

1939

We have filed the indenture, including the supplemental indentures, as exhibits to the registration statement of which this prospectus is a part. The following description is a summary of the provisions of the indenture. Because it is a summary, it does not contain all of the information that may be important to you. We urge you to read the entire indenture, including any supplements thereto, because it, and not this description, defines your rights as a holder of the debt securities.

In this summary, the term Cooper refers only to Cooper Industries, Inc. and not to its parent or any of its subsidiaries or affiliates, and the term Guarantor refers only to Cooper Industries, Ltd. and not to any of its subsidiaries. You can find the definitions of capitalized terms used in this description under the subheading "Certain Definitions."

GENERAL

The debt securities will be Cooper's unsecured obligations and will rank equal in right of payment with all of Cooper's unsecured and unsubordinated debt, unless Cooper is required by the covenant described below under "Certain Covenants - Covenants Limiting Secured Indebtedness" to secure the debt securities. The indenture does not limit the aggregate principal amount of debt securities that may be issued under the indenture.

Cooper may issue the debt securities in one or more series with the same or various maturities at par, at a premium or at a discount. Debt securities bearing no interest or interest at a rate that at the time of issuance is below market rates will be sold at a discount below their stated principal amount. The discount may be substantial. We will describe federal income tax consequences and other special considerations applicable to any of these securities in the applicable prospectus supplement. The debt securities will not contain any provisions that may afford holders of the debt securities protection upon a change in control of Cooper or the Guarantor or upon a highly leveraged transaction, whether or not the transaction results in a change in control of Cooper or the Guarantor.

You should refer to the prospectus supplement relating to the particular series of debt securities being offered for the following terms:

- the designation, aggregate principal amount and authorized denominations of the debt securities;

7

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- the percentage of the principal amount at which the debt securities will be issued,
 - the date or dates on which the debt securities will mature,
 - the date or dates on which principal will be payable and whether the debt securities will be payable on demand on or after any date,
 - the rate or rates per annum at which the debt securities will bear interest, if any, or the method of determining the rate or rates,
 - the date or dates from which interest, if any, will accrue and the times at which interest will be payable,
 - provisions for a sinking, purchase or other similar fund, if any,

27