

- 10 16 Form of Management Continuity Agreement between Cooper Industries, Inc and key management personnel which applies if there is a Change of the Control of Cooper (incorporated herein by reference to Exhibit 10(11) of Cooper's Form 10-Q for the quarter ended September 30, 1998)
- 10 17 Purchase and Sale Agreement between Cooper Industries, Inc and Federal-Mogul Corporation dated August 17, 1998 (incorporated herein by reference to Exhibit 10(1) of Cooper's Form 10-Q for the quarter ended September 30, 1998)
- 12 0 Computation of Ratios of Earnings to Fixed Charges for the Calendar years 1997 through 2001
- 21 0 List of Cooper Industries, Inc Subsidiaries
- 23 0 Consent of Ernst & Young LLP
- 24 0 Powers of Attorney from members of the Board of Directors of Cooper Industries, Inc

Cooper will furnish to the Commission supplementally upon request a copy of any instrument with respect to long-term debt of Cooper

Copies of the above Exhibits are available to shareholders of record at a charge of \$ 25 per page, minimum order of \$10 00 Direct requests to

Cooper Industries, Inc
Attn Corporate Secretary
P O Box 4446
Houston, Texas 77210

(b) Reports on Form 8-K

Cooper filed a report on Form 8-K dated October 16, 2001, which included a copy of a press release regarding Cooper's expected third quarter results, the impact of potential asbestos liability arising from the Federal Mogul bankruptcy and the status of Cooper's review of strategic alternatives for maximizing shareholder value

Cooper filed a report on Form 8-K dated October 23, 2001, which included Cooper's revised business outlook for 2001, a copy of a press release containing Cooper's financial results for the third quarter of 2001 and "Sales Trends" information to be posted on Cooper's website

Cooper filed a report on Form 8-K dated November 20, 2001, which furnished "Sales Trends" information to be posted on Cooper's website

Cooper filed a report on Form 8-K dated December 18, 2001, which furnished "Sales Trends" information to be posted on Cooper's website