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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 807658 (0)

1. Corporation Name

COOPER INDUSTRIES, INC.



Principal Place of Business

Mailing Address

SUITE 4000 1001 FANNIN
PO BOX 4446
HOUSTON TX 77210

SUITE 4000 1001 FANNIN
PO BOX 4446
HOUSTON TX 77210

3. Date Incorporated or Qualified

07/19/1948

3a. Date of Last Report

05/01/1995

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title (if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME RILEY, H. JOHN JR.
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

TITLE VP
NAME CROSS, DEWIN K.
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

TITLE VP
NAME MCWILLIAMS, BRADLEY D.
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

TITLE VP
NAME TESHIOIAN, NISHAN
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

TITLE VP
NAME JACKSON, RALPH E
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

TITLE VP
NAME SEBASTIAN, MICHAEL J.
STREET ADDRESS 4000 FIRST CITY TOWER
CITY-ST-ZIP HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

800001810588
-05/07/96--01024--026
***200.00

See Attached Schedules

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment to this address.

SIGNATURE:

Signature of Daniel Lightman
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/96 (713) 739-5400

Date

Daytime Phone #

CR2E034 (12/95)

COOPER INDUSTRIES, INC.
CORPORATE OFFICERS
As of February 1996

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date Took Office</u>
Robert Cizik Chairman 045-22-7698	1001 Fannin, Suite 4000 Houston, Texas 77002	3971 Inverness Houston, Texas 77019	4/73
H. John Riley, Jr. President and Chief Executive & Operating Officer 058-32-5553	1001 Fannin, Suite 4000 Houston, Texas 77002	3669 Chevy Chase Houston, Texas 77019	9/95
Ralph E. Jackson Executive Vice Pres., Operations 362-44-0191	1001 Fannin Suite 4000 Houston, Texas 77002	1 Hour Lane Trail Houston, Texas 77024	9/92
D. Bradley McWilliams Senior Vice President, Finance 453-64-2034	1001 Fannin Suite 4000 Houston, Texas 77002	3109 Locke Lane Houston, Texas 77010	4/95
Thomas W. Campbell Vice President, Public Affairs 432-42-1522	1001 Fannin Suite 4000 Houston, Texas 77002	600 S. Ripplecreek #6 Houston, Texas 77057	9/81
Alan J. Hill Vice President & Treasurer 547-66-2525	1001 Fannin Suite 4000 Houston, Texas 77002	18526 Barbuda Lane Houston, Texas 77058	8/79
E. Daniel Leightman Vice President, Taxes 311-38-0518	1001 Fannin Suite 4000 Houston, Texas 77002	5118 Contour Houston, Texas 77096	6/94
Larry W. McCurdy Executive Vice President 463-52-9385	1001 Fannin Suite 4000 Houston, Texas 77002	6106 Riverview Way Houston, Texas 77057	4/94
Carl J. Plesnicher, Jr. Sr. Vice President, Human Resources and Environmental Affairs 299-30-0932	1001 Fannin Suite 4000 Houston, Texas 77002	2 West Eden Elm Circle The Woodlands, Texas 77381	4/79
David A. White, Jr. Senior Vice President, Strategic Planning	1001 Fannin Suite 4000 Houston, Texas 77002	10802 Oak Creek Houston, Texas 77024	2/96
Phyllis J. Piano Vice President, Public Affairs 395-62-4544	1001 Fannin Suite 4000 Houston, Texas 77002	2100 Bering Dr. #505 Houston, Texas 77057	2/96
Walter F. DuPont Vice President, Information Services 001-24-6294	1001 Fannin Suite 4000 Houston, Texas 77002	25302 Lynbriar Spring, Texas 77373	3/91
Diane K. Schumacher Senior Vice President, General Counsel, Secretary 353-48-2537	1001 Fannin Suite 4000 Houston, Texas 77002	6106 Hampton Court Spring, Texas 77389	4/95
Robert W. Teets Vice President, Environmental Affairs 285-48-9195	1001 Fannin Suite 4000 Houston, Texas 77002	17418 Spicewood Springs Ln. Spring, Texas 77379	1/94
Terry A. Klebe Vice President, Controller 502-64-3867	1001 Fannin Suite 4000 Houston, Texas 77002	12203 Quail Creek Dr. Houston, Texas 77070	4/95

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Cooper Industries, Inc.

Corporate Officers

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Domenic J. Dell 'Osso Assistant Controller, Operations Budgeting & Accts. 466-76-8537	1001 Fannin Suite 4000 Houston, Texas 77002	15715 Craighurst Houston, Texas 77059	12/82
Stephen M. Kole Assistant Treasurer, Corp Finance 366-48-3638	1001 Fannin Suite 4000 Houston, Texas 77002	510 Anchorage Houston, Texas 77079	8/95
Dorothy H. Porter Assistant Secretary 461-58-5589	1001 Fannin Suite 4000 Houston, Texas 77002	13710 Whitchurch Way Houston, Texas 77015	11/73
Karen E. Herbert Senior Counsel and Assistant Secretary 043-54-8661	1001 Fannin Suite 4000 Houston, Texas 77002	10 Aylesbury Ct. Sugarland, Texas 77479	4/95

COOPER INDUSTRIES, INC.
As of April 1995

DIRECTORS

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date Took Office</u>
Warren L. Batts (Term Expires 4/96)	Premark Internat'l, Inc. 1717 Deerfield Rod Deerfield, Il. 60015	143 Abingdon Kenilworth, Il. 60043	11/86
Robert Cizik (Term Expires 4/98)	1001 Fannin Suite 4000 Houston, Texas 77002	3971 Inverness Houston, Texas 77019	4/71
H. John Riley, Jr. (Term Expires 4/96)	1001 Fannin Suite 4000 Houston, Texas 77002	3669 Chevy Chase Houston, Texas 77019	9/92
Clifford J. Grum (Term Expires 4/97)	Temple-Inland Inc. 303 South Temple Drive Diboll, Texas 75941	102 Deerfield Lufkin, Texas 75901	4/82
Harold S. Hook (Term Expires 4/98)	American General Corp. 2929 Allen Parkway, Houston, Texas 77019	43 West Terrace Dr. Houston, Texas 77007	4/86
Constantine S. Nicandros (Term Expires 4/96)	Conoco Inc. 600 N. Dairy Ashford Rd. Houston, Texas 77079	5745 Indian Circle Houston, Texas 77057	4/90
John D. Ong (Term Expires 4/98)	The BFGoodrich Company 3925 Embassy Parkway Akron, Ohio 44333	230 Aurora Hudson, Ohio 44236	4/75
Frank A. Olson (Term Expires 4/98)	The Hertz Corporation 225 Brae Boulevard Park Ridge, N.J. 07656	366 Mountain Avenue Ridgewood, N.J. 07450	2/89
Sir Ralph Robins (Term Expires 4/97)	Rolls-Royce plc 65 Buckingham Gate London SW1E 6AT England	Lynngarth 65 Hazelwood Road 011 Duffield Derby United Kingdom	4/91
A. Thomas Young (Term Expires 4/97)	Martin Marietta Corp. 6801 Rockledge Dr. Bethesda, Maryland 20817	12921 Esworthy Rd. Potomac, Maryland 20878	8/90
Linda A. Hill (Term Expires 8/96)	Harvard Business School Morgan Hall 333, Soliders Field Boston, MA 02163	164 Rawson Road Brookline, MA 02146	8/94