

Cooper Industries
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Houston, TX 77210-4446

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Houston, TX 77002-1001
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Terrance V. Helz
Associate General Counsel
and Secretary



August 6, 2002

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OFFICE OF THE SECRETARY

VIA FEDERAL EXPRESS

AUG 7 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Cooper Industries, Ltd. – Statements Under Oath of Principal Executive Officer and
Principal Financial Officer

Dear Mr. Katz:

Enclosed are sworn statements of the principal executive officer and principal financial officer of Cooper Industries, Ltd. pursuant to the Commission's June 27th Order for such statements under Section 21(a) of the Securities Exchange Act of 1934.

Sincerely,

A handwritten signature in cursive script that reads "Terrance Helz".

TVH:lrb
Enclosures

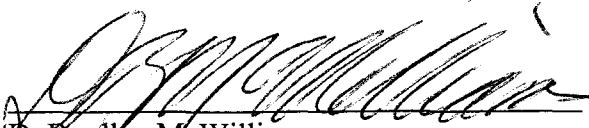
cc: H. John Riley, Jr. (w/o enc.)
D. Bradley McWilliams (w/o enc.)
Diane K. Schumacher (w/o enc.)


STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, D. Bradley McWilliams, Senior Vice President and Chief Financial Officer of Cooper Industries, Ltd., (successor to Cooper Industries, Inc. under Rule 414 of the Securities Act of 1933), state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Cooper Industries, Inc. (and its successor, Cooper Industries, Ltd.), and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - the Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Commission of Cooper Industries, Inc.;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Cooper Industries, Inc. (and its successor, Cooper Industries, Ltd.) filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - Any amendments to any of the foregoing.

Subscribed and sworn to before me this 6th day of August 2002.


 D. Bradley McWilliams
 Senior Vice President and Chief
 Financial Officer – Cooper Industries, Ltd.


 Notary Public

My Commission Expires:

10-7-2004

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