by words or phrases such as "anticipate," "estimate," "plan," "expect," "believe," "intend," "foresee" and similar words or phrases Forward-looking statements include, among other things, statements regarding facility consolidations and cost reduction programs, the anticipated debt-to-capitalization ratio, potential liability exposure resulting from Federal-Mogul Corporation's bankruptcy filing, the anticipated benefits of Cooper's recent reorganization to reincorporate in Bermuda and any statements regarding future revenues, earnings, cash flows and expenditures All of these forward-looking statements are subject to risks, uncertainties and assumptions Consequently, actual events and results may vary significantly from those included in or contemplated or implied by our forward-looking statements The forward-looking statements included in this prospectus or the relevant incorporated documents are made only as of the date of this prospectus or the relevant incorporated document, as the case may be, and, except as required by law, we undertake no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances Important factors that could cause actual results to differ materially from those suggested by these forward-looking statements and that could adversely affect our future financial performance include the following·

- the condition of the domestic economy and European and Latin American markets,

- spending on commercial and residential construction and by utilities,

- worldwide energy-related project spending,

- demand for products in the electronics and telecommunications markets,

- changes in raw material and energy costs,

- changes in the mix of products sold;

- realization of benefits of cost reduction programs,

- industry competition,

- the timing of facility consolidations and the magnitude of any disruption from such consolidations,

- changes in tax laws, regulations and treaties,

- the relationship of the U S dollar to the currencies of countries in which we do business;

- mergers and acquisitions and their integration with us;

- the resolution of Federal-Mogul's bankruptcy proceedings, or

- risks related to changing legal and regulatory requirements and changing market, economic and political conditions in the countries in which we operate

The risks and uncertainties identified above are not the only risks we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial also may adversely affect us Should any known or unknown risks and uncertainties develop into actual events, these

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