PART IV

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

(a) 1 *Financial Statements and Other Financial Data.*

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Financial information with respect to subsidiaries not consolidated and 50 percent or less owned entities accounted for by the equity method has not been included because in the aggregate such subsidiaries and investments do not constitute a significant subsidiary

2 *Financial Statement Schedules*

Financial statement schedules are not included in this Form 10-K Annual Report because they are not applicable or the required information is shown in the financial statements or notes thereto

3 *Exhibits*

3 1 Twenty-Seventh Amended Articles of Incorporation of Cooper Industries, Inc (incorporated herein by reference to Exhibit 3 1 of Cooper's Form 8-K dated August 5, 1997)

3 2 Code of Regulations (By-Laws), as amended, of Cooper Industries, Inc (incorporated herein by reference to Exhibit 3 2 of Cooper's Form 10-K for the year ended December 31, 1997).

4 1 Rights Agreement, dated as of August 5, 1997, between Cooper and First Chicago Trust Company of New York, as Rights Agent (incorporated herein by reference to Exhibit 4 1 to Cooper's Registration Statement on Form 8-A dated August 14, 1997)

4 2 Amendment to the Rights Agreement dated as of August 5, 1997, between Cooper and First Chicago Trust Company of New York, as Rights Agent, appointing EquiServe Trust Company, N A as successor Rights Agent effective November 1, 2001

4 3 Form of Indenture dated as of January 15, 1990, between Cooper and The Chase Manhattan Bank (National Association), as Trustee (incorporated herein by reference to Exhibit 4(a) of Registration Statement No 33-33011)

10 1 Cooper Industries, Inc Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10 2 of Cooper's Form 10-K for the year ended December 31, 1997)