

Terrance V. Helz
Associate General Counsel
and Secretary



December 6, 2001

The Securities and Exchange Commission
Division of Corporation Finance
Office of the Chief Counsel
450 Fifth Street, N.W.
Washington, D.C. 20549

Public Avail. Date: 1/14/02 0122200220

Act	Section	Rule
1934	14(a)	14a-8

Re: Cooper Industries, Inc.
File No. 1-1175

Ladies and Gentlemen:

Cooper Industries, Inc. ("Cooper") intends to omit a proposal submitted by seven shareholders (the "Proposal") for inclusion in Cooper's proxy statement and proxy for its Annual Meeting of Shareholders to be held on April 30, 2002 (the "Proxy Materials"),¹ pursuant to Rule 14a-8(i)(12)(iii) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). We believe that the substantive concerns raised in the Proposal are, in fact, substantially the same as proposals submitted by the same shareholders and voted on by Cooper's shareholders in 1999, 2000 and 2001 (the "Past Proposal").² A copy of this letter is concurrently being forwarded to the proponents as notice of our intention to omit the Proposal from the Proxy Materials and to provide the proponents with the reasons we deem this omission proper.

The Proposal requests that Cooper's board of directors prepare a report dealing with the social and environmental issues related to sustainability and provide a summary of the report to shareholders by October 2002. The Proposal states that the report should include:

1. The company's operating definition of sustainability.
2. A review of current company policies and practices related to social, environmental and economic sustainability.
3. A summary of long-term plans to integrate sustainability objectives throughout the company's operations.

¹ The proponents are The Benedictine Sisters as primary proponent, The Sisters of Loretto, The Sisters of Charity of Saint Elizabeth, St. Joseph Health System, Domini Social Investments LLC, The Congregation of the Holy Cross - Southern Province, and Boston Trust Investment Management as advisors to the Walden/BBT Domestic Social Index Fund.

² In each of the last three years the proponents have included The Benedictine Sisters as primary proponent, The Sisters of Loretto and Domini Social Investments. The Congregation of Holy Cross - Southern Province and the Sisters of Charity of the Incarnate Word were co-sponsors in 2000 and 2001. St. Joseph Health System was a co-sponsor in 2001. The Board of Pensions of the Evangelical Lutheran Church co-sponsored the proposal in 2000 and 2001, but withdrew its proposal in 2001. It "supported" but did not sponsor the proposal in 1999.

In each of the past three years, Cooper has included in its proxy statement the Past Proposal requesting that Cooper review its code or standards for its international operations and report a summary of this review to shareholders by October of each year. At the annual meeting held on April 24, 2001, the Past Proposal received less than 10 percent of the total number of votes cast in regard to the proposal. The voting results were as follows:

For:	6,663,538	(9.43%) ³
Against:	64,009,558	(90.57%)

The Proposal is only a verbal reformulation of the Past Proposal. Both the Proposal and the Past Proposal focus primarily on sustainable living wages, human rights, labor and environmental issues in the global communities in which Cooper operates and request a review of and report on Cooper's current policies and practices or codes and standards relating to these issues. The current Proposal's supporting statement simply uses the phrase "social and environmental issues related to sustainability" to refer to the labor, human rights, workplace safety and environmental issues listed in the Past Proposal's supporting statement. The language and context of the Proposal make manifestly clear that "social and environmental issues related to sustainability" refer to the same substantive concerns raised in the Past Proposal. Both the Proposal and Past Proposal specifically refer to "sustainable development" in the communities in which Cooper operates and to the payment of a "sustainable living wage" as key elements of each proposal. Rephrasing the core concepts of the Past Proposal, the newly formulated Proposal says companies need to go "beyond the traditional functions of creating jobs and paying taxes, to include corporate practices designed to protect human rights, worker rights, land and the environment."

Even the Proponents themselves do not seem to distinguish substantively between the Proposal and the Past Proposal. In its cover letter notifying Cooper of the Proposal, co-filer Domini Social Investments LLC states that "for the past three years, we have co-filed shareholder resolutions with the Benedictine Sisters addressing our company's social and environmental performance. We continue to encourage Cooper Industries to consider a dialogue with us about these critical issues." Another co-filer, St. Joseph Health System, continues to refer in this year's cover letter to the key language used in the Past Proposal ("global set of corporate standards"), stating "St. Joseph Health System monitors the social implications of policies and practices of companies in which we have investments. As shareholders, we have been meeting with Cooper Industries executives for the past several years focusing on codes or standards which the company uses as criteria or benchmarks for its operations around the globe. Shareholders remain willing to meet and discuss the principles included in a global set of corporate standards for Cooper Industries."

Rule 14a-8(i)(12)(iii) allows a registrant to omit a shareholder proposal that deals with substantially the same subject matter as a proposal submitted three times in the previous five years if the proposal received less than 10 percent of the votes in the most recent submission. In adopting the present version of Rule 14a-8(i)(12), the Commission indicated that the essential

³ The voting results for the Past Proposal at the 2000 Annual Meeting of Shareholders were: 4,646,330 (or 6.99%) FOR, and 61,802,895 (or 93.01%) AGAINST. The voting results for the Past Proposal at the 1999 Annual Meeting of Shareholders were: 5,165,664 (or 7.68%) FOR, and 62,096,615 (or 92.32%) AGAINST.

factor in determining the applicability of the exclusion is the overall substantive concern addressed in the proposal and not the specific language or actions proposed. See Securities Exchange Act Release No. 34-20091 (August 16, 1983). Consistent with this policy, the Commission has permitted companies to exclude repeat submissions on the basis of similar substantive concerns, notwithstanding differences in specific language or implementation activities. See, for example:

- Cooper Industries, Inc. (January 14, 1997) (a proposal, involving the proponents at issue herein, requiring a report to shareholders on the relationship between executive compensation and social and environmental issues including wages paid to workers at maquiladora plants in Mexico had substantially the same subject matter as prior proposals requiring a review of wages and benefits, human rights and environmental standards at maquiladora plants);
- Eastman Chemical Company (March 27, 1998) (a proposal to require the registrant to cease the manufacture of cellulose acetate tow had substantially the same subject matter as a prior proposal requiring the divestiture of the registrant's filter tow product line);
- Bristol-Meyers Squibb Company (February 6, 1996) (a proposal requiring the registrant to develop a plan to inform women of the abortifacient action of its products had substantially the same subject matter as a prior proposal which would have prevented the registrant from giving charitable contributions to organizations which perform abortions);
- American Brands, Inc. (February 10, 1994) (a proposal directing the registrant's insurance subsidiary to commission a report related to smoking had substantially the same subject matter as prior proposals directing another of the registrant's subsidiaries to cease producing and marketing tobacco products);
- The Gillette Company (February 22, 1993) (a proposal requesting a report on the registrant's use of live animals in product testing involved substantially the same subject matter as prior proposals requesting, among other things, that the registrant cease animal testing entirely);
- Minnesota Mining and Manufacturing Company (February 22, 1993) (a proposal requesting implementation of the MacBride principles dealt with substantially the same subject matter as a proposal asking for a report on the registrant's equal opportunity and affirmative action policies in Northern Ireland); and
- The Interpublic Group of Companies (April 3, 1992) (the subject matter of a proposal that registrant issue a report on its South African operations was substantially the same as that of an earlier proposal which would have required the registrant to divest itself of its South African operations).

Based on the foregoing, we respectfully request that the Division of Corporation Finance not recommend any enforcement action to the Commission if Cooper omits the Proposal from its Proxy Materials for its 2002 Annual Meeting of Shareholders pursuant to Rule 14a-8(i)(12) issued under the Exchange Act.

December 6, 2001

Page 4

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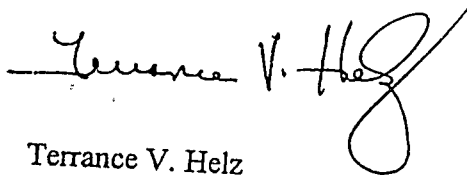
Pursuant to Rule 14a-8(j) under the Exchange Act, I have enclosed six copies of the following items:

1. Proposal and supporting statement submitted by The Benedictine Sisters;
2. Proposal and supporting statement submitted by Domini Social Investments LLC;
3. Proposal and supporting statement submitted by St. Joseph Health System;
4. Proposal and supporting statement submitted by The Sisters of Loretto;
5. Proposal and supporting statement submitted by The Sisters of Charity of Saint Elizabeth;
6. Proposal and supporting statement submitted by The Congregation of the Holy Cross - Southern Province;
7. Proposal and supporting statement submitted by Boston Trust Investment Management as advisors to the Walden/BBT Domestic Social Index Fund; and
8. this letter, which states the reasons why Cooper believes the proposals may be omitted.

For your convenience, I have also enclosed the definitive proxy statements for the annual meetings held in 1999, 2000 and 2001.

Please call me at (713) 209-8408 if you have any questions.

Sincerely,



Terrance V. Helz

TVH:lb
Enclosures

cc: Sister Susan Mika, OSB
Benedictine Sisters
Adam Kanzer
Domini Social Investments LLC
Mary Ann Gaido
St. Joseph Health System
Sister Barbara Ann Barbato, S.L.
Sisters of Loretto

Sister Barbara Aires, SC
The Sisters of Charity of Saint Elizabeth
Brother Thomas G. Krieter, C.S.C.
Holy Cross-Southern Province
Heidi Soumerai
Boston Trust Investment Management
as advisors to the Walden/BBT Domestic
Social Index Fund

Sustainability Report to Shareholders –Cooper Industries 2002

Whereas the global economy presents corporations with the challenge of creating sustainable business relationships by participating in the sustainable development of the communities in which they operate. The World Commission on Environment and Development defined sustainable development as "development which meets the needs of the present without compromising the ability of future generations to meet their own needs." (*Our Common Future*, 1987)

We believe the ability of corporations to continue to provide goods/services in our increasingly interdependent world depends on their acceptability to the societies where they do business. Good corporate citizenship goes beyond the traditional functions of creating jobs and paying taxes, to include corporate practices designed to protect human rights, worker rights, land and the environment.

A "Millennium Poll on Corporate Social Responsibility" interviewed 25,000 citizens in 23 countries and found that two out of every three people want corporations to contribute to broader societal goals. (EnviroNics International Ltd., October 1999)

Concerned investors evaluate companies on their financial, environmental and social performance --- the triple bottom line. Some companies have published sustainability reports and are taking a long-term approach to creating shareholder value through embracing opportunities and managing risks derived from economic, environmental and social developments. We believe sustainability reporting should be included in our company's annual report.

According to Dow Jones Sustainability Group, sustainability includes: "Encouraging long lasting social well being in communities where they operate, interacting with different stakeholders (e.g clients, suppliers, employees, government, local communities and non-governmental organizations) and responding to their specific and evolving needs thereby securing a long term 'license to operate,' superior customer and employee loyalty and ultimately superior financial returns" (www.sustainability-index.com, March 2000)

We believe companies need to adopt policies that engage institutions in sustainable economic development strategies to improve the social well being of communities where they operate.

We believe corporate sustainability includes a commitment to pay a sustainable living wage to employees. Our company needs to make sure workers have the purchasing power to meet their basic needs. A recent purchasing power index study conducted in 15 cities in Mexico found that it takes four to five Mexican minimum wages to support a family of four (*Making the Invisible Visible*, Center for Reflection Education and Action, June 2001). We believe paying sustainable wages contributes to community development and employee loyalty to the company.

The sustainability of corporations, we believe, is connected to the economic sustainability of their workers and the communities where corporations operate and sell their products. Effective corporate policies can benefit both communities and corporations.

Resolved: shareholders request the Board of Directors to prepare at reasonable expense a report dealing with the social and environmental issues related to sustainability. A summary of the report should be provided to shareholders by October 2002.

Supporting Statement

We believe the report should include:

1. The company's operating definition of sustainability
2. A review of current company policies and practices related to social, environmental and economic sustainability.
3. A summary of long-term plans to integrate sustainability objectives throughout the company's operations.



RECEIVED

NOV 06 2001

DIANE K. SCHUMACHER

Benedictine Sisters

530 Bandera Road
San Antonio, TX 78228
210-735-4988 phone
210-735-2245 fax

November 1, 2001

H. John Riley
Cooper Industries
600 Travis Street, Suite 5800
Houston, Texas 77002

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NOV - 5 2001

OFFICE OF H. J. RILEY JR.

Dear H. John Riley,

The Benedictine Sisters believe that corporations need to look beyond just the bottom line of profits. We believe that financial, social and environmental concerns need to be considered as the triple bottom line. We, as shareholders, have met with Cooper Industries executives in the past. For the past several years, however, Cooper Industries officials have been unwilling to meet with shareholders to discuss issues of concern.

I am hereby authorized to notify you of our intention to file a shareholder resolution with Cooper Industries. This resolution asks the company to prepare a report dealing with the social and environmental issues related to sustainability and provide that report to shareholders by October 2002. The Benedictine Sisters submit this resolution for inclusion in the proxy statement, in accordance with Rule 14, A-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Benedictine Sisters own 50 shares of stock. A letter from the custodian of our portfolio will follow to verify our ownership and that we will maintain ownership until after the annual meeting.

If you should, for any reason, desire to oppose the adoption of this

DIANE SCHUMACHER
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OFFICE OF H. J. RILEY JR.
[Signature]

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proposal at the stockholders' annual meeting, please include in the corporation's proxy material the stockholder resolution and supporting statement as required by the aforementioned Rules and Regulations.

The Benedictine Sisters are considered the primary contacts for this resolution. We would ask that you copy any of the other religious groups who co-file this resolution, as well as the persons listed below. Thank you for your attention to this.

Sincerely,

Sr. Susan Mika

Sr. Susan Mika
Corporate Responsibility Program

cc: David Schilling - ICCR
475 Riverside Drive - Room 550
New York, NY 10115

Jim Donovan
Socially Responsible Investment
P.O. Box 90238
San Antonio, Texas 78209

Domini



SOCIAL INVESTMENTS LLC

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DIANE K. SCHUMACHER

The Way You Invest MattersSM

November 06, 2001

Mr. H. John Riley, Jr., CEO
Cooper Industries, Inc.
600 Travis Street, Suite 5800
Houston, TX 77002

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OFFICE OF H. J. RILEY JR.

Dear Mr. Riley:

I am writing to you on behalf of Domini Social Investments, the manager of a socially responsible family of funds based on the Domini 400 Social Index, including the Domini Social Equity Fund. Our funds' portfolio holds more than 28,000 shares of common stock in Cooper Industries, Inc. For the past three years, we have co-filed shareholder resolutions with the Benedictine Sisters addressing our company's social and environmental performance. We continue to encourage Cooper Industries to consider a dialogue with us about these critical issues. To date, Cooper has been unwilling to do so.

We therefore join with the Benedictine Sisters in submitting the attached proxy proposal requesting the company to prepare a report dealing with the social and environmental issues related to sustainability and provide that report to shareholders by October 2002. The attached proposal is submitted for inclusion in the next proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Act of 1934. Proof of ownership by our custodian will be provided under separate cover. It is our intention to maintain ownership of the requisite number of shares through the date of the annual meeting.

We believe that this proposal is in the best interest of Cooper Industries and its shareholders and look forward to working with you. Please address correspondence regarding this resolution to Sr. Susan Mika, c/o the Benedictine Sisters, the primary filers of this resolution, and please send copies to the individuals listed below. I would also appreciate receiving copies of any official response to this resolution.

We look forward to hearing from you.

Sincerely yours,


Adam Kanzer
General Counsel

Encl.

cc: Sr. Susan Mika, OSB, Corporate Responsibility Program, Benedictine Sisters, 530 Bandera Rd.,
San Antonio, TX 78228
Rev. David Schilling, Interfaith Center on Corporate Responsibility, 475 Riverside Drive, Room
550, New York, N.Y. 10115

Domini



SOCIAL INVESTMENTS LLC

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DIANE K. SCHUMACHER

The Way You Invest MattersSM

November 06, 2001

Mr. H. John Riley, Jr., CEO
Cooper Industries, Inc.
600 Travis Street, Suite 5800
Houston, TX 77002

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OFFICE OF H. J. RILEY JR.

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We therefore join with the Benedictine Sisters in submitting the attached proxy proposal requesting the company to prepare a report dealing with the social and environmental issues related to sustainability and provide that report to shareholders by October 2002. The attached proposal is submitted for inclusion in the next proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Act of 1934. Proof of ownership by our custodian will be provided under separate cover. It is our intention to maintain ownership of the requisite number of shares through the date of the annual meeting.

We believe that this proposal is in the best interest of Cooper Industries and its shareholders and look forward to working with you. Please address correspondence regarding this resolution to Sr. Susan Mika, c/o the Benedictine Sisters, the primary filers of this resolution, and please send copies to the individuals listed below. I would also appreciate receiving copies of any official response to this resolution.

We look forward to hearing from you.

Sincerely yours,


Adam Kanzer
General Counsel

Encl.

cc: Sr. Susan Mika, OSB, Corporate Responsibility Program, Benedictine Sisters, 530 Bandera Rd.,
San Antonio, TX 78228
Rev. David Schilling, Interfaith Center on Corporate Responsibility, 475 Riverside Drive, Room
550, New York, N.Y. 10115

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November 2, 2001

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DIANE K. SCHUMACHER

Mr. H. John Riley, Jr., CEO
Cooper Industries Inc.
600 Travis Street, Suite 5800
Houston, Texas 77002

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OFFICE OF H. J. RILEY JR.

55
ST. JOSEPH
HEALTH SYSTEM

P.O. Box 14132
Orange, CA 92863-1532

714.347 7500 Tel

Dear H. John Riley:

St. Joseph Health System monitors the social implications of policies and practices of companies in which we hold investments. As shareholders, we have been meeting with Cooper Industries executives for the past several years focusing on codes or standards which the company uses as criteria or benchmarks for its operations around the globe. Shareholders remain willing to meet and discuss the principles included in a global set of corporate standards for Cooper Industries.

However, I am hereby authorized to notify you of our intention to co-file with the Benedictine Sisters a shareholder resolution with Cooper Industries. This resolution asks your company to review or amend, where applicable, your code or standards for your international operations and report a summary of this review to shareholders by October 2002. St. Joseph Health System submits this resolution for inclusion in the proxy statement, in accordance with Rule 14, A-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

St. Joseph Health System owns 100 shares of Cooper Industries stock. A letter from the custodian of our portfolio is attached verifying our ownership and that we will maintain ownership until after the annual meeting.

If you should, for any reason, desire to oppose the adoption of this proposal at the stockholders' annual meeting, please include in the corporation's proxy material the stockholder resolution and supporting statement as required by the aforementioned Rules and Regulations.

The Benedictine Sisters (Sr. Susan Mika) are considered the primary contacts for this resolution. Their address is: 530 Bandera Road, San Antonio, TX 78228. Thank you for your attention to this matter.

Sincerely,

MaryAnn Gaido
MaryAnn Gaido

Assistant Vice President

Advocacy & Government Relations

cc: Sr. Susan Mika, Benedictine Sisters
D. Schilling - ICCR
B. Herbert, Newground

A Ministry of the
Sisters of St. Joseph
of Orange

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Sisters of Loretto

527 Larkhill Court
Saint Louis, Missouri 63119-4943

DIANE K. SCHUMACHER

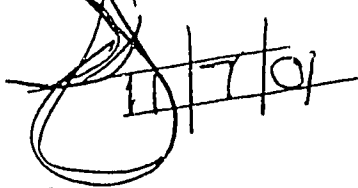
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OFFICE OF H. J. RILEY JR.

6 November 2001

~~Mr. H. John Riley, Jr.
Cooper Industries, Inc.
600 Travis Street, Suite 5800
Houston, Texas 77002~~

~~DIANE K. SCHUMACHER~~


Dear H. John Riley,

The Sisters of Loretto have been shareholders in Cooper Industries for over 20 years. In the past, we, as shareholders, met with executives of Cooper Industries on questions about how our corporation does business. We have not had the opportunity for such meetings since your tenure as Chief Executive officer of the corporation. Sustainable development in a global economy requires sound environmental, social and financial performance. It is important to us that Cooper Industries have effective polices to this end.


I am hereby authorized to notify you of the intention of the Sisters of Loretto to co-file, with the Benedictine Sisters (primary filer), a resolution with Cooper Industries for consideration and action by the shareholders at the next annual meeting. This resolution asks our corporation to prepare a report dealing with the social and environmental issues related to sustainability including long-term plans integrating sustainability objectives throughout the company's operations. It further asks that a summary of the report be provided to the shareholders by October, 2002. The Sisters of Loretto submit this resolution for inclusion in the proxy statement in accordance with Rule 14, A-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The Loretto Literary and Benevolent Institution (also known as the Sisters of Loretto of Nerinx, Kentucky) is the owner of at least 458 shares of Cooper Industries, Inc. stock (shares held in portfolio at Prudential Securities Incorporated). We intend to hold these shares longer than through the next shareholder meeting. Proof of ownership is enclosed.

We expect, if for any reason, you desire to oppose the adoption of this proposal, that, as required by the Rules and Regulations (referred to above), you will include in the corporation's proxy material this stockholder resolution, supporting statement, and that we are a sponsor of this resoluuon. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

Thank you for your attention to this.

Regards,



Sister Barbara Ann Barbato, S.L.
Investment Committee, Sisters of Loretto
314-9622-8112/FAX 314-962-0400
email

C. S. Susan Mika, O.S.B.
The Benedictine Sisters

David Schilling - ICCR

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DIANE K. SCHUMACHER



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 OFFICE OF H. J. RILEY JR

November 2, 2001

Mr. H. John Riley
 Cooper Industries
 600 Travis Street, Suite 5800
 Houston, Texas 77002

Dear Mr. Riley,

The Sisters of Charity of Saint Elizabeth remain deeply concerned about our Company's corporate practices designed to protect human rights, worker rights, the land and the environment. As such, the Sisters of Charity of Saint Elizabeth request the Board of Directors to provide a report dealing with social and environmental sustainability as described in the attached proposal.

The Sisters of Charity of Saint Elizabeth are beneficial owners of at least 45 shares of stock. Under separate cover you will receive proof of ownership. We will retain shares through the annual meeting.

I have been authorized to notify you of our intentions to co-sponsor this resolution with the Benedictine Sisters for consideration by the stockholders at the next annual meeting and I hereby submit it for inclusion in the proxy statement, in accordance with rule 14a-8 of the general rules and regulations of the Securities Act of 1934.

If you should, for any reason, desire to oppose the adoption of this proposal by the stockholders, please include in the corporation's proxy material the attached statement of the security holder, submitted in support of this proposal, as required by the aforesaid rules and regulations.

Sincerely,

Sister Barbara Aires, SC
 Coordinator of Corporate Responsibility

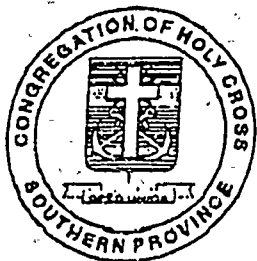
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SBA/cb



OFFICE OF THE GENERAL SECRETARY
 BARBAIRES@AOL.COM

973 290.5402
 973 290.5441
 P O BOX 476
 CONVENT STATION
 NEW JERSEY
 07961-0476



Holy Cross, Southern Province

2111 Brackenridge Street
Austin, Texas 78704-4322
(512) 443-3886 • FAX (512) 416-1216

00058

November 7, 2001

H. John Riley, Jr.
Chief Executive Officer
Cooper Industries
600 Travis Street, Suite 5800
Houston, TX 77002

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OFFICE OF H. J. RILFY JR.

Dear Mr. Riley:

The Congregation of Holy Cross, Southern Province looks for social and environmental as well as financial accountability in its investments. We are particularly concerned about the social and environmental issues related to sustainability.

Therefore, I am authorized to notify you of our intention to co-file the enclosed resolution, for presentation, consideration and action by the stockholders at the next annual meeting. We are filing in support of the resolution sponsored by the Benedictine Sisters. We hereby support its inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from our portfolio custodian, A.G. Edwards & Sons, Inc., is enclosed verifying that we are beneficial owners of 75 shares of common stock in Cooper Industries. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

We hope our company will have acted positively by the time the proxy statement comes due at the printer so that this resolution will prove unnecessary. We would urge you to contact Sr. Susan Mika of the Benedictine Sisters if you believe that dialogue might be helpful. Her telephone number is (210) 735-4988. Her email address is smika@texas.net.

Yours truly,

Bro. Thomas G. Krieter, C.S.C.
Provincial Steward

Enclosure

Sr. Susan Mika, OSB
Benedictine Resource Center
530 Bandera Road
San Antonio, TX 78228

James W. Donovan
Socially Responsible Investment Coalition
P.O. Box 90238
San Antonio, TX 78209

David Schilling
Interfaith Center for Corporate Responsibility
475 Riverside Drive, Room 550
New York, NY 10115-0050



BOSTON TRUST
Investment Management

November 5, 2001

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OFFICE OF H. J. RILEY JR.

H. John Riley, Jr.
President, Chairman, CEO
Cooper Industries
600 Travis Street, Suite 5800
Houston, Texas 77002

Dear Mr. Riley,

Boston Trust Investment Management, Inc., a wholly owned subsidiary of United States Trust Company of Boston, is adviser to the **Walden/BBT Domestic Social Index Fund (WDSIX)**. The Walden/BBT Domestic Social Index Fund holds 600 shares of Cooper Industries stock on behalf of investors seeking to achieve social as well as financial objectives. Owners of WDSIX believe that companies with a commitment to customers, employees, communities and the environment will prosper long-term.

Therefore, we are submitting the enclosed shareholder proposal for inclusion in the 2002 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. United States Trust Company is the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned number of shares. We have been a shareholder for more than one year and would be happy to provide verification of our ownership position upon request. We will continue to be an investor through the stockholder meeting.

We are filing this resolution along with other concerned investors led by **The Benedictine Sisters**. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC Rules.

We look forward to hearing from you. We would appreciate it if you would please copy correspondence related to this matter. I can be reached by phone at (617) 695-4706, by fax at (617) 695-4708, or by e-mail at bostontrust@hotmail.com. Our best wishes for your continued success in serving all of your stakeholders.

Sincerely,

Heidi Soumerai
Vice President

Enclosed: Resolution text
CC: Stefanie Haug, Socially Responsive Investment Officer, Walden Asset Management
Sr. Susan Mika, The Benedictine Sisters
David Schilling, Director, Global Corporate Accountability Program, ICCR
Jim Donovan, Socially Responsible Investment

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PAUL M. NEUHAUSER

Attorney at Law (Admitted New York and Iowa)
5770 Midnight Pass Road
Sarasota, Florida 34242

Tel and fax: (941) 349-6164

Email: pmneuhauser@aol.com

December 31, 2001

Securities & Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Att: Kier Gumbs, Esq.
Office of the Chief Counsel
Division of Corporation Finance

Re: Shareholder Proposal Submitted to Cooper Industries, Inc.

Via email

Dear Sir/Madam:

I have been asked by the Benedictine Sisters of San Antonio, Texas, The Loretto Literary and Benevolent Institution, the Sisters of Charity of Saint Elizabeth, the St. Joseph Health System, the Congregation of the Holy Cross (Southern Province), and the Walden/BBT Domestic Social Index Fund (who are jointly referred to hereafter as the "Proponents"), each of which is a beneficial owner of shares of common stock of Cooper Industries, Inc. (hereinafter referred to as "Cooper" or the "Company"), and who have jointly submitted a shareholder proposal to Cooper, to respond to the letter dated December 6, 2001, sent to the Securities & Exchange Commission by the Company, in which Cooper contends that the Proponents' shareholder proposal may be excluded from the Company's year 2002 proxy statement by virtue of Rule 14a-8(i)(12).

I have reviewed the Proponents' shareholder proposal, as well as the aforesaid letter sent by the Company, and based upon the foregoing, as well as upon a review of Rule 14a-8, it is my opinion that the Proponents' shareholder proposal must be included in Cooper's year 2002 proxy statement and that it is not excludable by virtue of the cited rule.

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The Proponents' shareholder proposal requests the Company to prepare a report which, in the words of the Company's own summary of the proposal, would deal "with the social and environmental issues related to sustainability".

Rule 14a-8(i)(12)

The Company contends that the Proponent's sustainability proposal is deals with substantially the same subject matter as did shareholder proposals concerning international labor standards which were voted on by the shareholders in previously years. This contention is erroneous.

A request that a registrant institute or report on "sustainable operations" is not at all similar to a request that a company adopt or report on specified labor standards. For example, General Motors Corporation produces a sustainability report of the type requested by the Proponents. We quote from the introductory Executive Summary to its 2001 report (see www.gm.com/company/gmability/sustainability/reports/01):

... the world demands more than great products, services, and strategy — it demands vision and new ideas, including the foresight and the resolve to take a leadership role in the growing field of sustainable development.

At GM, we define sustainable development as our commitment to integrate economic, environmental and social objectives into our long-term strategic planning, as well our daily business decisions. We believe sustainable development can be a competitive advantage for us, if we move fast and take a leadership role in applying the principles and lessons of sustainability in all facets of our business around the world.

At this point, the website has a link to another part of the GM website which contains a message from GM's CEO, which, after repeating the above, goes on to say:

At GM, we understand that sustainability is a way of doing business. We treat it as we treat our core values and key corporate benchmarks: we set annual sustainability targets for our operations and measure our progress against those targets. Then we report our progress, using the framework set forth by the Global Reporting Initiative (GRI).

Finally, we make our data easily accessible, by posting it on GMability.com. This ensures transparency, allowing our stakeholders to evaluate our performance and provides other businesses with a model for applying metrics to their business practices. We think it makes good business sense — after all, what gets measured, gets done.

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The Proponent's shareholder proposal consists of a request to Cooper to produce a report of the type which General Motors has prepared annually for the past three years and which is aptly described above. In contrast, the 2001 resolution submitted to Cooper presented a very different request. That prior proposal requested the Company to establish a worldwide Code of Labor Standards, covering such matters as child labor, prison or other forced labor, standards for worker health and safety etc. Thus, although there may be some minor overlap between a labor standards proposal and a sustainability proposal (which deals, in the words of GM, with "integrat[ing] economic, environmental and social objectives into our long-term strategic planning), since labor practices or human rights concerns may be a small part of sustainability, the two proposals clearly have markedly different subject matters.

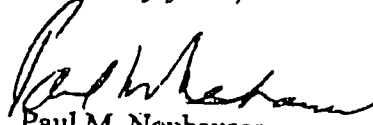
It is thus clear beyond cavil that the year 2001 proposal and the Proponents' proposal do not deal with substantially the same subject matter.

Nor is it relevant that many of the proponents are the same as those who were proponents in past years. Rule 14a-8(i)(12) bars the same proposals, not the same proponents.

For the foregoing reasons, the Company's argument that the Proponent's shareholder proposal is excludable by virtue of Rule 14a-8(i)(12) should be rejected.

In conclusion, we request the Staff to inform the Company that the SEC proxy rules require denial of the Company's no action request. We would appreciate your telephoning the undersigned at (thru February 27) 941-349-6164 with respect to any questions in connection with this matter or if the staff wishes any further information. Please also note that the undersigned may be reached by mail or express delivery at the letterhead Florida address thru February 27 (thereafter inquire for updated contact information via the email address).

Very truly yours,


Paul M. Neuhauser
Attorney at Law

cc: Terrance V. Helz
All proponents
Rev. David Schilling
Sister Pat Wolf

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January 14, 2002

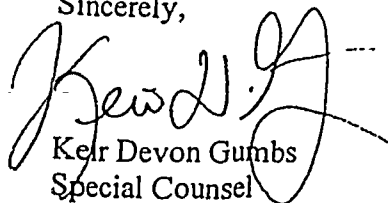
Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Cooper Industries, Inc.
Incoming letter dated December 6, 2001

The proposals request that the board report on the social and environmental issues related to sustainability.

We are unable to concur in your view that Cooper Industries may exclude the proposals under rule 14a-8(i)(12). Accordingly, we do not believe that Cooper Industries may exclude the proposals from its proxy materials in reliance on rule 14a-8(i)(12).

Sincerely,



Keri Devon Gumbs
Special Counsel