

Cooper Industries, Inc.
1001 Fannin Street, Suite 3900
Houston, Texas 77002
Attention: General Counsel
Telecopy Number: (713) 739-5882

with a copy to:

Cooper Industries, Inc.
1001 Fannin Street, Suite 3900
Houston, Texas 77002
Attention: Larry W. McCurdy
Executive Vice President,
Operations
Telecopy Number: (713) 739-5909

or at such other address and to the attention of such other Person as Buyer may designate by written notice to Seller (which is actually received by Seller).

Section 13.6 Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors (including successors by merger) and permitted assigns; provided, however, that except as provided by Section 2.10, no party hereto will assign its rights or delegate its obligations under this Agreement without the express prior written consent of each other party hereto.

Section 13.7 Headings; Definitions. The Section, Article and other headings contained in this Agreement are inserted for convenience of reference only and will not affect the meaning or interpretation of this Agreement. All references to Sections or Articles contained herein mean Sections or