

(GUARANTEED BY COOPER INDUSTRIES, LTD)

5 50% SENIOR NOTES DUE 2009

[COOPER LOGO]

PROSPECTUS SUPPLEMENT

October 23, 2002

Joint Book-Running Managers

SALOMON SMITH BARNEY

UBS WARBURG

BANC OF AMERICA SECURITIES LLC

JPMORGAN

PNC CAPITAL MARKETS, INC.

THE ROYAL BANK OF SCOTLAND

WACHOVIA SECURITIES

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