Safe Harbor Statement:

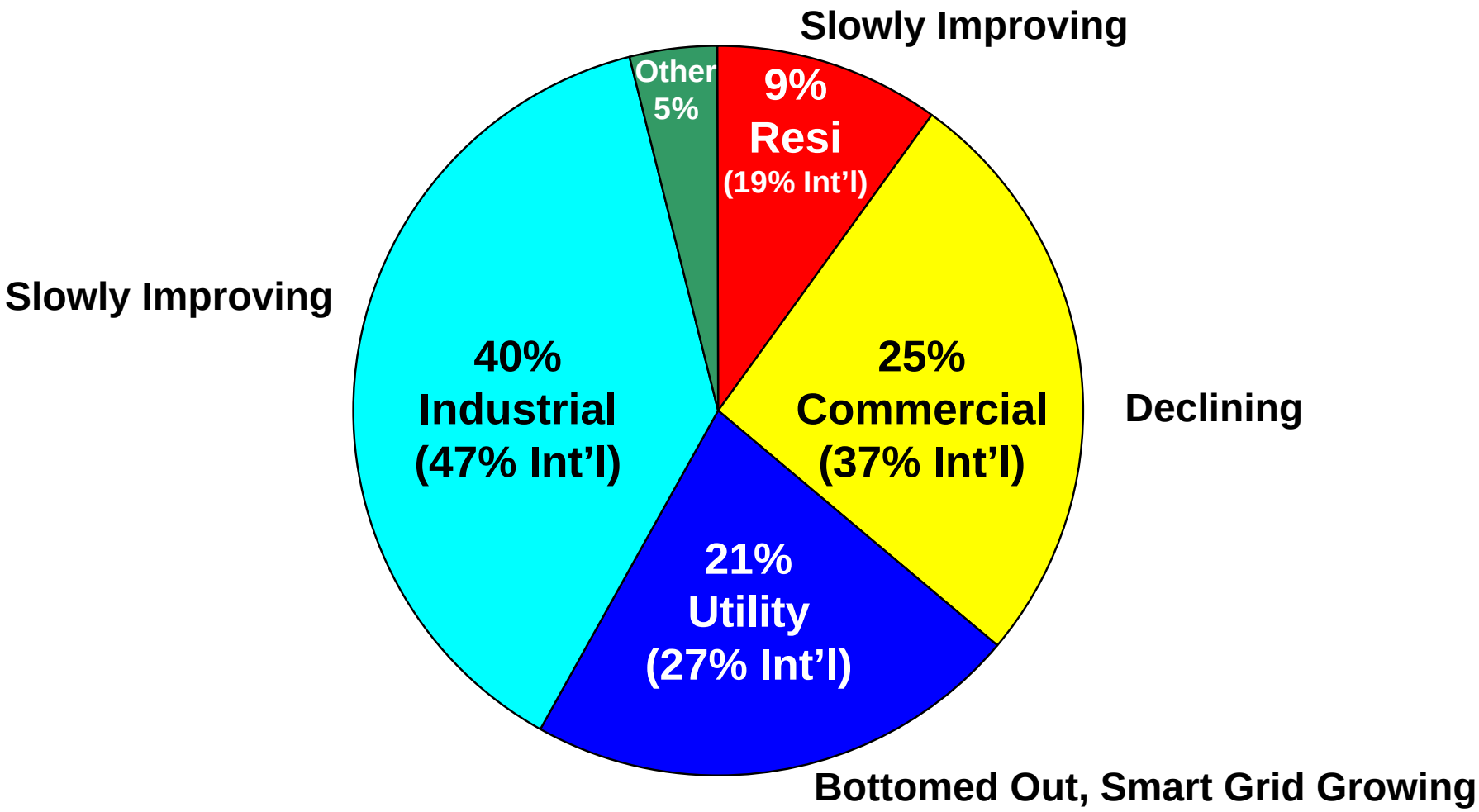
Material in this presentation contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not historical facts but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. It is possible that our actual results and financial condition may differ, possibly materially, from the anticipated results and the financial condition indicated in these forward-looking statements. For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include: market and economic conditions, competitive pressures, volatility of raw material, transportation and energy costs, our ability to develop and introduce new products, our ability to implement revenue growth plans and cost-reduction programs, mergers and acquisitions and their integration, implementation of manufacturing rationalization programs, changes in mix of products sold, changes in financial markets including currency exchange rate fluctuations, changes in legislation and regulations (including changes in tax laws), and the resolution of potential liabilities and insurance recoveries resulting from Pneumo-Abex related asbestos claims. For a discussion of some of the risks and important factors that could affect our future results and financial condition, see "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

Q3 2009 Summary of Results

- **Total revenue down 26%...core down 24%**
  - Electrical Products down 25%...core down 23%
  - Tools down 31%...core down 28%
- **Solid execution on "resizing" cost structure**
- **Operating Margin improved by 160bp from Q2 2009 (excluding restructuring)**
  - Overall delevered at 21% on a revenue decline of 26% (excluding restructuring)
  - Electrical Products Operating Margin at 15.1%...up 150bp from Q2 2009
- **Record YTD Free Cash Flow of $569 million**
  - Inventory down $213 million or 30% year over year

Solid Execution And Continued Sequential Improvements In A Difficult Economic Environment

Q3 End Market Conditions

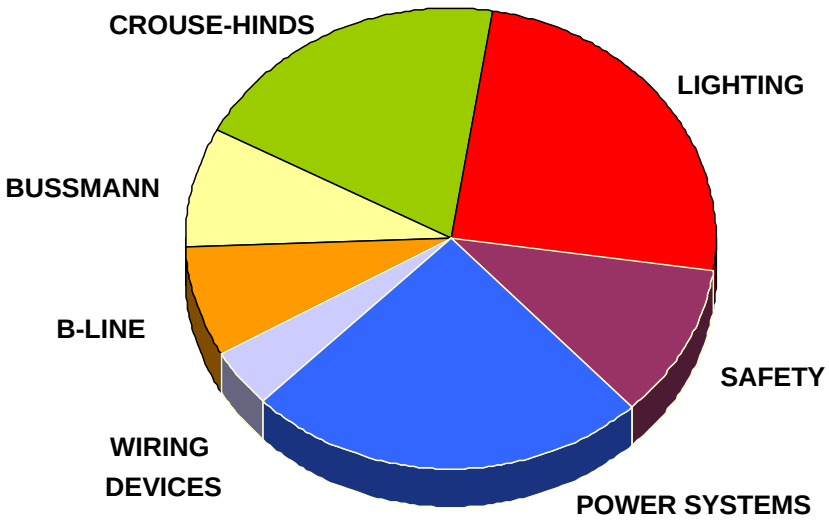


Beginning To See Improved Conditions In Several End Markets

Values based on FY2008 results

Q3 2009 Electrical Products Highlights

Revenue: $1.1B, Down 25% (core down 23%)



Positive Drivers

- Energy efficiency trends
- Customer service performance
- Favorable Price/Material economics
- Cost controls/production alignment
- Free Cash Flow generation

Channels and Regions

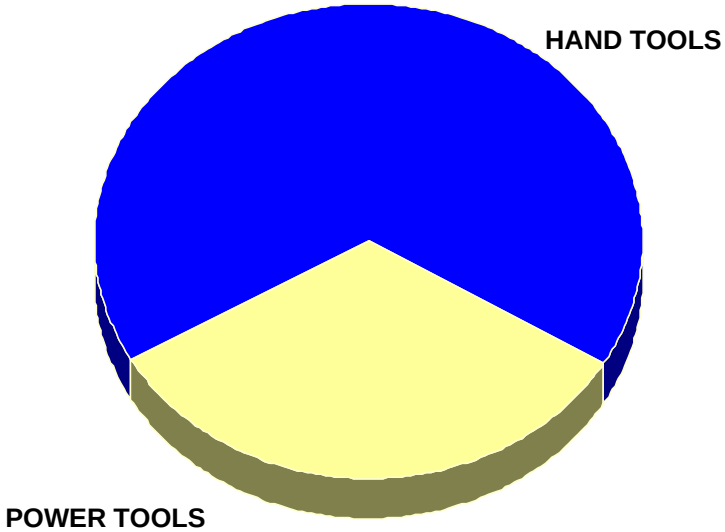
- Industrial slowly improving
- Commercial weak
- Utility spending remains weak
- International orders improving
- Channel destocking moderating

Issues

- Volume
- Manufacturing absorption

Q3 2009 Tools Group Highlights

Revenue: $139MM, Down 31% (core down 28%)



Positive Drivers

- Favorable Price/Material economics
- Cost controls/production alignment
- Free Cash Flow generation

Channels and Regions

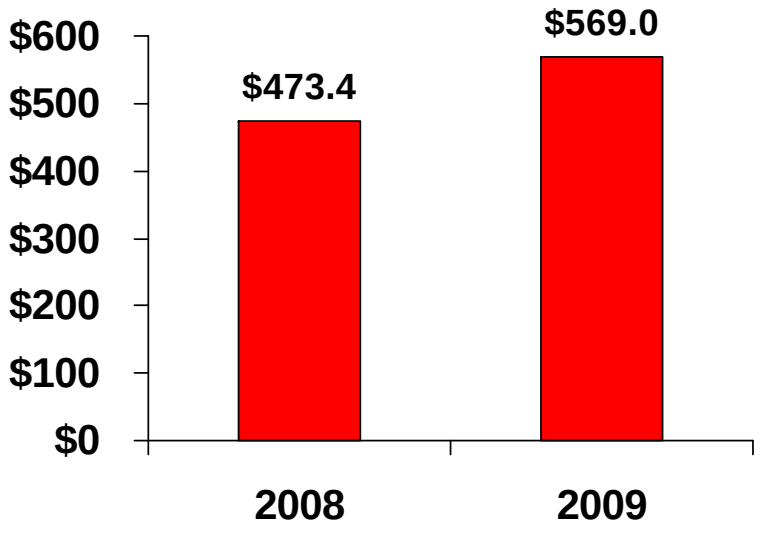
- Weakness across most markets and geographies
  - Automotive
  - Industrial
  - Aerospace
- Retail improving
- Channel destocking moderating

Issues

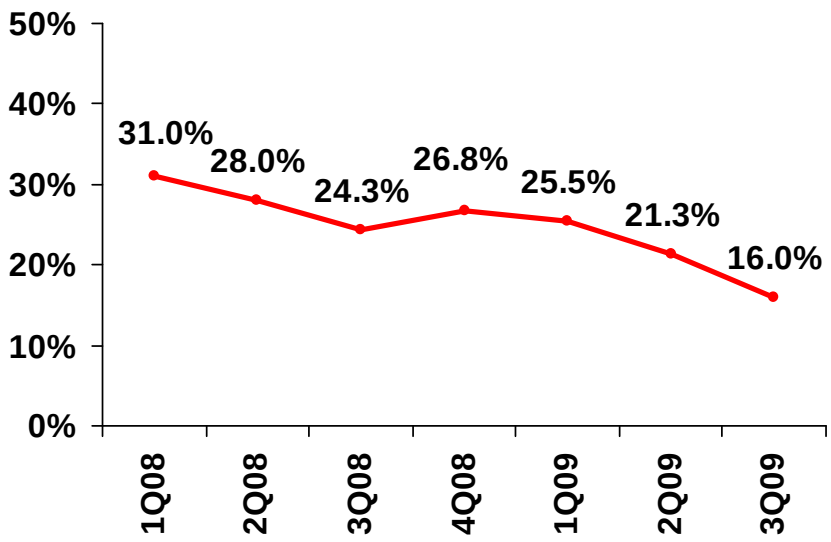
- Volume
- Manufacturing absorption
- Currency headwinds continued

Q3 2009 YTD Cash Flow & Debt

FREE CASH FLOW
(millions)



NET DEBT to TOTAL CAPITAL (%)



Record Performance

Exceptional Balance Sheet

Total Debt

Amount (in millions)	Rate	Due Date
$275	5.50%	Nov 2009
325	3.55%	Nov 2012*
300	5.56%	Apr 2015
300	5.75%	Jul 2017

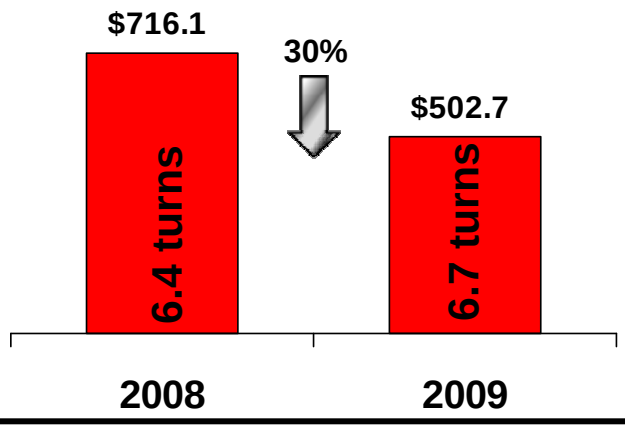
1,200	Long-Term Note Issuances
9	Misc. Long-Term Debt
0	Commercial Paper
1,209	Total Debt
(662)	Cash & Short-Term Investments
$547	Net Debt ($952 at December 31, 2008)

Balance Sheet Remains A Strategic Asset

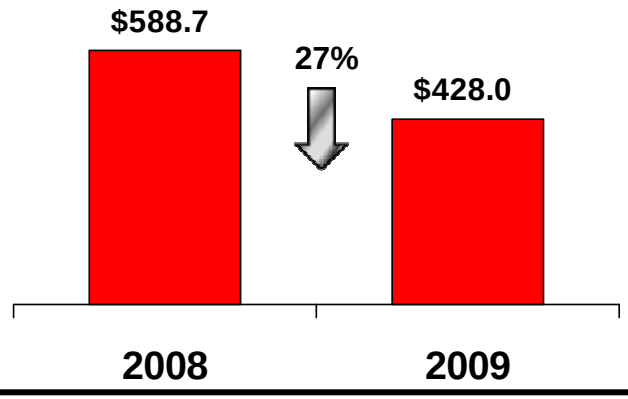
* Swapped to Euro Debt – 5.25% note rate at date of issuance

Q3 2009 Operating Working Capital

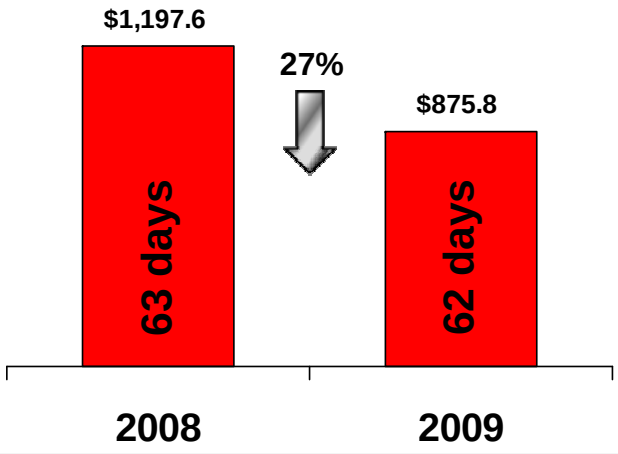
INVENTORY



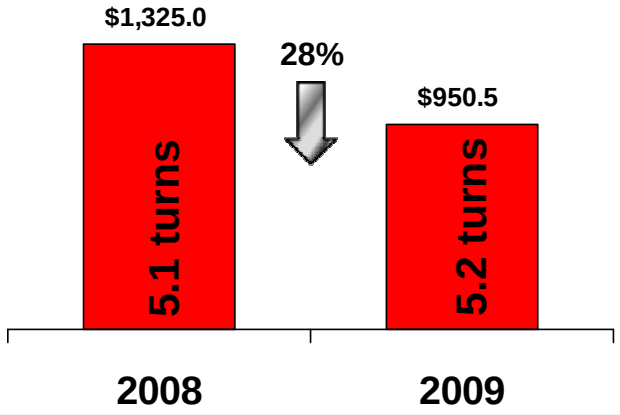
PAYABLES



RECEIVABLES

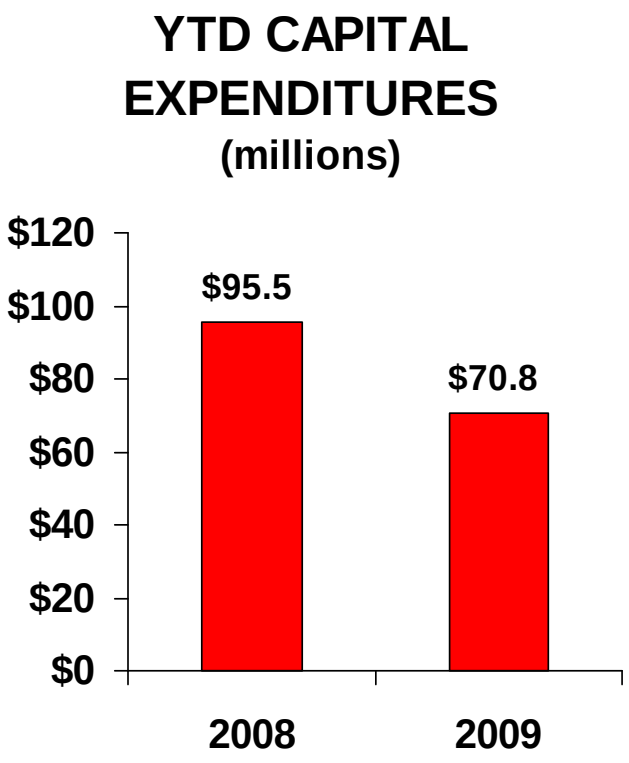


OPERATING WORKING CAPITAL



Continued Exceptional Operating Working Capital Execution

Q3 2009 Capital Structure



CAPITAL STRUCTURE

- Share Repurchases:
  - 1.3 MM shares YTD
  - 14.4 MM repurchased in 2008
- YTD Share Issuances:
  - 1.2 MM shares for option exercises and 401(k) and other program contributions
- Dividend secure

Invested In Long-Term Growth While Maintaining Conservative Capital Structure

COOPER

Q3 Unusual Items

	Q3 2009			Q3 2008		
	Reported	Unusual Items	Adjusted	Reported	Unusual Items	Adjusted
Segment Operating Earnings	$ 180.3		$ 180.3	$ 273.8		$ 273.8
Restructuring Charges	(6.5)	6.5	-	-		-
General Corporate Expense	(21.5)		(21.5)	(23.9)		(23.9)
Total Operating Earnings	152.3	6.5	158.8	249.9	-	249.9
Interest Expense, Net	(15.9)		(15.9)	(17.3)		(17.3)
Income Taxes	(22.1)	(2.4)	(24.5)	(43.4)	(18.3)	(61.7)
Continuing Income	$ 114.3	$ 4.1	$ 118.4	$ 189.2	$ (18.3)	$ 170.9
Continuing Income per Share	$ 0.68	$ 0.02	$ 0.70	$ 1.08	$ (0.11)	$ 0.97
Effective Tax Rate	16.2%		17.1%	18.7%		26.5%

Excluding Unusual Items, EPS Decreased to $.70

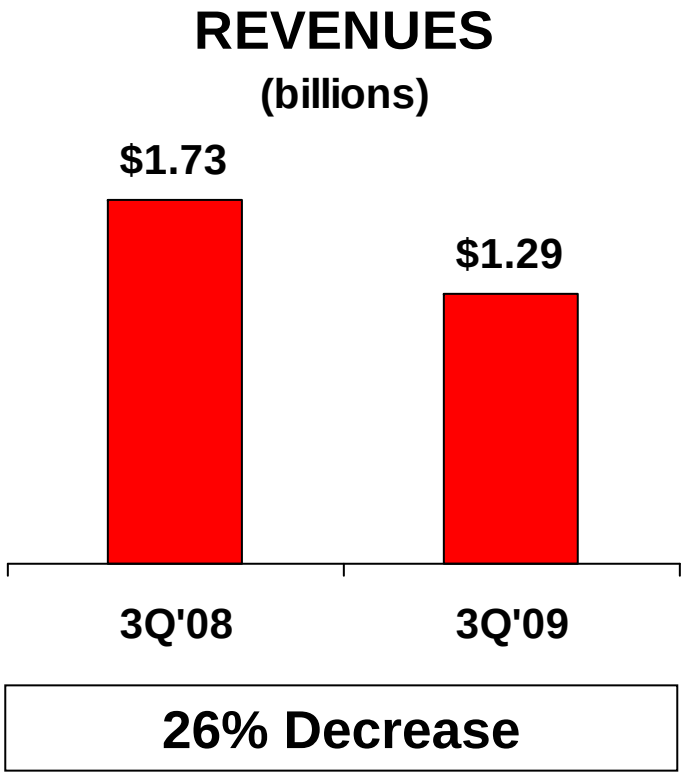
COOPER

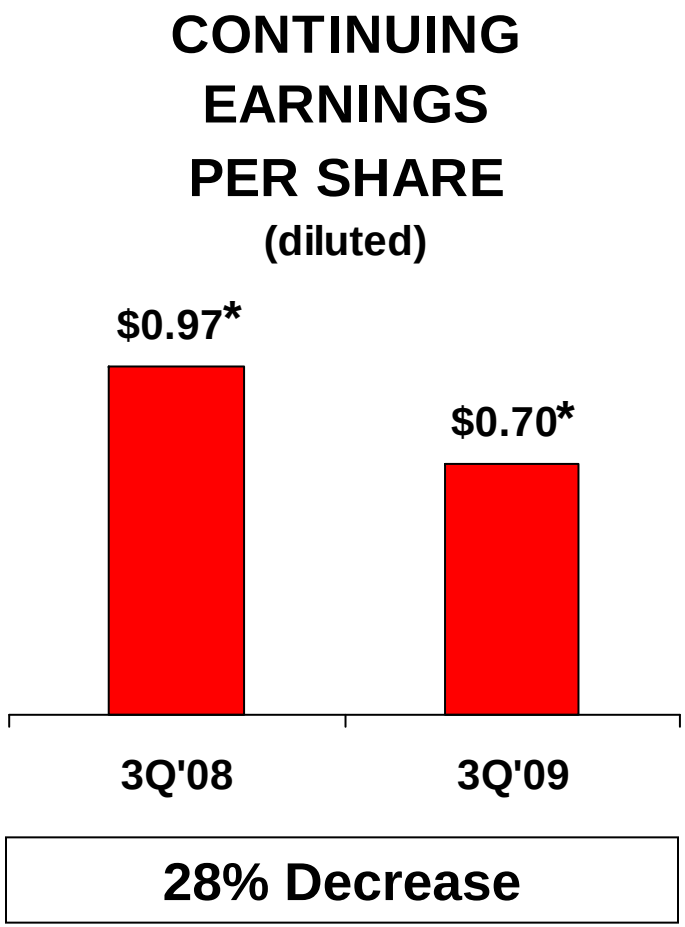
YTD Unusual Items

	YTD 2009			YTD 2008		
	Reported	Unusual Items	Adjusted	Reported	Unusual Items	Adjusted
Segment Operating Earnings	$ 472.8		$ 472.8	$ 795.8		$ 795.8
Restructuring Charges	(25.7)	25.7	-	(7.6)	7.6	-
General Corporate Expense	(63.5)		(63.5)	(69.5)	0.3	(69.2)
Total Operating Earnings	383.6	25.7	409.3	718.7	7.9	726.6
Interest Expense, Net	(47.4)		(47.4)	(50.5)		(50.5)
Income Taxes	(51.4)	(14.5)	(65.9)	(163.7)	(25.3)	(189.0)
Continuing Income	$ 284.8	$ 11.2	$ 296.0	$ 504.5	$ (17.4)	$ 487.1
Continuing Income per Share	$ 1.69	$ 0.07	$ 1.76	$ 2.85	$ (0.10)	$ 2.75
Effective Tax Rate	15.3%		18.2%	24.5%		28.0%

YTD Excluding Unusual Items, EPS Decreased to $1.76

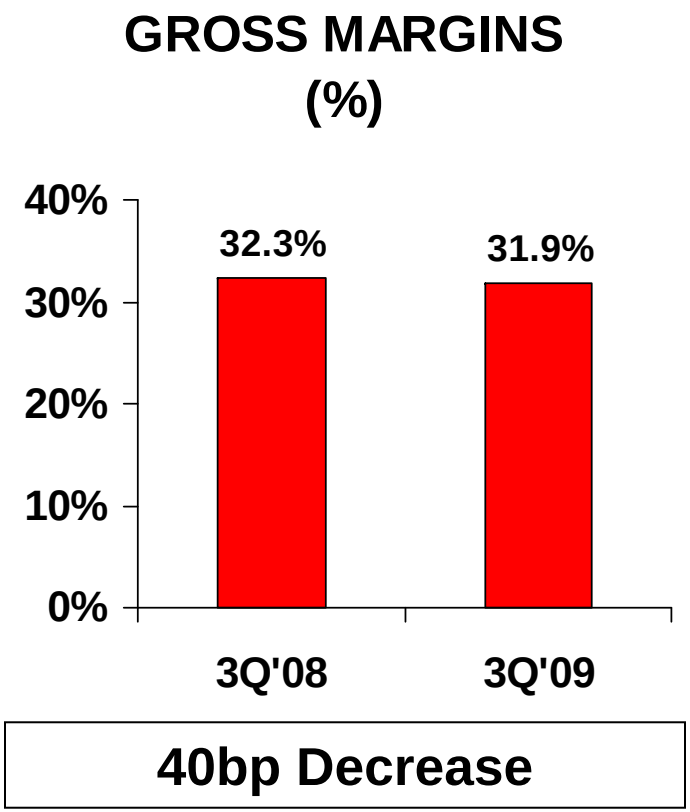
Q3 2009 Revenues & EPS

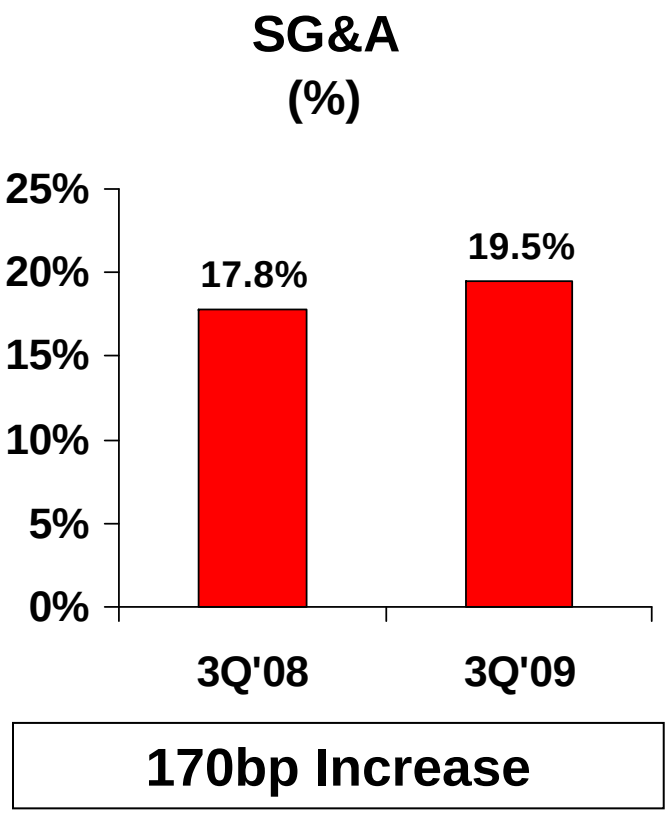




* *Excludes unusual items*

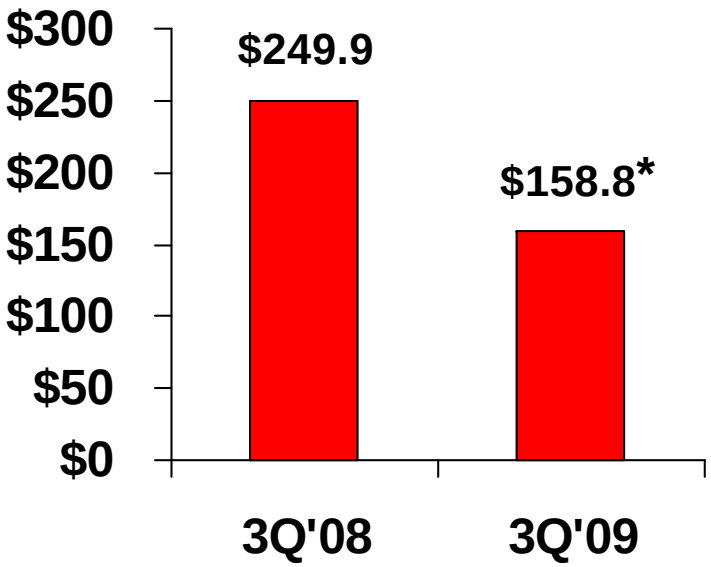
Q3 2009 Gross Margin & SG&A





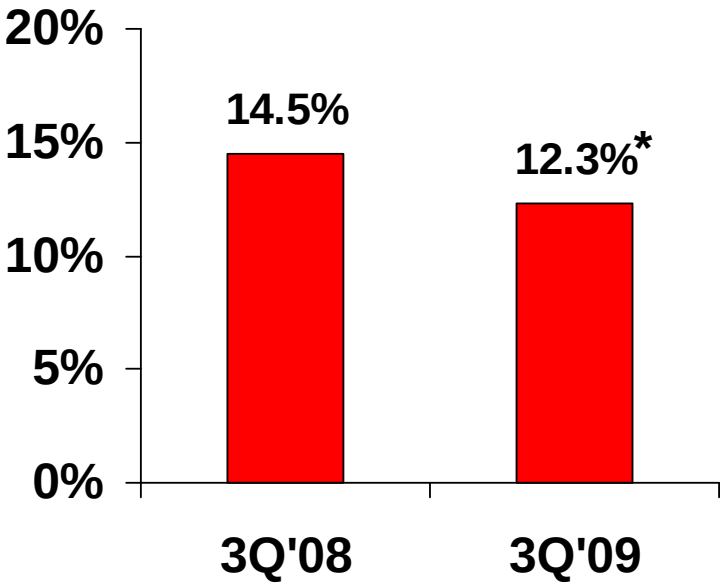
Q3 2009 Operating Earnings & Operating Margin

OPERATING EARNINGS (millions)



36% Decrease

OPERATING MARGIN (%)

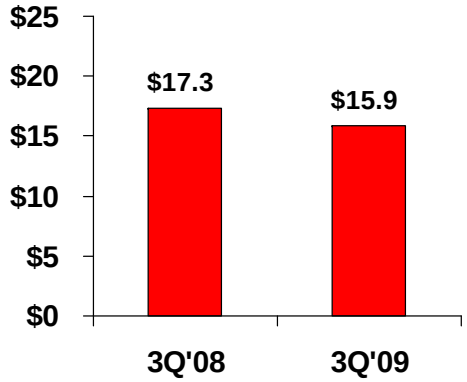


220bp Decrease

* *Excludes unusual items*

Q3 2009 Net Interest Expense, Tax Rate & Continuing Income

NET INTEREST EXPENSE
(millions)

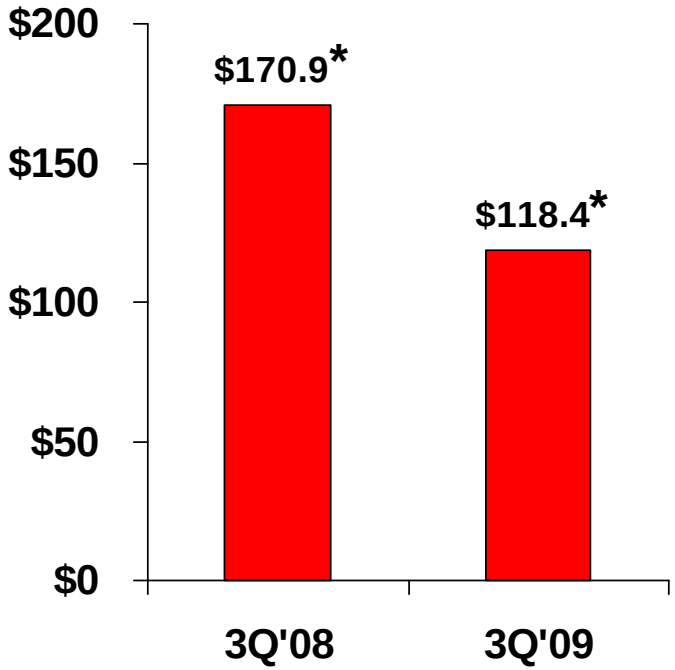


8% Decrease

TAX RATE

940bp Decrease

CONTINUING INCOME
(millions)

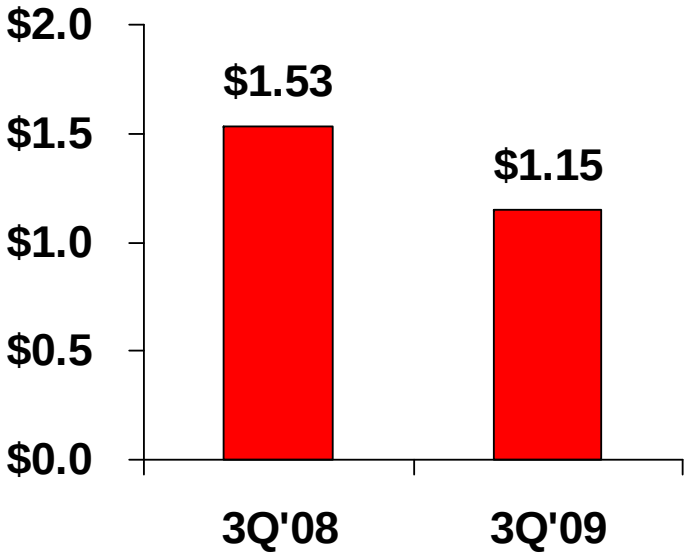


31% Decrease

* *Excludes unusual items*

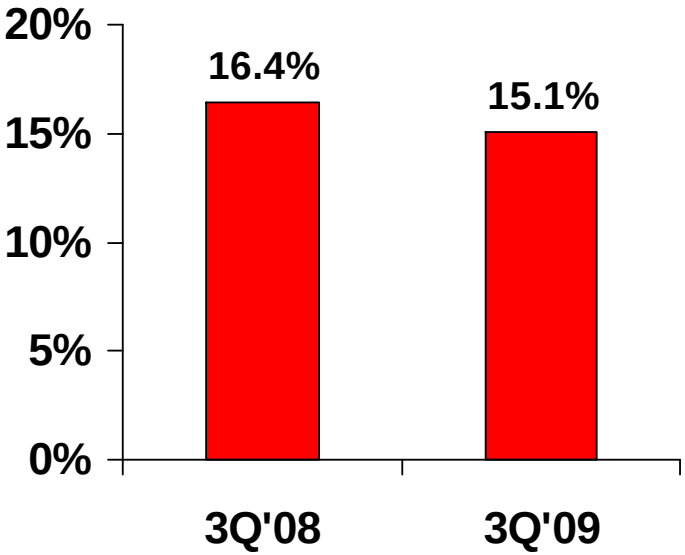
Q3 2009 Electrical Products Performance

REVENUES
(billions)



25% Decrease

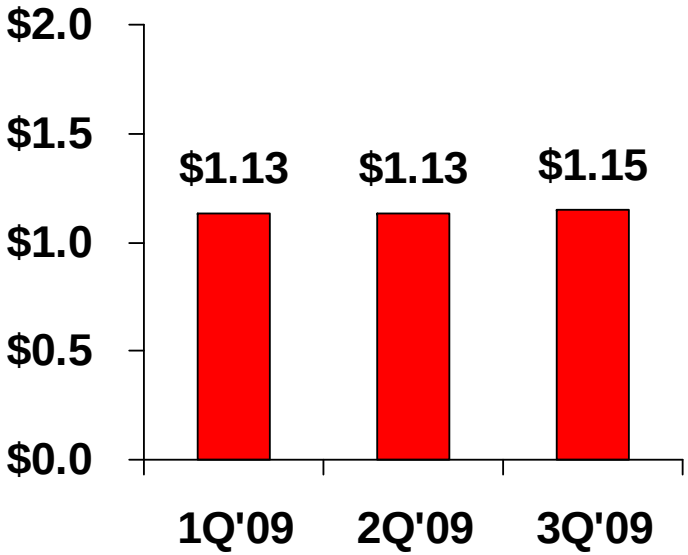
OPERATING MARGIN
(%)



130bp Decrease

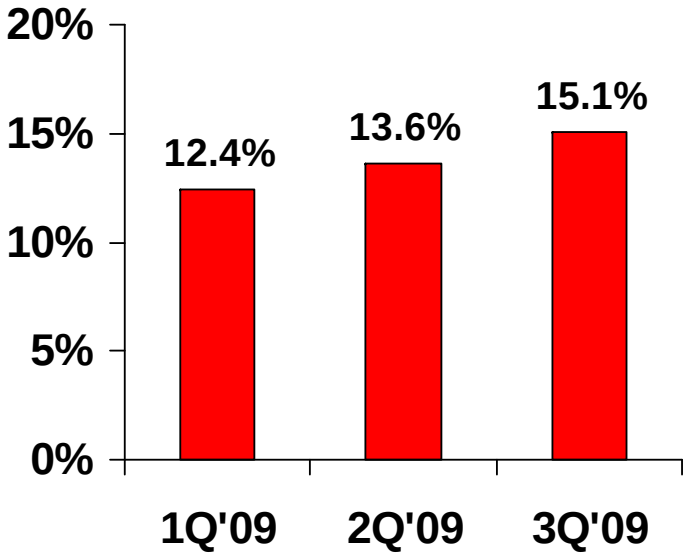
2009 Electrical Products Sequential Performance

REVENUES
(billions)



Flat Revenues

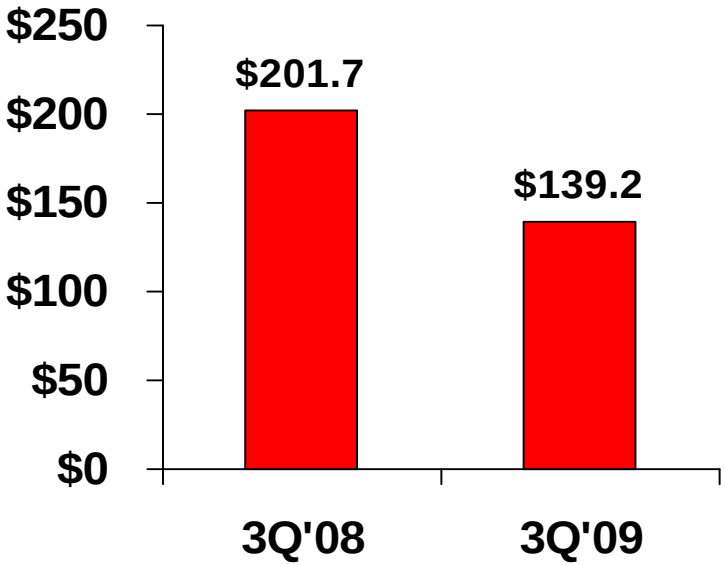
OPERATING MARGIN
(%)



Strong Sequential Improvement

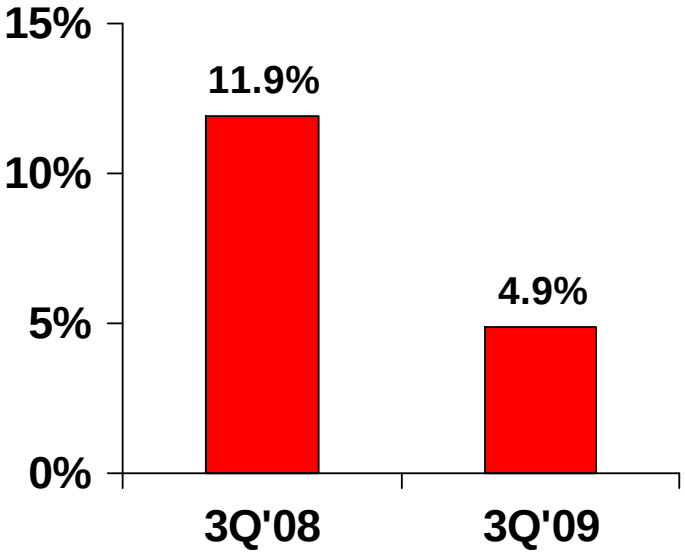
Q3 2009 Tools Performance

REVENUES
(millions)



31% Decrease

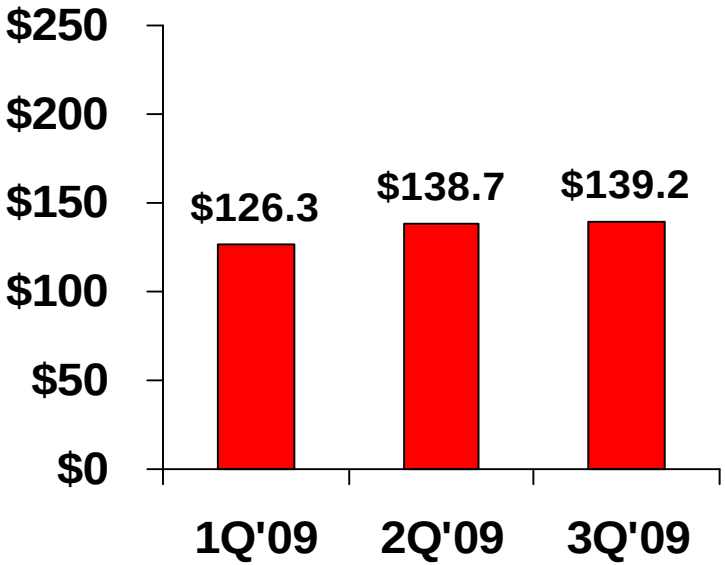
OPERATING MARGIN
(%)



700bp Decrease

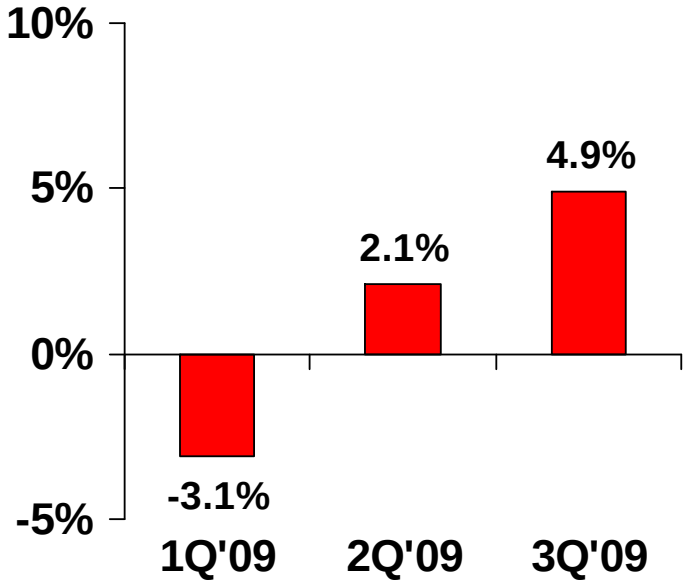
2009 Tools Sequential Performance

REVENUES
(millions)



10% Increase

OPERATING MARGIN
(%)



Strong Sequential Improvement

Right Sizing Cooper

	Q3 2008 vs. Q3 2009
➢ *Operating Working Capital*	28% ⇩
➢ *Inventory*	30% ⇩
➢ *SG&A**	19% ⇩
➢ *COS**	25% ⇩
➢ *Headcount**	18% ⇩

Business Is Right Sized And Well Positioned To Leverage Recovery

* *Normalized for impact of acquisitions and excluding unusual items*

Restructuring Actions

	Cost	Benefit				
		Q1'09	Q2'09	Q3'09	Q4'09	FY'09
Q4 2008 Actions	$ 35.7	$ 12.2	$ 15.5	$ 17.0	$ 14.9	$ 59.6
Q1 2009 Actions	8.8	1.4	2.6	3.2	4.1	11.3
Q2 2009 Actions	10.4	-	1.6	3.8	3.6	9.0
Q3 2009 Actions	6.5	-	-	1.5	1.7	3.2
Totals To Date	$ 61.4	$ 13.6	$ 19.7	$ 25.5	$ 24.3	$ 83.1

Restructuring Includes Closure Of Six Manufacturing / Warehouse Locations To Date

Outlook Detail

	Q4 ’09
Sequential Seasonality	-
Commercial Construction	-
Pricing	-
Material Cost	+
Factory Production / Absorption	+/-
Restructuring Benefit	+

Expect Normal Seasonality…But Solid Finish To The Year

2009 Outlook

FORECAST	Q4'09	2009
Total Revenues - *Electrical Products* - *Tools*	**-16% to -20%** *-17% to -20%* *-10% to -15%*	**-20% to -23%** *-20% to -23%* *-25% to -30%*
Earnings Per Share* **Continuing Operations***	**-17% to -28%** *~ $.60 - $.70*	**-32% to -35%** *~ $2.35 - $2.45*
Free Cash Flow		**> $650M**

Guiding EPS To $2.35 to $2.45 And Over $650 Million In Free Cash Flow

* *Excludes restructuring and unusual items*

Outlook For 2010

End-Markets

Industrial	↑
Residential	↑
Utility	↑
Commercial	↓
International	↑

Earnings Levers

Sales Mix	+
Price / Mat'l Economics	+/-
Hedged Materials	+
Factory Absorption	+
Pension	+/-
Restructuring Benefits	+
Interest Expense	+
Tax	-

End Markets Modestly Improve From Depressed Levels…
Strong Earnings Leverage

Q3 2009 Summary

- Aggressively restructured our cost position and balance sheet to respond to the global economic crisis
- Continued to fund key strategic growth initiatives: new products, global expansion and talent development
- Continued to focus on our shareholders: providing guidance, paying a competitive dividend and cumulative repurchases over the last two years (>15M shares) at an average price below today's market price
- Strengthened balance sheet over the cycle: reduced inventory, receivables and debt (strongest balance sheet in over 20 years)
- Heavy emphasis on growth moving forward

Right Portfolio, Right Strategy, Right Team…
Delivering Strong Results To Our Shareholders