for Cooper Menvier's security and fire-detection products.



Cooper Power Tools
Cooper Power Tools offers professional-quality woodworking tools for the discerning craftsman.



Major Product Categories

Cooper B-Line
Bolted Framing Systems
Spring Steel Fasteners
Meter Mounting Equipment

Cooper Bussmann
A/C Disconnects
Fused Circuit Protection
Box Cover Units

Cooper Crouse-Hinds
Outlet Boxes
Floor Boxes
Weatherproof Lighting, Boxes and Covers

Cooper Lighting
Recessed Downlighting
Track Lighting
Fluorescent Lighting
Security Lighting
Landscape Lighting

Cooper Menvier
Fire Detection
Security Systems

Cooper Power Systems
Surge Arresters
Cable Accessories
Pole Transformers
Single-Phase, Pad-Mounted Transformers
Demand Response Technology
Automated Meter Reading Technology
Insulating Fluids
Switches
Overcurrent and Underground Protection

Cooper Wiring Devices
Switches and Receptacles
Aspire® Design System
GFCI Devices
Dimmers and Fan Speed Controls
Wall Plates
Home Automation

Cooper Hand Tools
Measuring Tools
Cutting Tools
Screwdrivers
Pliers and Wrenches
Hammers
Soldering Tools
Chain and Fittings

Cooper Power Tools
Pneumatic Drills and Sanders



UTILITY INDUSTRY

Cooper's unparalleled portfolio of respected world-class products and services provides solutions at every point of the power delivery system, improving reliability, productivity and safety. We help our global utility partners deliver environmentally responsible services to their customers. Investments in the latest technologies allow utility customers to automate their systems and services.



PETROCHEMICAL, OIL AND GAS INDUSTRY

Strict requirements, harsh and hazardous conditions, accelerating global growth and fluctuating economic conditions are significant challenges for the petrochemical industries. Cooper provides the products and services to deliver safe working conditions and provide protection from the elements.

Serving Critical Industries

There is no limit to Cooper's ability to earn new business in growth markets and industries around the globe. Through our unparalleled product breadth and technical expertise, we deliver comprehensive solutions to complex and diverse customers with critical needs where reliability is essential, such as the utility and petrochemical industries.



CAPACITOR BANK CONTROLLER
Cooper Power Systems offers energy automation solutions that combine next-generation technology with best-in-class products, allowing comprehensive technologies, products and expertise for customers worldwide.



ASPIRE RF™
Cooper Wiring Devices' ASPIRE RF™ product line provides users with the next generation of convenient, dependable and user-friendly controls.



DLS™ WALL CONTROLLER
The Digital Lighting System (DLS™) is an advanced lighting control system that places the control intelligence in the Cooper Lighting fixture, allowing the user to program zones, scenes and fades.



WIRELESS RF TOOLS
Cooper Power Tools' Cleco® cordless tools with infrared communication are designed for safety-critical fastening applications.

Invigorating the Products

Cooper is investing in our products and services internally and through acquisitions to ensure that we deliver world-class offerings with a focus on increased technology and capabilities that provide end-user specified solutions. As an example, we are differentiating Cooper in the marketplace by developing industry-leading radio frequency and wireless capabilities that make "dumb" products "smart." We are leveraging that know-how across Cooper, and most of our divisions now have an RF device in their product portfolio.

Cooper has a diverse platform of businesses to build upon, both organically and through strategic acquisitions that allow us to expand our core capabilities. Following a disciplined acquisition process, we evaluate companies that are complementary or adjacent to our businesses, will allow us to grow our global footprint, and possess strong working capital characteristics and talented management teams. Cooper closed four transactions in 2006, adding to our specialty connectors, utility automation and fire/security notification platforms.

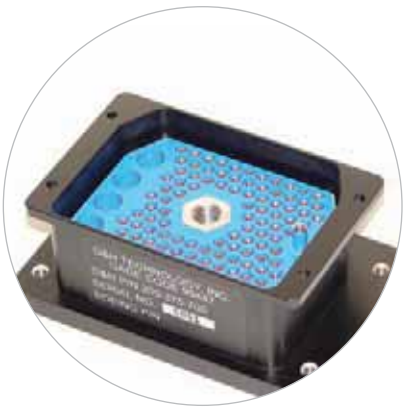
Acquisition Highlights



CANNON TECHNOLOGIES
The acquisition of Cannon Technologies coupled with the existing Cooper Power Systems business allows Cooper to solve critical utility industry issues around asset productivity and service reliability.



WHEELOCK, INC.
Wheelock created a U.S.-based fire notification base for the Cooper Menvier division.



G&H TECHNOLOGIES
G&H Technologies enhanced the existing specialty connector business within the Cooper Crouse-Hinds division.

Financial Review

COOPER STOCK PERFORMANCE

The following graph compares the total shareholder return on Cooper's Class A common shares for the five-year period December 31, 2001 through December 31, 2006 to the total returns for the same period of the Standard & Poor's 500 Stock Index and a Cooper Peer Group Index. The cumulative total return is based upon an initial investment of $100 on December 31, 2001 with dividends reinvested.

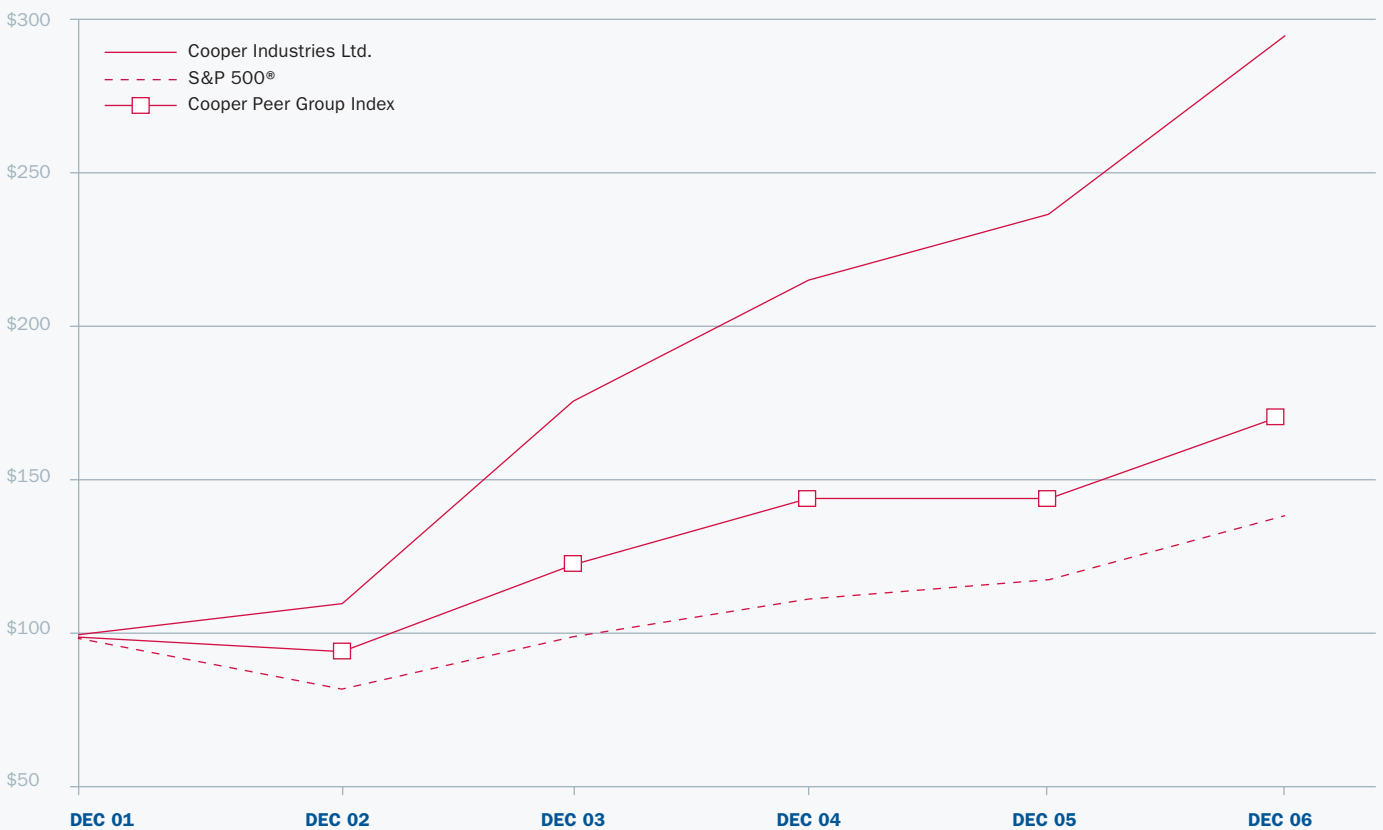
We currently operate in two primary business areas: Electrical Products and Tools. The 15 companies in the Cooper Peer Group Index were selected based on their presence in similar markets affected by similar economic and market trends to Cooper, their recognition by the investment community as Cooper peers and the comparability of their market capitalization to Cooper's market capitalization. The members of the Cooper Peer Group Index are: Acuity Brands, Inc.; Danaher Corporation; Dover Corp.; Eaton Corp.; Emerson Electric Co.; Hubbell Incorporated (Class B); Illinois Tool Works; Ingersoll-Rand Co. Ltd.; Newell Rubbermaid Inc.; Parker-Hannifin Corp.; Pentair Inc.; Snap-On Inc.; SPX Corp.; The Stanley Works; and Thomas & Betts Corporation.

The Cooper Peer Group Index has been weighted in accordance with each corporation's market capitalization (closing stock price multiplied by the number of shares outstanding) as of the beginning of each of the five years covered by the performance graph. The weighted return for each year is the sum of the products obtained by multiplying (a) the percentage that each corporation's market capitalization represents of the total market capitalization for all corporations in the Index for such year by (b) the total shareholder return for that corporation for such year.

	DEC 01	DEC 02	DEC 03	DEC 04	DEC 05	DEC 06
Cooper Industries, Ltd.	$ 100	$ 108	$ 178	$ 213	$ 234	$ 295
S&P 500®	$ 100	$ 78	$ 100	$ 111	$ 117	$ 135
Cooper Peer Group Index	$ 100	$ 95	$ 125	$ 146	$ 146	$ 170

CUMULATIVE TOTAL RETURN

Based upon an initial investment of $100 on December 31, 2001 with dividends reinvested.



Financial Highlights

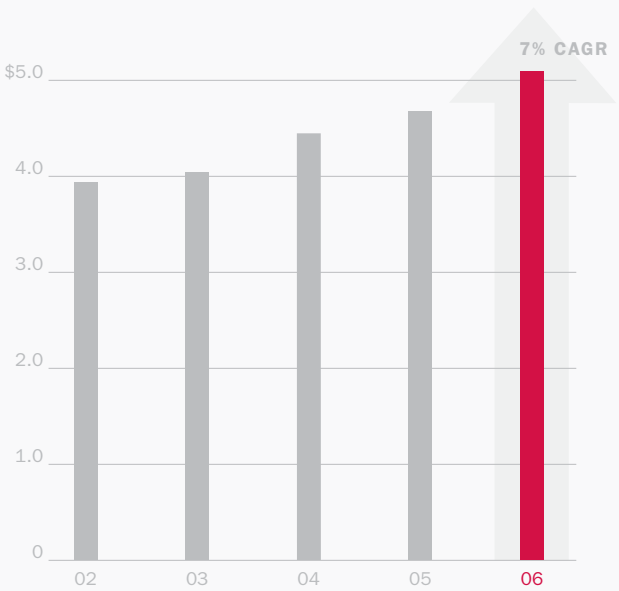
($ in millions, except per-share data)

	2006	2005	2004	2003	2002
REVENUES	$ 5,184.6	$ 4,730.4	$ 4,462.9	$ 4,061.4	$ 3,960.5
Operating earnings before restructuring	699.2	559.8	496.6	394.6	393.8
Continuing income before restructuring and unusual items	484.3	391.1	339.8	266.0	243.5
Net income	464.0	163.9	339.8	148.3	213.7
DILUTED INCOME PER COMMON SHARE					
Continuing income before restructuring and unusual items	$ 5.16	$ 4.12	$ 3.58	$ 2.83	$ 2.60
Net income	4.95	1.73	3.58	1.58	2.28
Shares used in computation of earnings per share (in millions)	93.8	95.0	94.8	93.8	93.7
Cash dividends declared per common share	$ 1.48	$ 1.48	$ 1.40	$ 1.40	$ 1.40
Number of employees	31,000	29,000	26,900	27,200	28,400
Number of record shareholders	22,900	23,100	24,500	26,300	26,800
OPERATING REVENUES BY BUSINESS SEGMENT					
Electrical Products	$ 4,426.0	$ 3,997.5	$ 3,722.2	$ 3,358.4	$ 3,324.9
Tools	758.6	732.9	740.7	703.0	635.6
OPERATING EARNINGS BY BUSINESS SEGMENT BEFORE RESTRUCTURING					
Electrical Products	$ 703.2	$ 585.0	$ 511.2	$ 435.1	$ 400.6
Tools	85.6	66.7	62.7	39.0	27.3
Total assets	$ 5,374.8	$ 5,215.1	$ 5,407.8	$ 4,965.3	$ 4,687.9
Total indebtedness	1,008.5	1,021.9	1,461.6	1,343.3	1,438.6
Shareholders' equity	2,475.3	2,205.2	2,286.5	2,118.2	2,002.4
Return on revenues before restructuring and unusual items	9.3%	8.3%	7.6%	6.5%	6.1%
Return on average shareholders' equity	19.8%	7.3%	15.4%	7.2%	10.6%
Return on invested capital before restructuring and unusual items	13.5%	10.8%	9.7%	8.2%	7.7%
Total debt-to-capitalization ratio	28.9%	31.7%	39.0%	38.8%	41.8%

These Financial Highlights contain non-GAAP financial measures. See the reconciliation of these measures to the most directly comparable GAAP measures on page 17 of this report.

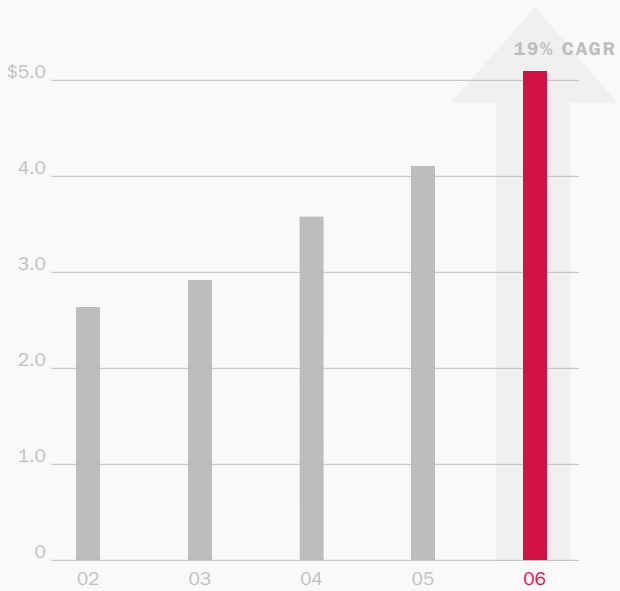
REVENUES

(in billions)



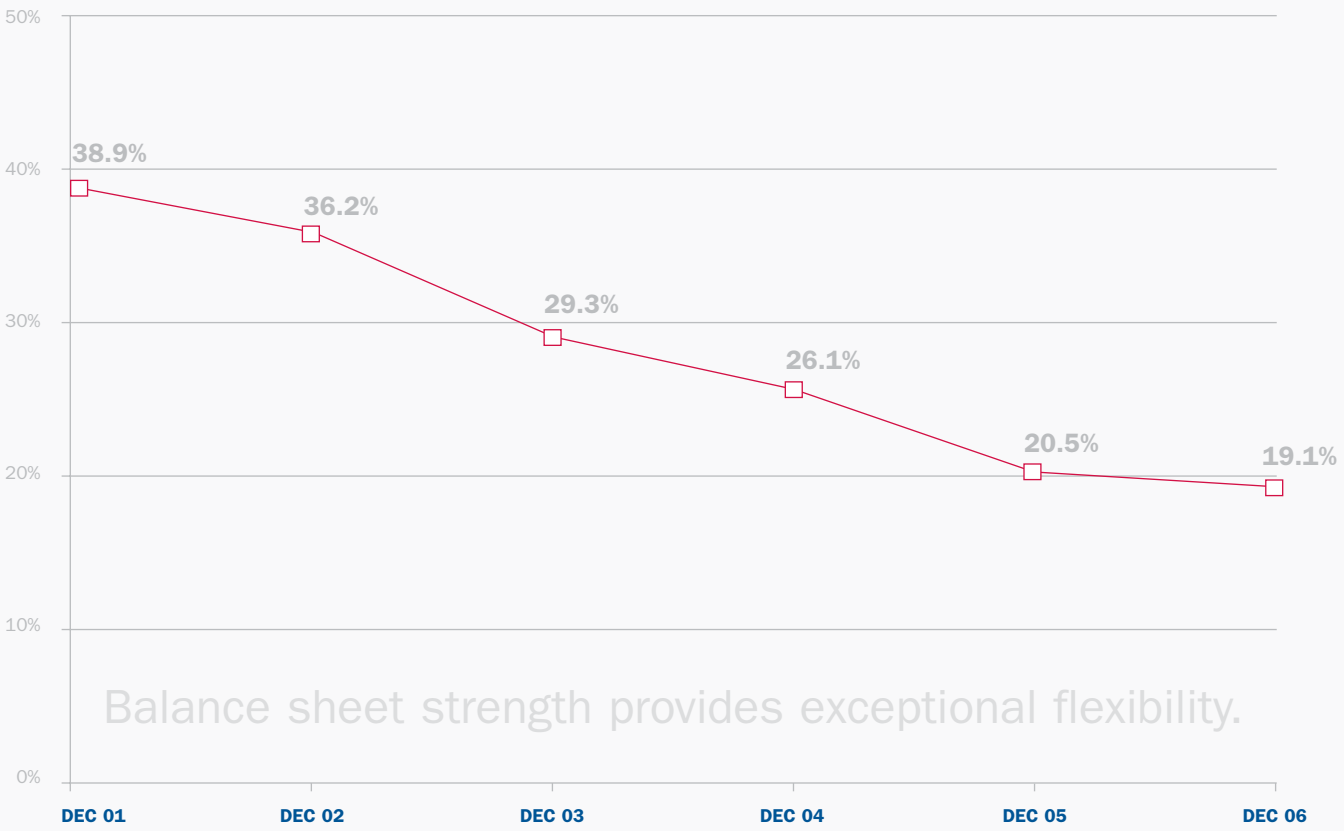
DILUTED EARNINGS PER SHARE[1]

[1] From continuing operations before restructuring and unusual items.



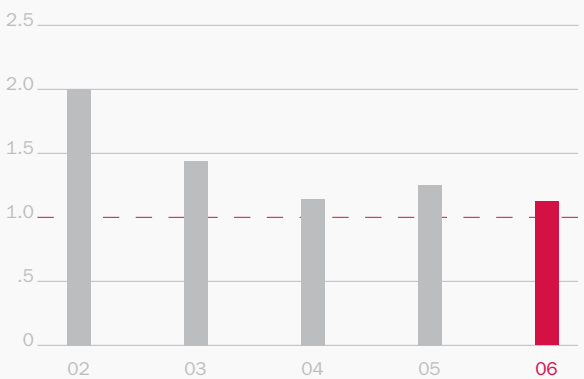
Performance Highlights

NET DEBT-TO-TOTAL-CAPITALIZATION RATIO



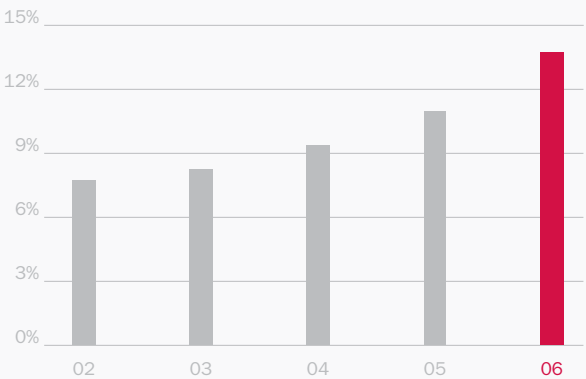
FREE CASH FLOW CONVERSION[1]

[1] Free cash flow divided by income from continuing operations.



Sixth consecutive year Free Cash Flow greater than Continuing Income.

RETURN ON INVESTED CAPITAL



Disciplined capital investment has close to doubled ROIC.

These Performance Highlights contain non-GAAP financial measures. See the reconciliation of these measures to the most directly comparable GAAP measures on page 17 of this report.

Reconciliation of Non-GAAP Financial Measures

($ in millions, except per-share data)

	2006	2005	2004	2003	2002
OPERATING EARNINGS					
Operating earnings	$ 699.2	$ 559.8	$ 496.6	$ 392.0	$ 354.7
Restructuring	–	–	–	2.6	39.1
Operating earnings before restructuring	$ 699.2	$ 559.8	$ 496.6	$ 394.6	$ 393.8
CONTINUING INCOME					
Income from continuing operations	$ 484.3	$ 391.1	$ 339.8	$ 274.3	$ 213.7
Restructuring	–	–	–	5.0	29.8
Contribution to Cooper Industries Foundation	–	–	–	9.6	–
Interest income on tax refund	–	–	–	(22.9)	–
Continuing income before restructuring and unusual items	$ 484.3	$ 391.1	$ 339.8	$ 266.0	$ 243.5
DILUTED INCOME PER COMMON SHARE					
Net income	$ 4.95	$ 1.73	$ 3.58	$ 1.58	$ 2.28
Discontinued operations	0.21	2.39	–	1.34	–
Restructuring and unusual items	–	–	–	(0.09)	0.32
Continuing income before restructuring and unusual items	$ 5.16	$ 4.12	$ 3.58	$ 2.83	$ 2.60
OPERATING EARNINGS BY BUSINESS SEGMENT					
ELECTRICAL PRODUCTS:					
Operating earnings	$ 703.2	$ 585.0	$ 511.2	$ 418.7	$ 376.6
Restructuring	–	–	–	16.4	24.0
Operating earnings before restructuring	$ 703.2	$ 585.0	$ 511.2	$ 435.1	$ 400.6
TOOLS:					
Operating earnings	$ 85.6	$ 66.7	$ 62.7	$ 39.4	$ 14.6
Restructuring	–	–	–	(0.4)	12.7
Operating earnings before restructuring	$ 85.6	$ 66.7	$ 62.7	$ 39.0	$ 27.3
DEBT-TO-TOTAL-CAPITALIZATION RATIO					
Short-term debt	$ 5.0	$ 7.6	$ 97.6	$ 6.2	$ 4.1
Current maturities of long-term debt	300.7	11.4	665.4	0.4	153.8
Long-term debt	702.8	1,002.9	698.6	1,336.7	1,280.7
Total debt	$ 1,008.5	$ 1,021.9	$ 1,461.6	$ 1,343.3	$ 1,438.6
Total shareholders' equity	2,475.3	2,205.2	2,286.5	2,118.2	2,002.4
Total capitalization	$ 3,483.8	$ 3,227.1	$ 3,748.1	$ 3,461.5	$ 3,441.0
Total debt-to-total-capitalization ratio	28.9%	31.7%	39.0%	38.8%	41.8%
Total debt	$ 1,008.5	$ 1,021.9	$ 1,461.6	$ 1,343.3	$ 1,438.6
Cash and cash equivalents	(423.5)	(452.8)	(652.8)	(463.7)	(302.0)
Net debt	$ 585.0	$ 569.1	$ 808.8	$ 879.6	$ 1,136.6
Total capitalization	$ 3,483.8	$ 3,227.1	$ 3,748.1	$ 3,461.5	$ 3,441.0
Cash and cash equivalents	(423.5)	(452.8)	(652.8)	(463.7)	(302.0)
Total capitalization, net of cash	$ 3,060.3	$ 2,774.3	$ 3,095.3	$ 2,997.8	$ 3,139.0
Net debt-to-total-capitalization ratio	19.1%	20.5%	26.1%	29.3%	36.2%
FREE CASH FLOW					
Net cash provided by operating activities	$ 601.4	$ 573.5	$ 473.6	$ 445.3	$ 479.8
Capital expenditures	(85.3)	(96.7)	(102.8)	(79.9)	(73.8)
Proceeds from sales of property, plant, equipment and other	18.9	13.6	11.8	18.1	22.0
Free cash flow	$ 535.0	$ 490.4	$ 382.6	$ 383.5	$ 428.0
RETURN ON INVESTED CAPITAL					
Operating earnings	$ 699.2	$ 559.8	$ 496.6	$ 392.0	$ 354.7
Restructuring	–	–	–	2.6	39.1
Contribution to Cooper Industries Foundation	–	–	–	12.0	–
Operating earnings before restructuring and unusual items	$ 699.2	$ 559.8	$ 496.6	$ 406.6	$ 393.8
Income tax expenses	176.2	117.5	102.8	81.3	93.5
Operating earnings before restructuring and unusual items, after tax	$ 523.0	$ 442.3	$ 393.8	$ 325.3	$ 300.3
Average total capital before accumulated goodwill amortization	$ 3,872.5	$ 4,109.4	$ 4,047.0	$ 3,972.8	$ 3,878.5
Return on invested capital	13.5%	10.8%	9.7%	8.2%	7.7%

Electrical Highlights

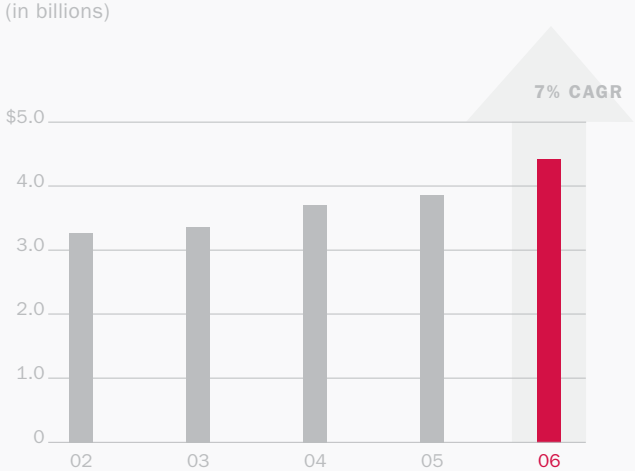
($ in millions)

	2006	2005	2004	2003	2002
FINANCIAL STATISTICS					
Revenues	$ 4,426.0	$ 3,997.5	$ 3,722.2	$ 3,358.4	$ 3,324.9
Operating earnings	$ 703.2	$ 585.0	$ 511.2	$ 418.7	$ 376.6
+ Depreciation and amortization	90.4	88.7	93.9	90.3	89.3
= EBITDA	$ 793.6	$ 673.7	$ 605.1	$ 509.0	$ 465.9
Operating earnings before restructuring charges	$ 703.2	$ 585.0	$ 511.2	$ 435.1	$ 400.6
+ Depreciation and amortization	90.4	88.7	93.9	90.3	89.3
= EBITDA before restructuring charges	$ 793.6	$ 673.7	$ 605.1	$ 525.4	$ 489.9
Capital expenditures	$ 60.8	$ 69.9	$ 73.0	$ 54.7	$ 57.6
Total assets	$ 3,960.8	$ 3,600.9	$ 3,591.8	$ 3,433.2	$ 3,394.0
Return on revenues	15.9%	14.6%	13.7%	12.5%	11.3%
Return on revenues before restructuring charges	15.9%	14.6%	13.7%	13.0%	12.0%
Return on average assets	18.6%	16.3%	14.6%	12.3%	11.0%
Return on average assets before restructuring charges	18.6%	16.3%	14.6%	12.7%	11.7%
EBITDA					
Return on revenues	17.9%	16.9%	16.3%	15.2%	14.0%
Return on average assets	21.0%	18.7%	17.2%	14.9%	13.5%
EBITDA before restructuring charges					
Return on revenues	17.9%	16.9%	16.3%	15.6%	14.7%
Return on average assets	21.0%	18.7%	17.2%	15.4%	14.2%
GEOGRAPHIC STATISTICS					
Revenue by destination					
Domestic	$ 3,113.5	$ 2,844.9	$ 2,669.7	$ 2,445.1	$ 2,492.3
International	1,312.5	1,152.6	1,052.5	913.3	832.6

These Electrical Highlights contain non-GAAP financial measures. See the reconciliation of these measures to the most directly comparable GAAP measures on page 17 of this report.

REVENUES

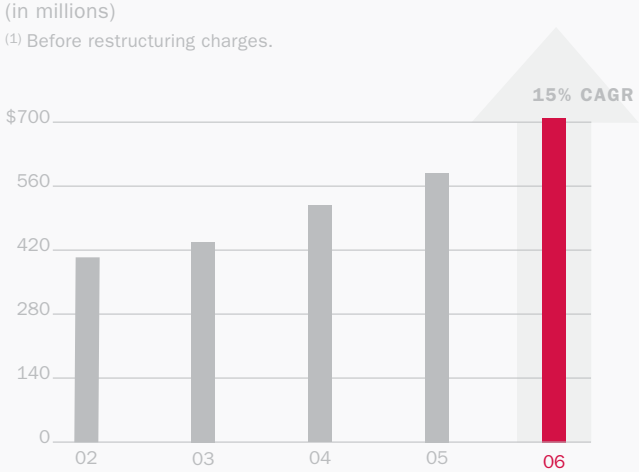
(in billions)



OPERATING EARNINGS [1]

(in millions)

[1] Before restructuring charges.



Tools Highlights

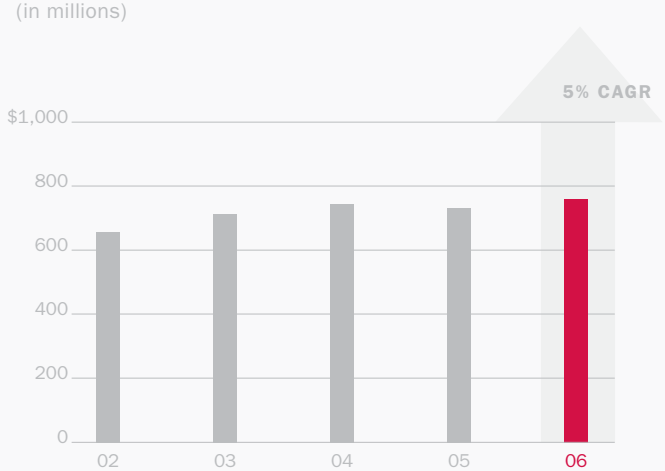
($ in millions)

	2006	2005	2004	2003	2002
FINANCIAL STATISTICS					
Revenues	$ 758.6	$ 732.9	$ 740.7	$ 703.0	$ 635.6
Operating earnings	$ 85.6	$ 66.7	$ 62.7	$ 39.4	$ 14.6
+ Depreciation and amortization	20.0	20.1	21.7	26.9	29.1
= EBITDA	$ 105.6	$ 86.8	$ 84.4	$ 66.3	$ 43.7
Operating earnings before restructuring charges	$ 85.6	$ 66.7	$ 62.7	$ 39.0	$ 27.3
+ Depreciation and amortization	20.0	20.1	21.7	26.9	29.1
= EBITDA before restructuring charges	$ 105.6	$ 86.8	$ 84.4	$ 65.9	$ 56.4
Capital expenditures	$ 9.1	$ 12.4	$ 10.2	$ 12.8	$ 12.2
Total assets	$ 686.6	$ 700.5	$ 737.0	$ 734.6	$ 724.2
Return on revenues	11.3%	9.1%	8.5%	5.6%	2.3%
Return on revenues before restructuring charges	11.3%	9.1%	8.5%	5.5%	4.3%
Return on average assets	12.3%	9.3%	8.5%	5.4%	1.9%
Return on average assets before restructuring charges	12.3%	9.3%	8.5%	5.3%	3.5%
EBITDA					
Return on revenues	13.9%	11.8%	11.4%	9.4%	6.9%
Return on average assets	15.2%	12.1%	11.5%	9.1%	5.7%
EBITDA before restructuring charges					
Return on revenues	13.9%	11.8%	11.4%	9.4%	8.9%
Return on average assets	15.2%	12.1%	11.5%	9.0%	7.3%
GEOGRAPHIC STATISTICS					
Revenue by destination					
Domestic	$ 415.6	$ 420.0	$ 411.7	$ 379.0	$ 354.3
International	343.0	312.9	329.0	324.0	281.3

These Tools Highlights contain non-GAAP financial measures. See the reconciliation of these measures to the most directly comparable GAAP measures on page 17 of this report.

REVENUES

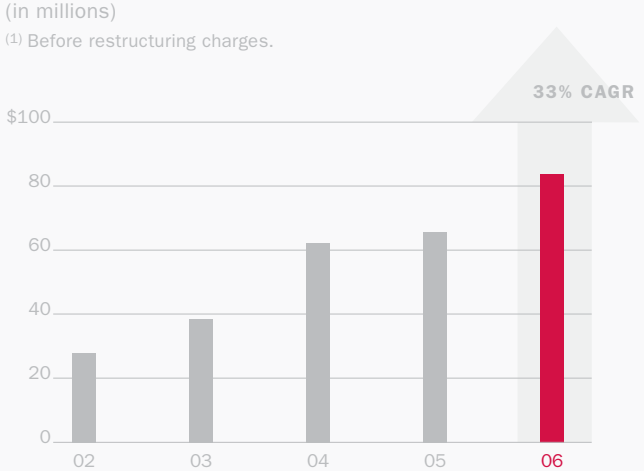
(in millions)



OPERATING EARNINGS [1]

(in millions)

[1] Before restructuring charges.



Report of Management on Disclosure and Compliance

2006

The Sarbanes-Oxley Act of 2002 (SOX), combined with the regulations of the Securities and Exchange Commission (SEC) and related SEC-approved corporate governance listing requirements of the New York Stock Exchange (NYSE), continue to have a significant impact on the corporate governance, record keeping and public disclosure obligations of Cooper and other publicly traded companies. Cooper complies with all sections of SOX, the related SEC rules and NYSE requirements, including certification by the Chief Executive Officer and Chief Financial Officer of the integrity and accuracy of Cooper's financial statements, and certification by the Chief Executive Officer of compliance with the NYSE corporate governance standards.

The law also requires Cooper to maintain procedures to provide reasonable assurance that the Company is able to collect, process and disclose the information required in the Company's quarterly and annual reports, as well as current reports on Form 8-K. The law also requires periodic review and evaluation of these reporting procedures. Here, too, Cooper fully complies with these regulations.

Cooper's management continues to hold primary responsibility for the Consolidated Financial Statements and other information included herein and in the Annual Report on Form 10-K and for ascertaining that the data fairly reflects the Company's financial position, results of operations and cash flows. The Company prepared the Consolidated Financial Statements in accordance with generally accepted accounting principles, and such statements necessarily include amounts that are based on best estimates and judgments, with appropriate consideration given to materiality.

The Company's system of internal controls is designed to provide reasonable assurance that Company assets are safeguarded from loss or unauthorized use or disposition and that transactions are executed in accordance with management's authorization and are properly recorded to permit the preparation of financial statements in accordance with generally accepted accounting principles. This system is augmented by the careful selection and training of qualified personnel, a proper division of responsibilities and the dissemination of written policies and procedures. During 2006, the Company conducted an assessment of its internal control program as required by Section 404 of SOX. This assessment did not identify any material weaknesses in Cooper's internal controls.

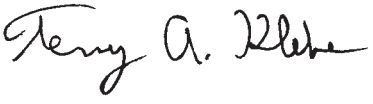
An internal audit program monitors the effectiveness of this control system. The Audit Committee of the Board of Directors, which is comprised solely of independent directors, is responsible for overseeing the Company's financial reporting process. The Audit Committee meets periodically with management and Cooper's internal auditors to review the work of each and to monitor the discharge by each of its responsibilities. The Vice President, Internal Audit, reports directly to the Audit Committee. The Audit Committee also hires independent auditors to help discharge its responsibilities and meets periodically with these independent auditors, who have free access to the Audit Committee and the Board of Directors, to discuss the quality and acceptability of the Company's financial reporting and internal controls. In addition, the Company, acting through the Audit Committee, has implemented a procedure providing for the confidential submission by employees to the Corporate Ethics Committee, with notice to the Audit Committee, of concerns regarding any questionable accounting or auditing matters.

Ernst & Young, LLP, Cooper's independent auditors, is engaged to express an opinion on the Company's Consolidated Financial Statements. Their opinion is based on procedures that they believe to be sufficient to provide reasonable assurance that the financial statements contain no material errors. Ernst & Young, LLP is also engaged to attest to the effectiveness of the Company's internal controls as required under Section 404 of SOX.

Cooper's commitment to transparency in the Company's financial reporting is only one aspect of the Company's 173-year tradition of operating in accordance with the highest ethical standards. Cooper strives in all its dealings with investors, customers, suppliers, employees and the communities in which the Company operates to be honest and fair and to comply with all applicable laws. These principles are embodied in the Company's Code of Ethics and Business Conduct, which is supplemented by specific corporate policies and procedures that provide employees clear guidance on what constitutes proper behavior when acting on behalf of the Company. The Code is available to all Cooper employees on Cooper's website. Certain employees, including all executive employees and employees in key functions such as purchasing, sales, engineering, human resources, finance and accounting, are required to certify periodically that they have not committed violations of the Code and have no conflicts of interest, as defined in the Code.

The Company's compliance program is managed by the Corporate Ethics Committee, composed of three senior officers of the Company. The Committee interprets the Code, resolves compliance questions and potential conflicts of interest, develops policies and oversees the activities of Corporate Compliance Officers. These officers are appointed for specific compliance areas within the Company. They keep informed of changes in the law and educate employees within their respective areas. During 2006, as in prior years, numerous training sessions were conducted for employees on ethics and compliance and legal topics such as antitrust law, import/export law, environmental compliance, workplace safety, anti-bribery laws, product safety and others.

The Company maintains a Corporate Ethics Hotline so that employees who believe that a violation of the Code has been committed can report the suspected violation to the Corporate Ethics Committee. The Hotline may be accessed toll-free both from the United States and from countries in which Cooper has significant operations. Employees also may report suspected violations in writing to the Company's Chief Compliance Officer. All such reports are confidential. All reported suspected violations are investigated, and appropriate action, including disciplinary action, is taken by the Corporate Ethics Committee. At least annually, the Corporate Ethics Committee provides a written report of all compliance matters to the Audit Committee of the Board of Directors. We believe Cooper has a comprehensive and effective corporate compliance program.



Terry A. Klebe
Senior Vice President,
Chief Financial Officer



Kevin M. McDonald
Senior Vice President,
General Counsel



Diane K. Schumacher
Special Council and
Chief Compliance Officer



Kirk S. Hachigian
Chairman, President and
Chief Executive Officer

Board of Directors

Stephen G. Butler [1, 4]
Retired Chairman
and Chief Executive
KPMG, LLP

Robert M. Devlin [2, 3, 4]
Chairman
Curragh Capital Partners
Principal Owner and Director
Forethought Financial Group

Ivor J. Evans [3, 4]
Partner
Thayer Capital Partners
Retired Vice Chairman
Union Pacific Corporation

Kirk S. Hachigian [2]
Chairman, President and
Chief Executive Officer
Cooper Industries, Ltd.

Linda A. Hill [3, 4]
Professor
Harvard Business School

James J. Postl [1, 4]
Retired President and
Chief Executive Officer
Pennzoil Quaker State
Company

Dan F. Smith [2, 3]
President and
Chief Executive Officer
Lyondell Chemical Company

Gerald B. Smith [1, 4]
Chairman and
Chief Executive Officer
Smith Graham & Company

James R. Wilson [1, 2, 4]
Deputy Chairman
and Presiding
Non-Management Director
Cooper Industries, Ltd.
Retired Chairman, President
and Chief Executive Officer
Cordant Technologies Inc.

Management Team

SENIOR MANAGEMENT

Kirk S. Hachigian
Chairman, President and
Chief Executive Officer

Terry A. Klebe
Senior Vice President and
Chief Financial Officer

Kevin M. McDonald
Senior Vice President
and General Counsel

C. Thomas O'Grady
Senior Vice President,
Business Development

James P. Williams
Senior Vice President,
Human Resources

DIVISION PRESIDENTS

Curt J. Andersson
President
Cooper Crouse-Hinds
Syracuse, New York

Neil Schrimsher
President
Cooper Lighting
Peachtree City, Georgia

Kevin C. Kissling
President
Cooper B-Line
Highland, Illinois

Gary A. Masse
Group President
Cooper Tools
Apex, North Carolina

Jeffrey M. Roberts
President
Cooper Wiring Devices
Peachtree City, Georgia

Axel Haack
President
Cooper Europe
Royal Leamington Spa
Warwickshire, England

Kevin M. Stein
President
Cooper Bussmann
Ellisville, Missouri

Michael A. Stoessl
Group President
Cooper Power Systems
Waukesha, Wisconsin

CORPORATE OFFICERS

Grant L. Gawronski
Vice President
International Operations

David T. Gunther
Vice President
Internal Audit

Terrance V. Helz
Associate General Counsel
and Secretary

Stephen M. Kole
Treasurer

Jeffrey B. Levos
Vice President
Finance

David L. Pawl
Vice President
Operations

James T. Pendley
Chief Marketing Officer

John B. Reed
Vice President
Taxes

Melissa Scheppele
Vice President
Business Systems

Robert W. Teets
Vice President
Environmental Affairs
and Risk Management

[1] Member of the Audit Committee
[2] Member of the Executive Committee
[3] Member of the Management Development and Compensation Committee
[4] Member of the Committee on Nominations and Corporate Governance

TRANSFER AGENT, REGISTRAR AND DIVIDEND DISBURSING AGENT

Computershare Trust Company, N. A.

General correspondence about your shares should be addressed to:
Computershare Trust Company, N. A.
250 Royal Street
Canton, MA 02021

Correspondence related to the Dividend Reinvestment Plan, including optional cash payment inquiries, should be addressed to:
Computershare Trust Company, N. A.
P.O. Box 43081
Providence, RI 02940-3081

Requests to transfer Cooper shares should be addressed to:
Computershare Trust Company, N. A.
P.O. Box 43070
Providence, RI 02940-3070

Telephone inquiries can be made to the Telephone Response Center at (781) 575-2725, Monday–Friday, 9:00 a.m. to 5:00 p.m., Eastern time. An automated inquiry service is available seven days a week, 24 hours per day. For hearing-impaired service call (800) 490-1493 within the U.S. and (781) 575-4592 outside the U.S.

Cooper's transfer agent also may be contacted on the Internet at www.computershare.com.

SHAREHOLDER INFORMATION LINE

For the latest news about Cooper, including the quarterly financial results and dividend information, call (800) 371-9242. Through this line, you also can access the transfer agent regarding stock information, and request faxed or mailed copies of news releases and other Cooper information.

ADDITIONAL SHAREHOLDER ASSISTANCE

For additional assistance regarding your shareholdings, contact:
Corporate Governance Department
Cooper Industries, Ltd.
P.O. Box 4446
Houston, Texas 77210-4446
Telephone (713) 209-8673

INVESTOR RELATIONS CONTACT

Jon Safran
Director, Investor Relations
Cooper Industries, Ltd.
P.O. Box 4446
Houston, Texas 77210-4446
Telephone (713) 209-8610
E-mail address: safran@cooperindustries.com

ANNUAL MEETING

The Annual Meeting of Shareholders will be held at 11:00 a.m. Central time on April 24, 2007, 64th Floor, 600 Travis Street, Houston, Texas. A meeting notice and proxy materials are being mailed to all shareholders of record as of February 28, 2007.

CORPORATE HEADQUARTERS

Cooper Industries, Ltd.
600 Travis Street, Suite 5800
Houston, Texas 77002-1001
Telephone (713) 209-8400

Internet address: www.cooperindustries.com
E-mail address: info@cooperindustries.com

FORWARD-LOOKING STATEMENTS

Certain statements in this annual report are forward-looking under the Private Securities Litigation Reform Act of 1995. The forward-looking statements reflect Cooper's expectations, objectives and goals with respect to future events and financial performance, and are based on assumptions and estimates that Cooper believes are reasonable. Forward-looking statements include, but are not limited to, any statements regarding future revenues, earnings, margins, cash flows, dividends and capital expenditures. Cooper wishes to caution readers not to put undue reliance on these statements and that actual results could differ materially from anticipated results. These statements are subject to various risks and uncertainties, many of which are outside the control of Cooper, including, without limitation, market and economic conditions; changes in raw material and energy costs; industry competition; the ability to execute and realize the expected benefits from strategic initiatives, including revenue growth plans and cost-control and productivity improvement programs; the magnitude of any disruptions from manufacturing rationalizations and the implementation of the Enterprise Business System; mergers and acquisitions and their integration; political developments; changes in tax laws, tax treaties or tax regulations; the resolution of potential liability exposure resulting from the Federal-Mogul bankruptcy; the timing and amount of share repurchases by Cooper; and other risk factors as discussed from time to time in Cooper's Securities and Exchange Commission filings.

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COOPER B-LINE – Access Cabinets, B-Line, Cent-R-Rail, Dura-Cooper, Dura-Green, E2 & Design, Enviroshield, Kwik Wire, RCM+, Redi-Rail, Ruff-In Willsher & Quick, COOPER BUSSMANN – B&S, Buss, Bussmann, Coiltronics, Cubefuse, Edison, Eletromec, ELF, easyID, Fusetron, Karp, Limitron, Low-Peak, Magnum, Mercury, Optima, Polysurg, PowerStor, TransX, COOPER CROUSE-HINDS – Arktite, Cam-Lok, CEAG, Champ, Condulet, Crouse-Hinds, Domex, Ex-Cell, eXLink, G&H, MEDC, Mini-Line, Myers, NexT, Nortem, Posi-Break, Posi-Lok, PowerPlus, Spec 1 Fire, WPI COOPER HAND TOOLS – Atila, Campbell, Collins, Crescent, Diamond, Erem, H.K. Porter, Kahnetics, Lufkin, Metromex, Nicholson, Plumb, Weller, Wire-Wrap, Wiss, Xcelite, COOPER LIGHTING – Ametrix, AtLite, Corelite, DLS, Edison, Emerald, Fail-Safe, Halo, Invue, Iris, Lumark, Lumiere, McGraw-Edison, Metalux, MWS, Neo-Ray, Portfolio, Regent, RSA, Shaper, Streetworks, Sure-Lites, COOPER MENVIER – Capri, CEAG, Cooper Fire, Crompton, Fulleon, JSB, Luminox, MEDC, Menvier, Nugelec, Pretronica, Regalsafe, SAFEPATH, Scantronic, Univel, Wheelock, COOPER POWER SYSTEMS – Aries, Cannon Technologies, Combined Technologies, Cybectec, Cooper Power Systems, Edison, ELF, EMSA, Envirotemp, EnviroTran, EnviroVR, FR3, Kearney, Kyle, NOVA, MagneX, McGraw-Edison, NX, NX Companion, Storm Trapper, UltraSIL, VariStar, VariGap, X Limiter, COOPER POWER TOOLS – Airetool, Apex, Cleco, Automated Systems, DGD, Dotco, Gardner-Denver, MasterPower, Quakenbush, Recoules, Rotor Tool, Utica, COOPER WIRING DEVICES – Aspire, Aspire RF, Cooper Wiring Devices, Hart-Lock, Media Sync, Mobile X-Ray, Novitas, Power-Lock, Royer, Shock Sentry, Siena, SurgBloc, AutoGrip, Safety Grip, Microset, Antares, Cooper Sedna, Screw-Catch, Eagle, Arrow-Hart, WeatherBox, G-Tool, Quickeze, Super Plug, COOPER B-LINE – Access Cabinets, B-Line, Cent-R-Rail, Dura-Cooper, Dura-Green, E2 & Design, Enviroshield, Kwik Wire, RCM+, Redi-Rail, Ruff-In Willsher & Quick, COOPER BUSSMANN – B&S, Buss, Bussmann, Coiltronics, Cubefuse, Edison, Eletromec, ELF, easyID, Fusetron, Karp, Limitron, Low-Peak, Magnum, Mercury, Optima, Polysurg, PowerStor, TransX, COOPER CROUSE-HINDS – Arktite, Cam-Lok, CEAG, Champ, Condulet, Crouse-Hinds, Domex, Ex-Cell, eXLink, G&H, MEDC, Mini-Line, Myers, NexT, Nortem, Posi-Break, Posi-Lok, PowerPlus, Spec 1 Fire, WPI COOPER HAND TOOLS – Atila, Campbell, Collins, Crescent, Diamond, Erem, H.K. Porter, Kahnetics, Lufkin, Metromex, Nicholson, Plumb, Weller, Wire-Wrap, Wiss, Xcelite, COOPER LIGHTING – Ametrix, AtLite, Corelite, DLS, Edison, Emerald, Fail-Safe, Halo, Invue, Iris, Lumark, Lumiere, McGraw-Edison, Metalux, MWS, Neo-Ray, Portfolio, Regent, RSA, Shaper, Streetworks, Sure-Lites, COOPER MENVIER – Capri, CEAG, Cooper Fire, Crompton, Fulleon, JSB, Luminox, MEDC, Menvier, Nugelec, Pretronica, Regalsafe, SAFEPATH, Scantronic, Univel, Wheelock, COOPER POWER SYSTEMS – Aries, Cannon Technologies, Combined Technologies, Cybectec, Cooper Power Systems, Edison, ELF, EMSA, Envirotemp, EnviroTran, EnviroVR, FR3, Kearney, Kyle, NOVA, MagneX, McGraw-Edison, NX, NX Companion, Storm Trapper, UltraSIL, VariStar, VariGap, X Limiter, COOPER POWER TOOLS – Airetool, Apex, Cleco, Automated Systems, DGD, Dotco, Gardner-Denver, MasterPower, Quakenbush, Recoules, Rotor Tool, Utica, COOPER WIRING DEVICES – Aspire, Aspire RF, Cooper Wiring Devices, Hart-Lock, Media Sync, Mobile X-Ray, Novitas, Power-Lock, Royer, Shock Sentry, Siena, SurgBloc, AutoGrip, Safety Grip, Microset, Antares, Cooper Sedna, Screw-Catch, Eagle, Arrow-Hart, WeatherBox, G-Tool, Quickeze, Super Plug, COOPER B-LINE – Access Cabinets, B-Line, Cent-R-Rail, Dura-Cooper, Dura-Green, E2 & Design, Enviroshield, Kwik Wire, RCM+, Redi-Rail, Ruff-In Willsher & Quick, COOPER BUSSMANN – B&S, Buss, Bussmann, Coiltronics, Cubefuse, Edison, Eletromec, ELF, easyID, Fusetron, Karp, Limitron, Low-Peak, Magnum, Mercury, Optima, Polysurg, PowerStor, TransX, COOPER CROUSE-HINDS – Arktite, Cam-Lok, CEAG, Champ, Condulet, Crouse-Hinds, Domex, Ex-Cell, eXLink, G&H, MEDC, Mini-Line, Myers, NexT, Nortem, Posi-Break, Posi-Lok, PowerPlus, Spec 1 Fire, WPI COOPER HAND TOOLS – Atila, Campbell, Collins, Crescent, Diamond, Erem, H.K. Porter, Kahnetics, Lufkin, Metromex, Nicholson, Plumb, Weller, Wire-Wrap, Wiss, Xcelite, COOPER LIGHTING – Ametrix, AtLite, Corelite, DLS, Edison, Emerald, Fail-Safe, Halo, Invue, Iris, Lumark, Lumiere, McGraw-Edison, Metalux, MWS, Neo-Ray, Portfolio, Regent, RSA, Shaper, Streetworks, Sure-Lites, COOPER MENVIER – Capri, CEAG, Cooper Fire, Crompton, Fulleon, JSB, Luminox, MEDC, Menvier, Nugelec, Pretronica, Regalsafe, SAFEPATH, Scantronic, Univel, Wheelock, COOPER POWER SYSTEMS – Aries, Cannon Technologies, Combined

COOPER

Cooper Industries, Ltd.
P.O. Box 4446
Houston, Texas 77210-4446

EXHIBIT G

Purchase Products

Where to Purchase

The Cooper Lighting distributors near you

Narrow your search: All Products Find

You searched for a Cooper Lighting retail distributor in **Delaware.**

* The asterisk indicates a distributor who sells all major Cooper Lighting products.

Page: 1 - 2
pages: 1 2

BILLOWS ELECTRIC
480 FIRST STATE BLVD
WILMINGTON DE 19804
Phone: 302-996-9133
Fax: 302-996-9134
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

---

DOVER ELECTRIC SUPPLY
1631 SOUTH DUPONT HIGHWAY
DOVER DE 19901
Phone: (302) 674-0115
Fax: (302) 674-1287
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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HOME DEPOT
1301 NEW CHURCHMANS ROAD
NEWARK DE 19713
www.homedepot.com
Brands: Halo, Metalux, Regent
Markets: Hardware & Home Centers

HOME DEPOT
2000 PEOPLES PLAZA
GLASGOW DE 19713
www.homedepot.com
Brands: Halo, Metalux, Regent
Markets: Hardware & Home Centers

HOME DEPOT
601 NAAMANS ROAD
CLAYMOUNT DE 19703
www.homedepot.com
Brands: Halo, Metalux, Regent
Markets: Hardware & Home Centers

LOWES
1165 NORTH DUPONT HWY
DOVER DE 19901
Phone: (302) 734-7544
Fax: (302) 734-2539
www.lowes.com
Brands: Halo, Regent
Markets: Hardware & Home Centers

LOWES
1450 N. DUPONT HWY.
DOVER DE 19904
www.lowes.com
Brands: Portfolio, Halo, Metalux, Regent
Markets: Hardware & Home Centers

LOWES
3100 BRANDYWINE PKWY 1ST FLR.
WILMINGTON DE 19803
Phone: (302) 479-7799
Fax: (302) 479-7788
www.lowes.com
Brands: Halo, Regent
Markets: Hardware & Home Centers

LOWES
800 EDEN CIRCLE
BEAR DE 19701
Phone: (302) 834-8508
Fax: (302) 834-8498
www.lowes.com
Brands: Halo, Regent
Markets: Hardware & Home Centers

LOWES
RT. 7, BOX 1
LEWES DE 19958
Phone: (302) 645-0900
Fax: (302) 645-0916
www.lowes.com
Brands: Halo, Regent
Markets: Hardware & Home Centers

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REXEL/CES
1111 SOUTH DUPONT HIGHWAY
DOVER DE 19901
Phone: (302) 674-9010
Fax: (302) 674-9010
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

---

REXEL/CES
542 SOUTH BEDFORD STREET
GEORGETOWN DE 19947
Phone: (302) 856-9575
Fax: (302) 856-6976
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

---

REXEL/CES
600 WEST SECOND STREET
WILMINGTON DE 19805
Phone: (302) 656-6651
Fax: (302) 658-3651
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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TECOB ELECTRIC
99 NAAMANS RD
CLAYMOND DE 19703
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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TECOT ELECTRIC
501 INTERCHANGE BLVD
NEWARK DE 19711
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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UNITED ELECTRIC SUPPLY
10 BELLECOR DRIVE
SOMERVELL INDUSTRIAL PARK
NEW CASTLE DE 19720
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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ATLANTIC ELECTRIC/CONECTIV
PO BOX 231
WILMINGTON DE 19899
Brands: McGraw-Edison, Lumiere
Markets: Residential Wholesale, Commercial Wholesale

BILLOWS ELECTRIC
480 FIRST STATE BLVD
WILMINGTON DE 19804
Phone: 302-996-9133
Fax: 302-996-9134
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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BRITE LITE
218 SOUTH MARYLAND AVENUE
WILMINGTON DE 19804
Phone: (302) 998-9993
Fax: (302) 998-0225
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Sure-Lites
Markets: Residential Wholesale

CONECTIV
P.O. BOX 9239
NEWARK DE 19714
Phone: (800) 375-7117
Fax: (302) 454-4389
www.conectiv.com
Brands: McGraw-Edison, Lumiere
Markets: Commercial Wholesale

DOVER ELECTRIC SUPPLY
1631 SOUTH DUPONT HIGHWAY
DOVER DE 19901
Phone: (302) 674-0115
Fax: (302) 674-1287
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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E D SUPPLY CO INC
MILFORD HARRINGTON ROAD
MILFORD DE 19963
Phone: (302) 422-2137
Fax: (302) 422-7863
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

GRAYBAR ELECTRIC
43 BOULDEN BLVD
NEW CASTLE DE 19720
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

REXEL/CES
1111 SOUTH DUPONT HIGHWAY
DOVER DE 19901
Phone: (302) 674-9010
Fax: (302) 674-9010
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

REXEL/CES
542 SOUTH BEDFORD STREET
GEORGETOWN DE 19947
Phone: (302) 856-9575
Fax: (302) 856-6976
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

REXEL/CES
600 WEST SECOND STREET
WILMINGTON DE 19805
Phone: (302) 656-6651
Fax: (302) 658-3651
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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TECOB ELECTRIC
99 NAAMANS RD
CLAYMOND DE 19703
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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TECOT ELECTRIC
1251 COLLEGE PARK DRIVE
DOVER DE 19901
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

TECOT ELECTRIC
501 INTERCHANGE BLVD
NEWARK DE 19711
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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UNITED ELECTRIC
PO BOX 10287
WILMINGTON DE 19850
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

UNITED ELECTRIC SUPPLY
10 BELLECOR DRIVE
SOMERVELL INDUSTRIAL PARK
NEW CASTLE DE 19720
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Distributors & Showrooms, Residential Wholesale, Commercial Wholesale

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UNITED ELECTRIC SUPPLY
551 SOUTH DUPONT HIGHWAY
PO BOX 671
DOVER DE 19901
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

WESCO DISTRIBUTION
5 GERMAY DRIVE
WILMINGTON DE 19899
www.wescodist.com
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

WEST CHESTER ELECTRIC
480 FIRST STATE BOULEVARD
WILMINGTON DE 19804
Brands: Portfolio, Fail-Safe, MWS, Lumark, Halo, Metalux, McGraw-Edison, Lumiere, Sure-Lites
Markets: Commercial Wholesale

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