

completed in order to cover syndicate short positions. Stabilizing transactions consist of bids or purchases of notes made for the purpose of preventing or retarding a decline in the price of the notes while the offering is in progress.

The underwriters also may impose a penalty bid. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when the underwriters, in covering syndicate short positions or making stabilizing purchases, repurchase notes originally sold by that syndicate member.

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Any of these activities may have the effect of preventing or retarding a decline in the price of the notes. They may also cause the price of the notes to be higher than the price that otherwise would exist in the open market in the absence of these transactions. The underwriters may conduct these transactions in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time.

We estimate that our total expenses for this offering will be approximately \$265,000.

Certain underwriters and their affiliates have in the past performed, and may from time to time perform in the future, certain investment banking, commercial banking and financial advisory services for us for which they receive customary fees and expenses in the ordinary course of business. In particular, affiliates of certain of the underwriters in this offering are lenders under certain of our credit facilities. Additionally, an affiliate of The Royal Bank of Scotland plc is a lender under one of our credit facilities and will receive a portion of the proceeds of this offering in the repayment of our borrowings under that credit facility. This offering is being conducted pursuant to NASD Conduct Rule 2710(c)(8).

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

LEGAL MATTERS

Certain legal matters in connection with the notes and the guarantee will be passed upon for us by Squire, Sanders & Dempsey L.L.P., Cleveland, Ohio and Appleby, Spurling & Kempe of Hamilton, Bermuda. Certain legal matters in connection with the notes will be passed upon for the underwriters by Simpson Thacher & Bartlett, New York, New York.

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PROSPECTUS

COOPER INDUSTRIES, INC.
(Guaranteed by Cooper Industries, Ltd.)

\$500,000,000

Debt Securities

We may offer, in one or more offerings, debt securities having a total initial public offering price of up

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