Eaton Corp Ltd
Form S-4/A
September 06, 2012
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As filed with the U.S. Securities and Exchange Commission on September 6, 2012

Registration No. 333-182303

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 4

TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION LIMITED

(Exact name of registrant as specified in its charter)

Ireland	3590	98-1059235
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

70 Sir John Rogerson s Quay

Dublin 2, Ireland

(216) 523-5000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Thomas E. Moran

Senior Vice President and Secretary

Eaton Corporation

1111 Superior Avenue

Cleveland, OH 44114

(216) 523-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Marni J. Lerner, Esq.	Mark M. McGuire, Esq.	Bruce M. Taten, Esq.	Daniel A. Neff, Esq.
Simpson Thacher & Bartlett LLP	Executive Vice President and General Counsel	Senior Vice President, General Counsel and Chief Compliance Officer	Gregory E. Ostling, Esq.
425 Lexington Avenue	Eaton Corporation		Wachtell, Lipton, Rosen & Katz
New York, New York	1111 Superior Avenue		51 West 52nd Street

10017-3954	**Cleveland, Ohio**	**Cooper Industries plc**	**New York, New York 10019**
(212) 455-2000	**44114-2584**	**c/o Cooper US, Inc.**	**(212) 403-1000**
	(216) 523-5000	**600 Travis Street, Suite 5600**	
		Houston, Texas 77002	
		(713) 209-8400	

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger and the acquisition described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. If you are in any doubt about this transaction, you should consult an independent financial advisor who, if you are taking advice in Ireland, is authorized or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007.

SUBJECT TO COMPLETION, DATED SEPTEMBER 6, 2012

PRELIMINARY COPY

To Our Shareholders:

You are cordially invited to attend a special meeting of the shareholders of Eaton Corporation to be held on [ ], 2012 at [ ] local time, at Eaton Center, located at 1111 Superior Avenue, Cleveland, Ohio 44114.

As previously announced, on May 21, 2012, Eaton entered into a transaction agreement with Cooper Industries plc to acquire Cooper through the formation of a new holding company incorporated in Ireland that will be renamed Eaton Corporation plc, which is referred to as New Eaton. The acquisition of Cooper will be effected by means of a scheme of arrangement under Irish law, subject to the approval of the Irish High Court. As consideration for the acquisition, Cooper shareholders will receive $39.15 in cash and 0.77479 of a New Eaton ordinary share for each Cooper share.

In connection with the acquisition, Eaton will merge with Turlock Corporation, a wholly owned subsidiary of New Eaton. Each Eaton common share then issued and outstanding will be cancelled and automatically converted into the right to receive one ordinary share of New Eaton. After giving effect to the acquisition and the merger, Eaton shareholders are expected to own approximately 73% of New Eaton ordinary shares and Cooper shareholders are expected to own approximately 27% of New Eaton ordinary shares. The exchange of Eaton shares for New Eaton ordinary shares and cash in lieu of New Eaton fractional shares will be a taxable transaction to Eaton shareholders. The New Eaton ordinary shares are expected to be listed on the New York Stock Exchange under the symbol ETN. Based on the number of Eaton and Cooper shares outstanding as of the record date, the total number of New Eaton ordinary shares that is expected to be issued in connection with the acquisition and the merger is approximately [ ].

We urge all Eaton shareholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.

Eaton is holding a special meeting of our shareholders to seek your approval to adopt the transaction agreement and approve the merger and certain related proposals. Your proxy is being solicited by the board of directors of Eaton. After careful consideration, our board of directors has unanimously approved the transaction agreement and determined that the terms of the acquisition will further the strategies and goals of Eaton. **Our board of directors recommends unanimously that you vote FOR the proposal to adopt the transaction agreement and approve the merger and FOR the other proposals described in the accompanying joint proxy statement/prospectus.** In considering the recommendation of the board of directors of Eaton, you should be aware that certain directors and executive officers of Eaton will have interests in the proposed transaction in addition to interests they might have as shareholders of Eaton. See *The Transaction Interests of Certain Persons in the Transaction Eaton*. **Your vote is very important. Please vote as soon as possible whether or not you plan to attend the special meeting by following the instructions in the accompanying joint proxy statement/prospectus.**

On behalf of the Eaton board of directors, thank you for your consideration and continued support.

Very truly yours,

Alexander M. Cutler

Chairman and Chief Executive Officer

Eaton Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2012, and is first being mailed to shareholders of Eaton on or about [ ], 2012.

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ADDITIONAL INFORMATION

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Eaton from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Eaton at the following address and telephone number:

Eaton

1111 Superior Avenue

Cleveland, Ohio 44114

Attention: Investor Relations

(216) 523-4205

www.eaton.com Investor Relations tab

In addition, if you have questions about the transaction or the special meeting, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contacts listed below. You will not be charged for any of the documents you request.

The Proxy Advisory Group, LLC

18 East 41st Street, Suite 2000

New York, NY 10017

(888) 55 PROXY (toll free)

(212) 616-2180 (banks and brokers collect)

MacKenzie Partners Inc.

105 Madison Avenue

New York, NY 10016

proxy@mackenziepartners.com

(212) 929-5500 (call collect)

or

Toll-Free (800) 322-2885

If you would like to request documents, please do so by [ ], 2012, in order to receive them before the special meeting.

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information beginning on page [ ] of the accompanying joint proxy statement/prospectus.

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COOPER INDUSTRIES PLC

Unit F10, Maynooth Business Campus,

Maynooth, Ireland

To Our Shareholders:

You are cordially invited to attend two special meetings of the shareholders of Cooper Industries plc, which is referred to as Cooper. The first, the special court-ordered meeting, is to be held on [ ], 2012 at [ ] local time, at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002, and the second, the extraordinary general meeting, referred to as the EGM, is to be held on [ ], 2012 at [ ] local time, at the same location, or, if later, as soon as possible after the conclusion or adjournment of the special court-ordered meeting.

As previously announced, on May 21, 2012, Cooper entered into a transaction agreement with Eaton Corporation, which is referred to as Eaton, pursuant to which Eaton will acquire Cooper through the formation of a new holding company incorporated in Ireland, which is referred to as New Eaton. The acquisition of Cooper will be effected by means of a scheme of arrangement under Irish law.

As consideration for the acquisition, Cooper shareholders will receive $39.15 in cash and 0.77479 of a New Eaton ordinary share for each Cooper share. In connection with the acquisition, Eaton will merge with a wholly owned subsidiary of New Eaton. Each Eaton common share then issued and outstanding will be cancelled and automatically converted into the right to receive one New Eaton ordinary share. Upon completion of the merger and acquisition, based on the number of Eaton and Cooper shares outstanding as of the record date, the former shareholders of Eaton are expected to own approximately 73%, and the former shareholders of Cooper are expected to own approximately 27%, of the outstanding voting shares of New Eaton. The receipt of New Eaton shares and cash for Cooper ordinary shares will be a taxable transaction to Cooper shareholders.

You are being asked to vote on a proposal to approve the scheme at both special meetings, as well as three additional proposals being presented at the EGM that shareholders must approve in order to properly implement the scheme. You are also being asked to vote at the EGM on proposals relating to the creation of distributable reserves, which are required under Irish law in order for New Eaton to, among other things, be able to pay dividends in the future, as well as the non-binding advisory approval of specified compensatory arrangements between Cooper and its named executive officers relating to the transaction; however, the acquisition is not conditioned on approval of these proposals. The scheme also is subject to approval by the Irish High Court. More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Cooper shareholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference therein, carefully and in their entirety. In particular, we urge you to read carefully *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

Your proxy is being solicited by the board of directors of Cooper. After careful consideration, the board of directors of Cooper has unanimously determined that the transaction agreement and the transactions contemplated by the transaction agreement, including the scheme, are fair to and in the best interests of Cooper and its shareholders and that the terms of the scheme are fair and reasonable. **The Cooper board recommends unanimously that you vote FOR all proposals.** In considering the recommendation of the Cooper board, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to the interests they might have as shareholders. **Your vote is very important. Please vote as soon as possible, whether or not you plan to attend the special meetings, by following the instructions in the accompanying joint proxy statement/prospectus.**

On behalf of the Cooper board of directors, thank you for your consideration and continued support.

Very truly yours,

Kirk Hachigian

Chairman, President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2012, and is first being mailed to shareholders of Cooper on or about [ ], 2012.

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ADDITIONAL INFORMATION

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Cooper from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Cooper at the following address and telephone number:

Cooper

c/o Cooper US, Inc.

600 Travis Street, Suite 5600

Houston, Texas 77002

(713) 209-8400

www.cooperindustries.com Investors tab

In addition, if you have questions about the transaction or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contact listed below. You will not be charged for any of the documents you request.

D.F. King and Co. Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

(800) 859-8508 (toll free)

(212) 269-5550 (banks and brokers collect)

If you would like to request documents, please do so by [ ], 2012, in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information beginning on page [ ] of the accompanying joint proxy statement/prospectus.

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EATON CORPORATION

Eaton Center

Cleveland, Ohio 44114

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Time:	[ ] local time
Date:	[ ], 2012
Place:	Eaton Center, located at 1111 Superior Avenue, Cleveland, Ohio 44114.
Purpose:	(1) To adopt the transaction agreement, dated May 21, 2012, as amended by amendment no. 1 to the transaction agreement, dated June 22, 2012, among Eaton Corporation, Cooper Industries plc, Eaton Corporation Limited (formerly known as Abeiron Limited) (referred to in the accompanying joint proxy statement/prospectus as New Eaton), Abeiron II Limited (formerly known as Comdell Limited), Turlock B.V., Eaton Inc. and Turlock Corporation, approve the merger and approve the revised articles of association of New Eaton; (2) To approve the reduction of capital of New Eaton to allow the creation of distributable reserves of New Eaton which are required under Irish law in order to allow New Eaton to make distributions and to pay dividends and repurchase or redeem shares following completion of the transaction; (3) To consider and vote upon, on a non-binding advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction agreement; and (4) To approve any motion to adjourn the Eaton special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Eaton special meeting to adopt the transaction agreement and approve the merger, (ii) to provide to Eaton shareholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to the Eaton shareholders voting at the special meeting. The enclosed joint proxy statement/prospectus describes the purpose and business of the special meeting, contains a detailed description of the merger and the transaction agreement and includes a copy of the transaction agreement, as amended, as Annex A and the conditions of the acquisition and the scheme as Annex B. Please read these documents carefully before deciding how to vote.
Record Date:	The record date for the Eaton special meeting has been fixed by the board of directors as the close of business on September 13, 2012. Eaton shareholders of record at that time are entitled to vote at the Eaton special meeting.

More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Eaton shareholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated**

by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus.

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The Eaton board of directors recommends unanimously that Eaton shareholders vote FOR the proposal to adopt the transaction agreement and approve the merger, FOR the proposal to reduce the capital of New Eaton to allow the creation of distributable reserves, FOR the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Eaton and its named executive officers and FOR the Eaton adjournment proposal.

By order of the Board of Directors

Thomas E. Moran

Senior Vice President and Secretary

[ ], 2012

YOUR VOTE IS IMPORTANT

You may vote your shares by using a toll-free telephone number or electronically over the Internet as described on the proxy form. We encourage you to file your proxy using either of these options if they are available to you. Alternatively, you may mark, sign, date and mail your proxy form in the postage-paid envelope provided. The method by which you vote does not limit your right to vote in person at the special meeting. We strongly encourage you to vote.

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COOPER INDUSTRIES PLC

Unit F10, Maynooth Business Campus

Maynooth, Ireland

NOTICE OF COURT MEETING OF SHAREHOLDERS

NOTICE OF COURT MEETING

IN THE HIGH COURT No. 2012/[ ] COS

IN THE MATTER OF COOPER INDUSTRIES PLC

and

IN THE MATTER OF THE COMPANIES ACTS 1963 to 2012

NOTICE IS HEREBY GIVEN that by an Order dated [ ] 2012 made in the above matters, the Irish High Court has directed a meeting (the Court Meeting) to be convened of the holders of the Scheme Shares (as defined in the proposed scheme of arrangement) of Cooper Industries plc (Cooper) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Section 201 of the Companies Act 1963 proposed to be made between Cooper and the holders of the Scheme Shares (and that such meeting will be held at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002, on [ ] 2012, at [11:00 a.m.] (local time)), at which place and time all holders of the Scheme Shares entitled to vote thereat are invited to attend.

A copy of the scheme of arrangement and a copy of the explanatory statement required to be furnished pursuant to Section 202 of the Companies Act 1963 are included in the document of which this Notice forms part.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a Member of Cooper or not, as their proxy to attend, speak and vote in their stead. A PINK Form of Proxy for use at the Court Meeting is enclosed with this Notice. Completion and return of a Form of Proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if that shareholder wishes to do so. Any alteration to the Form of Proxy must be initialed by the person who signs it.

It is requested that Forms of Proxy duly completed and signed, together with any power of attorney, if any, under which it is signed, be lodged with Cooper s inspector of election, Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, New York 11717, no later than 11:59 p.m. (Eastern Time in the U.S.) on the day before the Court Meeting but, if forms are not so lodged, they may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid.

Scheme Shareholders may also submit a proxy or proxies via the Internet by accessing the inspector of election s website (www.proxyvote.com) or vote by telephone (+1-800-690-6903) anytime up to 11:59 p.m. (Eastern Time in the U.S.) on the day immediately preceding the Court Meeting.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of Members of Cooper in respect of the joint holding.

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Entitlement to attend and vote at the meeting, or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the register of Members of Cooper as of 11:59 p.m. (Eastern Time in the U.S.) on [ ] 2012, which is referred to as the Voting Record Time. In each case, changes to the register of Members of Cooper after such time shall be disregarded for the purposes of being entitled to vote.

If the Form of Proxy is properly executed and returned to Cooper s inspector of election, it will be voted in the manner directed by the shareholder executing it, or if no directions are given, will be voted at the discretion of the Chairman of the Court Meeting or any other person duly appointed as proxy by the shareholder.

In the case of a corporation, the Form of Proxy must be either under its Common Seal or under the hand of an officer or attorney, duly authorized.

By the said Order, the Irish High Court has appointed [ ] or, failing him, [ ], or, failing him, [ ], to act as Chairman of the said meeting and has directed the Chairman to report the result thereof to the Irish High Court.

Subject to the approval of the resolution proposed at the meeting convened by this notice and the requisite resolutions to be proposed at the extraordinary general meeting of Cooper convened for [ ] 2012, it is anticipated that the Irish High Court will order that the hearing of the petition to sanction the said scheme of arrangement will take place in the second half of 2012.

Terms shall have the same meaning in this Notice as they have in the joint proxy statement/prospectus accompanying this Notice.

The said scheme of arrangement will be subject to the subsequent sanction of the Irish High Court.

Issued shares and total voting rights

The total number of issued Scheme Shares held by Scheme Shareholders as of the Voting Record Time entitled to vote at the Court Meeting is [ ]. The resolution at the Court Meeting shall be decided on a poll. Every holder of a Cooper ordinary share as of the Voting Record Time will have one vote for every Cooper ordinary share carrying voting rights of which he, she or it is the holder. A holder of a Cooper ordinary share as of the Voting Record Time (whether present in person or by proxy) who is entitled to more than one vote need not use all his, her or its votes or cast all his, her or its votes in the same way. To be passed, the resolution requires the approval of a majority in number of the shareholders of record of Cooper ordinary shares as of the Voting Record Time voting on the proposal representing at least 75 percent in value of the Scheme Shares held by such holders voting in person or by proxy.

YOUR VOTE IS IMPORTANT

IT IS IMPORTANT THAT AS MANY VOTES AS POSSIBLE ARE CAST AT THE COURT MEETING (WHETHER IN PERSON OR BY PROXY) SO THAT THE IRISH HIGH COURT CAN BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF COOPER SHAREHOLDER OPINION. TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE POSTAGE PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE OR BY INTERNET OR TELEPHONE IN THE MANNER PROVIDED ABOVE. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY.

Dated [ ] 2012

Arthur Cox

Earlsfort Centre

Earlsfort Terrace

Dublin 2

Ireland

Solicitors for Cooper

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COOPER INDUSTRIES PLC

Unit F10, Maynooth Business Campus

Maynooth, Ireland

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE OF EXTRAORDINARY GENERAL MEETING

OF COOPER INDUSTRIES PLC

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (EGM) of Cooper Industries Plc (the Company) will be held at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002, on [ ] 2012 at [11:30 a.m.] (local time) (or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting (as defined in the scheme of arrangement which is included in the document of which this Notice forms part)) for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1, 3, 5, 6 and 7 will be proposed as ordinary resolutions and Resolutions 2 and 4 as special resolutions:

1. Ordinary Resolution: To approve the Scheme of Arrangement

That, subject to the approval by the requisite majorities of the Scheme of Arrangement (as defined in the document of which this Notice forms part) at the Court Meeting, the Scheme of Arrangement (a copy of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof) in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court be approved and the directors of Cooper be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect.

2. Special Resolution: Cancellation of Cooper Shares pursuant to the Scheme of Arrangement

That, subject to the passing of Resolution 1 (above) and to the confirmation of the Irish High Court pursuant to Section 72 of the Companies Act 1963, the issued capital of Cooper be reduced by cancelling and extinguishing all the Cancellation Shares (as defined in the Scheme of Arrangement) but without thereby reducing the authorised share capital of Cooper.

3. Ordinary Resolution: Directors authority to allot securities and application of reserves

That, subject to the passing of Resolutions 1 and 2 and in this notice of meeting:

(i) the directors of Cooper be and are hereby generally authorised pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 to give effect to this resolution and accordingly to effect the allotment of the New Cooper Shares (as defined in the Scheme of Arrangement) referred to in paragraph (ii) below provided that (i) this authority shall expire on 31 December 2013, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be an amount equal to nominal value of the Cancellation Shares and (iii) this authority shall be without prejudice to any other authority under the said Section 20 previously granted before the date on which this resolution is passed; and

(ii) forthwith upon the reduction of capital referred to in Resolution 2 above taking effect, the reserve credit arising in the books of account of Cooper as a result of the cancellation of the Cancellation Shares be applied in paying up in full at par such number of New Cooper Shares as shall be equal to the

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aggregate of the number of Cancellation Shares cancelled pursuant to Resolution 2 above, such new Cooper Shares to be allotted and issued to Eaton Corporation Limited and/or its nominee(s) credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

4. Special Resolution: Amendment to Articles

That, subject to the Scheme becoming effective, the Articles of Association of Cooper be amended by adding the following new Article 108:

108. Scheme of Arrangement

(a) In these Articles, the Scheme means the scheme of arrangement dated [ ] 2012 between the Company and the holders of the Scheme Shares under Section 201 of the Companies Act 1963 in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court and expressions defined in the Scheme and (if not so defined) in the document containing the explanatory statement circulated with the Scheme under Section 202 of the Companies Act 1963 shall have the same meanings in this Article.

(b) Notwithstanding any other provision of these Articles, if the Company allots and issues any Ordinary Shares (other than to Eaton Corporation public limited company incorporated in Ireland, (company number 512978 (**New Eaton**) or its nominee(s) (holding on bare trust for New Eaton)) on or after the Voting Record Time and prior to 10:00 p.m. (Irish time) on the day before the date on which the Scheme becomes effective (the **Scheme Record Time**), such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of those shares shall be bound by the Scheme accordingly.

(c) Notwithstanding any other provision of these Articles, if any new Ordinary Shares are allotted or issued to any person (a **new member**) (other than under the Scheme or to New Eaton or any subsidiary undertaking of New Eaton or anyone acting on behalf of New Eaton (holding on bare trust for New Eaton) at or after the Scheme Record Time, New Eaton will, provided the Scheme has become effective, have such shares transferred immediately, free of all encumbrances, to New Eaton and/or its nominee(s) (holding on bare trust for New Eaton) in consideration of and conditional on the payment by New Eaton to the new member of the consideration to which the new member would have been entitled under the terms of the Scheme had such shares transferred to New Eaton hereunder been a Scheme Share, such new Cooper Shares to rank *pari passu* in all respects with all other Cooper Shares for the time being in issue and ranking for any dividends or distributions made, paid or declared thereon following the date on which the transfer of such new Cooper Shares is executed.

(d) In order to give effect to any such transfer required by this Article 108, the Company may appoint any person to execute and deliver a form of transfer on behalf of, or as attorney for, the new member in favour of New Eaton and/or its nominee(s) (holding on bare trust for New Eaton). Pending the registration of New Eaton as a holder of any share to be transferred under this Article 108, the new member shall not be entitled to exercise any rights attaching to any such share unless so agreed by New Eaton and New Eaton shall be irrevocably empowered to appoint a person nominated by the Directors of New Eaton to act as attorney on behalf of any holder of that share in accordance with any directions New Eaton gives in relation to any dealings with or disposal of that share (or any interest in it), exercising any rights attached to it or receiving any distribution or other benefit accruing or payable in respect of it and any holders of that share must exercise all rights attaching to it in accordance with the directions of New Eaton. The Company shall not be obliged to issue a certificate to the new member for any such share.

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5. Ordinary Resolution: Creation of Distributable Reserves of New Eaton

That the reduction of all of the share premium of New Eaton resulting from the issuance of New Eaton Shares (as defined in the Scheme of Arrangement) pursuant to (i) the Scheme of Arrangement and (ii) a subscription for New Eaton Shares by Eaton Inc. prior to the merger, in order to create distributable reserves of New Eaton be approved.

6. Ordinary Resolution (non-binding, advisory): Approval of specified compensatory arrangement between Cooper and its named executive officers

That, on a non-binding advisory basis, specified compensatory arrangements between Cooper and its named executive officers relating to the transaction (as more particularly described in the section of the accompanying joint proxy statement/prospectus captioned *Interests of Certain Persons in the Transaction Cooper*) be approved.

7. Ordinary Resolution: Adjournment of the EGM

That any motion by the Chairman to adjourn the EGM, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the EGM to approve the Scheme, or the other resolutions set out at 2 through 6 above, be approved.

By order of the Board

Company Secretary

Terrance V. Helz

Cooper Industries plc

Unit F10, Maynooth Business Campus

Straffan Road

Maynooth

Co. Kildare

Dated: [ ] 2012

Notes:

1. A shareholder of Cooper entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote on his or her behalf and may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of Cooper. Appointment of a proxy will not preclude a Cooper shareholder from attending and voting at the meeting should the shareholder subsequently wish to do so. To be effective, the form of proxy, duly completed and signed together with any power of attorney, if any, under which it is signed must be deposited with Cooper s inspector of election, Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, New York 11717, no later than 11:59 p.m. (Eastern Time in the U.S.) on the day before the EGM. Alternatively, shareholders may also submit a proxy or proxies via the Internet by accessing the inspector of election s website (www.proxyvote.com) or to vote by telephone (+1-800-690-6903) anytime up to 11:59 p.m. (Eastern Time in the U.S.) on the day immediately preceding the EGM.

2. If the Form of Proxy is properly executed and returned to Cooper s inspector of election, it will be voted in the manner directed by the shareholder executing it or, if no directions are given, will be voted at the discretion of the Chairman of the EGM or any other person duly appointed as proxy by the shareholder.

3. In the case of a corporation, the Form of Proxy must be either under its Common Seal or under the hand of an officer or attorney, duly authorised.

4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of Cooper in respect of the joint holding.

5. The completion and return of the Form of Proxy will not preclude a member from attending and voting at the meeting in person.

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6. In accordance with article 17 of Cooper s articles of association, the board of directors of Cooper has determined that only holders of record of Ordinary Shares of Cooper as of 11:59 p.m. (Eastern Time in the U.S.) on [ ], 2012 may vote at the EGM or any adjournment thereof. Changes to the register of Members of Cooper after such time shall be disregarded for the purposes of being entitled to vote.

7. Terms shall have the same meaning in this Notice as they have in the scheme of arrangement included in the joint proxy statement/prospectus accompanying this Notice.

8. Any alteration to the Form of Proxy must be initialled by the person who signs it.

9. Only holders of record of Ordinary Shares of Cooper as of the Voting Record Time are entitled to notice of and to vote at the EGM or any adjournments of the EGM. A person who holds shares beneficially will not be the holder of record. Instead, the depository (for example, Cede & Co., as nominee for DTC) or other nominee will be the holder of record of such shares. Where persons hold shares beneficially through a bank, broker or other nominee, the nominee may generally vote the shares it holds in accordance with instructions received. Therefore, beneficial holders should follow the instructions provided by their nominee when voting their shares. Persons holding shares beneficially through a nominee who plan to attend the EGM should bring photo identification and proof of ownership, such as a bank or brokerage firm account statement or a letter from the broker holding their shares, confirming their beneficial ownership of such shares as of the Voting Record Time for the EGM. Persons holding shares beneficially through a nominee who plan to vote at the meeting must obtain a legal proxy from the nominee, and should contact their nominee for instructions on how to obtain such a legal proxy. See *The Special Meetings of Cooper s Shareholders* of the accompanying joint proxy statement/prospectus.

10. The Scheme is subject to the approval of the Scheme by the requisite shareholder majorities at the Court Meeting, the passing of resolutions 1 through 4 at the EGM and the subsequent sanction by the Irish High Court. The Scheme is not subject to the passing of resolutions 5 through 7 at the EGM.

11. Cooper shareholders should also refer to the section of the accompanying joint proxy statement/prospectus captioned *The Special Meetings of Cooper s Shareholders*, which further describes the matters being voted on at the EGM and the ultimate effect of each resolution.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND THE SPECIAL MEETINGS

The following questions and answers are intended to address briefly some commonly asked questions regarding the transaction and the special meetings. These questions and answers only highlight some of the information contained in this joint proxy statement/prospectus. They may not contain all the information that is important to you. You should read carefully this entire joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference into this joint proxy statement/prospectus, to understand fully the proposed transactions and the voting procedures for the special meetings. See Where You Can Find More Information beginning on page [ ]. Unless otherwise specified, all references in this joint proxy statement/prospectus to Eaton refer to Eaton Corporation, an Ohio corporation; all references in this joint proxy statement/prospectus to Cooper refer to Cooper Industries plc, a public limited company incorporated in Ireland; all references in this joint proxy statement/prospectus to New Eaton refer to Eaton Corporation Limited (formerly known as Abeiron Limited), a private limited company incorporated in Ireland that will be re-registered as a public limited company and renamed Eaton Corporation plc at or prior to the completion of the transaction; as described in this joint proxy statement/prospectus; all references in this joint proxy statement/prospectus to Abeiron II refer to Abeiron II Limited (formerly known as Comdell Limited), a private limited company incorporated in Ireland; all references in this joint proxy statement/prospectus to Turlock refer to Turlock B.V., a private limited liability company incorporated in the Netherlands; all references in this joint proxy statement/prospectus to Eaton Sub refer to Eaton Inc., an Ohio corporation; all references in this joint proxy statement/prospectus to Merger Sub refer to Turlock Corporation, an Ohio corporation; unless otherwise indicated or the context requires, all references in this joint proxy statement/prospectus to we refer to Eaton and Cooper; all references to the transaction agreement refer to the Transaction Agreement, dated May 21, 2012, as amended by Amendment No. 1 to the Transaction Agreement, dated June 22, 2012, by and among Eaton, Cooper, New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus; all references to the conditions appendix refer to Annex B to this joint proxy statement/prospectus; and all references to the expenses reimbursement agreement refer to the Expenses Reimbursement Agreement, dated May 21, 2012, by and between Eaton and Cooper, which is included as Annex C to this joint proxy statement/prospectus. Unless otherwise indicated, all references to dollars or $ in this joint proxy statement/prospectus are references to U.S. dollars. If you are in any doubt about this transaction you should consult an independent financial advisor who, if you are taking advice in Ireland, is authorized or exempted by the Investment Intermediaries Act 1995, or the European Communities (Markets in Financial Instruments) Regulations (No s 1 to 3) 2007 (as amended).

Q: Why am I receiving this joint proxy statement/prospectus?

A: Eaton, Cooper, New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub have entered into the transaction agreement, pursuant to which New Eaton will acquire Cooper by means of a scheme of arrangement, or scheme, which we refer to in this joint proxy statement/prospectus as the acquisition, and, simultaneously with and conditioned on the concurrent consummation of the acquisition, Merger Sub will be merged with and into Eaton, which we refer to in this joint proxy statement/prospectus as the merger, with Eaton surviving the merger as a wholly owned subsidiary of New Eaton.

Eaton is holding a special meeting of shareholders in order to obtain the shareholder approval necessary to adopt the transaction agreement and approve the merger, as described in this joint proxy statement/prospectus.

Cooper is convening a special court-ordered meeting of its shareholders in order to obtain shareholder approval of the scheme of arrangement. If Cooper obtains the necessary shareholder approval of the scheme of arrangement, at [ ], or, if later, as soon as possible after the conclusion or adjournment of the special court-ordered meeting, Cooper will convene an extraordinary general meeting, or the EGM, in order to obtain shareholder approval of the resolutions necessary to implement the scheme of arrangement and related resolutions. The Cooper special court-ordered meeting and the EGM are referred to herein collectively as the Cooper special meetings.

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We will be unable to complete the merger and the acquisition unless the requisite Eaton and Cooper shareholder approvals are obtained at the respective special meetings. However, as described below, the merger and the acquisition are not conditioned on approval of certain of the matters being presented at the Eaton special meeting and the Cooper EGM.

The acquisition, the merger and the other transactions contemplated to occur at the completion by the transaction agreement are referred to collectively in this joint proxy statement/prospectus as the transaction.

We have included in this joint proxy statement/prospectus important information about the merger, the acquisition, the transaction agreement (a copy of which is attached as Annex A), the conditions appendix (a copy of which is attached as Annex B), the expenses reimbursement agreement (a copy of which is attached as Annex C), the Eaton special meeting and the Cooper special meetings. You should read this information carefully and in its entirety. The enclosed voting materials allow you to vote your shares without attending the applicable special meeting by granting a proxy or voting your shares by mail, telephone or over the Internet.

Q: When and where will the Eaton and Cooper special meetings be held?

A: The Eaton special meeting will be held at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio 44114, on [ ], 2012, at [ ], local time. The Cooper special court-ordered meeting will be convened at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002, on [ ], 2012, at [ ], local time.

The Cooper EGM will be convened at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002, on [ ], 2012, at [ ], local time or, if later, as soon as possible after the conclusion or adjournment of the Cooper special court-ordered meeting.

Q: What will the Eaton shareholders receive as consideration in the transaction?

A: Upon the effective time of the merger, each Eaton common share issued and outstanding immediately prior to the merger will be cancelled and will automatically be converted into the right to receive one New Eaton ordinary share. The one-for-one exchange ratio is fixed, and, as a result, the number of New Eaton ordinary shares received by the Eaton shareholders in the transaction will not fluctuate up or down based on the market price of the Eaton common shares or the Cooper ordinary shares prior to the transaction. It is expected that the New Eaton ordinary shares will be listed on the NYSE under the symbol ETN. Following the consummation of the transaction, the Eaton common shares will be delisted from the NYSE and the Chicago Stock Exchange.

Since Irish law does not recognize fractional shares held of record, New Eaton will not issue any fractions of New Eaton ordinary shares to Eaton shareholders in the transaction. Instead, the total number of New Eaton ordinary shares that any Eaton shareholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Eaton ordinary shares will be aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Eaton shareholders whose fractional entitlements have been sold.

Q: What will the Cooper shareholders receive as consideration in the transaction?

A: Upon the completion of the transaction, the holder of each Cooper ordinary share issued and outstanding immediately prior to completion of the acquisition (other than Eaton or any Eaton affiliate) will obtain the right to receive from New Eaton (i) $39.15 in cash and (ii) 0.77479 of a New Eaton ordinary share, which, collectively, is referred to in this joint proxy statement/prospectus as the scheme consideration.

Since Irish law does not recognize fractional shares held of record, New Eaton will not issue any fractions of New Eaton ordinary shares to Cooper shareholders in the transaction. Instead, the total number of New Eaton ordinary shares that any Cooper shareholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Eaton ordinary shares will be

aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Cooper shareholders whose fractional entitlements have been sold.

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Following the consummation of the transaction, Cooper ordinary shares will be delisted from the NYSE.

All Cooper treasury shares will be cancelled immediately prior to the scheme becoming effective, and no scheme consideration will be received in respect of such shares.

Q: What proposals are being voted on at the Eaton special meeting and what shareholder vote is required to adopt those proposals?

A: (1) *Proposal to adopt the transaction agreement and approve the merger*: The affirmative vote of holders of two-thirds (2/3) of the Eaton common shares outstanding on the record date.
(2) *Proposal to reduce the share premium of New Eaton to allow the creation of distributable reserves*: The affirmative vote of holders of a majority of Eaton common shares outstanding on the record date.

(3) *Proposal to consider and vote upon, on a non-binding advisory basis, specified compensatory arrangements between Eaton and its named executive officers*: The affirmative vote of holders of a majority of Eaton common shares outstanding on the record date. This proposal is advisory and therefore not binding on the Eaton board of directors.

Abstentions, failures to vote and broker non-votes will have the same effect as a vote against proposals 1, 2 and 3.

(4) *Proposal to adjourn the Eaton special meeting, or any adjournments thereof, (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the transaction agreement and approve the merger, (ii) to provide to the Eaton shareholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to the Eaton shareholders voting at the special meeting, referred to as the Eaton adjournment proposal* : The affirmative vote of holders of a majority of the Eaton voting shares represented, in person or by proxy, at the special meeting, is required for the approval of the Eaton adjournment proposal.

Abstentions and shares held in street name by brokers that are voted on proposals 1, 2 or 3, but not on proposal 4, will have the same effect as a vote against proposal 4.

The merger and the acquisition are not conditioned on approval of proposals 2, 3 or 4 described above.

As of the record date, directors and executive officers of Eaton and their affiliates owned and were entitled to vote [ ] Eaton common shares, representing approximately [ ]% percent of the Eaton common shares outstanding on that date.

Q: What proposals are being voted on at the Cooper special meetings and what shareholder vote is required to adopt those proposals?

A: ***Cooper Special Court-Ordered Meeting***
Cooper shareholders are being asked to vote on a proposal to approve the scheme at both the Cooper special court-ordered meeting and at the Cooper EGM. The vote required for such proposal is different at each of the meetings, however. As set out in full under the section entitled *Part 2 Explanatory Statement Consents and Meetings*, the approval required at the special court-ordered meeting is a majority in number of the Cooper shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Cooper ordinary shares held by such holders, present and voting either in person or by proxy.

Because the vote required to approve the proposal at the Cooper special court-ordered meeting is based on votes properly cast at the meeting, and because abstentions and broker non-votes are not considered votes properly cast, abstentions and broker non-votes, along with failures to vote, will have no effect on such proposal.

The merger and the acquisition are conditioned on approval of the scheme at the Cooper special court-ordered meeting.

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Cooper Extraordinary General Meeting

Set forth below is a table summarizing certain information with respect to the EGM Resolutions:

EGM Resolution #	Resolution	Ordinary or Special Resolution?	Transaction Conditioned on Approval of Resolution?
1	Approve the scheme of arrangement and authorize the directors of Cooper to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.	Ordinary	Yes
2	Approve the cancellation of any Cooper ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.	Special	Yes
3	Authorize the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme.	Ordinary	Yes
4	Amend the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration.	Special	Yes
5	Approve the reduction of the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger, in order to create distributable reserves of New Eaton.	Ordinary	No
6	Approve, on a non-binding advisory basis, specified compensatory arrangements between Cooper and its named executive officers relating to the transaction.	Ordinary	No
7	Adjourn the Cooper EGM, or any adjournments thereof, to solicit additional proxies if there are insufficient proxies at the time of the EGM to approve the scheme of arrangement or resolutions 2 through 6. This resolution is referred to as the Cooper EGM adjournment proposal.	Ordinary	No

At the Cooper EGM, the requisite approval of each of the EGM resolutions depends on whether it is an ordinary resolution (EGM resolutions 1, 3, 5, 6 and 7), which requires the approval of the holders of at least a majority of the votes cast by the holders of Cooper ordinary shares present and voting, either in person or by proxy, or a special resolution (EGM resolutions 2 and 4), which requires the approval of the holders of at least 75 percent of the votes cast by the holders of Cooper ordinary shares present and voting, either in person or by proxy.

For all the EGM resolutions, because the votes required to approve such resolutions are based on votes properly cast at the meeting, and because abstentions and broker non-votes are not considered votes properly cast, abstentions and broker non-votes, along with failures to vote, will have no effect on the EGM resolutions.

As of the Cooper record date, the Cooper directors and executive officers had the right to vote approximately [ ]% of the Cooper ordinary shares then outstanding and entitled to vote at the special court-ordered meeting and the EGM. It is expected that Cooper s directors and executive officers will vote FOR each of the proposals at the special court-ordered meeting and at the EGM.

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Q: Why are there two Cooper special meetings?

A: Irish law requires that two separate shareholder meetings be held, the special court-ordered meeting and the EGM. Both meetings are necessary to cause the scheme of arrangement to become effective. At the special court-ordered meeting, Cooper shareholders (other than Eaton or any of its affiliates) will be asked to approve the scheme. At the EGM, Cooper shareholders will also be asked to approve related matters. For more detail on these matters, see *The Special Meetings of Cooper s Shareholders*.

Q: What constitutes a quorum?

A: *Eaton*: The shareholders present in person or by proxy at any meeting of shareholders will constitute a quorum for a meeting, but no action required by law or the Eaton articles of incorporation or regulations to be authorized or taken by the holders of a designated proportion of the shares of a class may be authorized or taken by a lesser proportion. Eaton s inspector of election intends to treat as present for these purposes shareholders who have submitted properly executed or transmitted proxies that are marked abstain. The inspector will also treat as present shares held in street name by brokers that are voted on at least one proposal to come before the meeting.

Cooper: The holders of Cooper ordinary shares outstanding entitling them to exercise a majority of the voting power of Cooper on the Cooper record date will constitute a quorum for a meeting. Cooper s inspector of election intends to treat as present for these purposes shareholders who have submitted properly executed or transmitted proxies that are marked abstain. The inspector will also treat as present shares held in street name by brokers that are voted on at least one proposal to come before the meeting.

Q: Why am I being asked to approve the distributable reserves proposal?

A: Under Irish law, dividends may only be paid (and share repurchases and redemptions must generally be funded) out of distributable reserves, which New Eaton will not have immediately following the completion of the transaction. Please see *Creation of Distributable Reserves of New Eaton* beginning on page [ ]. Shareholders of Eaton and Cooper are also being asked at their respective special meetings to approve the creation of distributable reserves of New Eaton (through the reduction of the share premium account of New Eaton), in order to permit New Eaton to be able to pay dividends (and repurchase or redeem shares) after the transaction.

The approval of the distributable reserves proposal is not a condition to the consummation of the transaction. Accordingly, if shareholders of Eaton approve the transaction agreement, and shareholders of Cooper approve the scheme and resolutions 1, 2, 3 and 4 to be proposed at the EGM, but shareholders of Eaton and/or Cooper do not approve the distributable reserves proposal, and the transaction is consummated, New Eaton may not have sufficient distributable reserves to pay dividends (or to repurchase or redeem shares) following the transaction. In addition, the creation of distributable reserves of New Eaton requires the approval of the Irish High Court. Although New Eaton is not aware of any reason why the Irish High Court would not approve the creation of distributable reserves, the issuance of the required order is a matter for the discretion of the Irish High Court. Please see *Risk Factors* beginning on page [ ] and *Creation of Distributable Reserves of New Eaton* beginning on page [ ].

Q: What are the recommendations of the Eaton and Cooper boards of directors regarding the proposals being put to a vote at their respective special meetings?

A: The Eaton board of directors has unanimously approved the transaction agreement and determined that the terms of the acquisition will further the strategies and goals of Eaton.

The Eaton board of directors unanimously recommends that Eaton shareholders vote:

FOR the proposal to adopt the transaction agreement and approve the merger;

FOR the proposal to reduce the capital of New Eaton to allow the creation of distributable reserves;

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FOR the proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Eaton and its named executive officers; and

FOR the Eaton adjournment proposal.

See *The Transaction Recommendation of the Eaton Board of Directors and Eaton s Reasons for the Transaction* beginning on page [ ].

In considering the recommendation of the board of directors of Eaton, you should be aware that certain directors and executive officers of Eaton will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Eaton*.

The Cooper board of directors has unanimously approved the transaction agreement and determined that the transaction agreement and the transactions contemplated by the transaction agreement, including the scheme, are fair to and in the best interests of Cooper and its shareholders and that the terms of the scheme are fair and reasonable.

The Cooper board of directors unanimously recommends that Cooper shareholders vote:

FOR the scheme of arrangement at the special court-ordered meeting;

FOR the scheme of arrangement at the EGM;

FOR the cancellation of any Cooper ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme;

FOR the authorization of the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme;

FOR amendment of the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration;

FOR the reduction of the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger, in order to create distributable reserves of New Eaton;

FOR the approval, on a non-binding, advisory basis of specified compensatory arrangements between Cooper and its named executive officers; and

FOR the Cooper EGM adjournment proposal.

See *The Transaction Recommendation of the Cooper Board of Directors and Cooper s Reasons for the Transaction* beginning on page [ ].

In considering the recommendation of the board of directors of Cooper, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Cooper*.

Q: When is the transaction expected to be completed?

A: As of the date of this joint proxy statement/prospectus, the transaction is expected to be completed in the second half of 2012. However, no assurance can be provided as to when or if the transaction will be completed. The required vote of Eaton and Cooper shareholders to adopt the required shareholder proposals at their respective special meetings, as well as the necessary regulatory consents and approvals, must first be obtained and other conditions specified in the conditions appendix must be satisfied or, to the extent applicable, waived.

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Q: Why will the place of incorporation of New Eaton be Ireland?

A: Eaton decided that New Eaton would be incorporated in Ireland, given:

The transaction was not economically feasible without incorporation outside the United States because of material competitive advantages currently enjoyed by Cooper as a result of its non-United States incorporation. Amongst these advantages are greater flexibility and lower cost of cash management, an enhanced ability to grow faster through organic growth and acquisitions, as well as a lower worldwide effective tax rate. Loss of these existing Cooper competitive advantages would have caused a large dis-synergy that would have prevented the acquisition from occurring;

Cooper is incorporated in Ireland and, as such, the simplest transaction was to also incorporate New Eaton in Ireland;

Incorporating New Eaton in Ireland will result in significantly enhanced global cash management and flexibility and associated financial benefits to the combined enterprise. These benefits include increased global liquidity and free global cash flow among the various entities of the combined enterprise without negative tax effects. In addition, the Irish rules surrounding the taxation of controlled foreign corporations are much more typical of the rules found in most developed countries compared to the rules found in the United States that are competitively adverse. As an example, the Irish rules surrounding controlled foreign corporations allow a number of active inter-company business operations to occur without negative tax effect. Because of these benefits, we expect that New Eaton will be able to operate its businesses more easily and at lower cost, and also will have a lower worldwide effective tax rate than it would have otherwise;

Ireland is a beneficial location considering Eaton s and Cooper s presence in markets outside the United States, particularly in Europe; and

Ireland enjoys strong relationships as a member of the European Union, and has a long history of international investment and a good network of commercial, tax, and other treaties with the United States, the European Union and many other countries where both Cooper and Eaton have major operations.

Q: Who is entitled to vote?

A: *Eaton*: The board of directors of Eaton has fixed a record date of September 13, 2012 as the Eaton record date. If you were an Eaton shareholder of record as of the close of business on the Eaton record date, you are entitled to receive notice of and to vote at the Eaton special meeting and any adjournments thereof.

Cooper: The board of directors of Cooper has fixed a record date of September 13, 2012 as the Cooper record date. If you were a Cooper shareholder of record as of 11:59 p.m. (Eastern Time in the U.S.) on the Cooper record date, you are entitled to receive notice of and to vote at the Cooper special meetings and any adjournments thereof.

Q: What if I sell my Eaton common shares before the Eaton special meeting or my Cooper ordinary shares before the Cooper special meetings?

Eaton: The Eaton record date is earlier than the date of the Eaton special meeting and the date that the transaction is expected to be completed. If you transfer your shares after the Eaton record date but before the Eaton special meeting, you will retain your right to vote at the Eaton special meeting, but will have transferred the right to receive New Eaton ordinary shares pursuant to the transaction. In order to receive the New Eaton ordinary shares, you must hold your shares through completion of the transaction.

Cooper: The Cooper record date is also earlier than the date of the Cooper special meetings and the date that the transaction is expected to be completed. If you transfer your shares after the Cooper record date but before the Cooper special meetings, you will retain your right to vote at the Cooper special meetings, but will have transferred the right to receive the scheme consideration. In order to receive the scheme consideration, you must hold your shares through completion of the transaction.

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Q: How do I vote?

A: *Eaton*: If you are an Eaton shareholder of record, you may vote your shares at the Eaton special meeting in one of the following ways:

- by mailing your completed and signed proxy card in the enclosed return envelope;
- by voting by telephone or over the Internet as instructed on the enclosed proxy card; or
- by attending the Eaton special meeting and voting in person.

If you hold your shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee in order to instruct them on how to vote such shares.

Cooper: If you are a Cooper shareholder of record, you may vote your shares at the Cooper special meetings in one of the following ways:

- by mailing your applicable completed and signed proxy card in the enclosed return envelope;
- by voting by telephone or over the Internet as instructed on the applicable enclosed proxy card; or
- by attending the applicable Cooper special meeting and voting in person.

If you are a Cooper shareholder of record, the shares listed on your proxy card will include the following shares, if applicable:

- shares held in the Cooper Dividend Reinvestment and Stock Purchase Plan;
- shares held in custody for your account by State Street Bank, as Trustee of the Cooper Industries Retirement Savings and Stock Ownership Plan (CO-SAV);
- shares held in custody for your account by Fidelity Management Trust Company, as Trustee of the Apex Tool 401(k) Savings Plan (Apex Savings Plan); and
- shares held in a book-entry account at Computershare Trust Company, N.A., Cooper s transfer agent.

If you hold your shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee in order to instruct them on how to vote such shares.

Q: If I hold Cooper shares through CO-SAV, will the trustee vote my shares for me?

A:

Yes. If you hold Cooper shares through CO-SAV, you should instruct State Street Bank, as trustee of CO-SAV, how to vote your shares by marking the appropriate boxes on the relevant proxy card. Even if you do not provide proper instructions to the trustee of CO-SAV, however, the trustee will still vote your shares held through CO-SAV. If you do not provide proper instructions, then the trustee will vote your shares in your CO-SAV account in proportion to the way the other CO-SAV participants voted their shares. The trustee will also vote Cooper ordinary shares not yet allocated to participants accounts in proportion to the way that CO-SAV participants voted their shares. Therefore, whether or not you provide instructions to the trustee, your Cooper shares in your CO-SAV account will be treated as present at the Cooper special meetings for purposes of determining a quorum.

Q: If my shares are held in street name by my bank, broker or other nominee will my bank, broker or other nominee automatically vote my shares for me?

A: No. Your bank, broker or other nominee will not vote your shares if you do not provide your bank, broker or other nominee with a signed voting instruction form with respect to your shares, such failure to vote being referred to as a broker non-vote. Therefore, you should instruct your bank, broker or other nominee to vote your shares by following the directions your bank, broker or other nominee provides.

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Brokers do not have discretionary authority to vote on any of the Eaton proposals or on any of the Cooper proposals.

Please see *The Special Meeting of Eaton s Shareholders Voting Shares Held in Street Name* beginning on page [ ] and *The Special Meetings of Cooper s Shareholders Voting Ordinary Shares Held in Street Name* beginning on page [ ].

Q: How many votes do I have?

A: *Eaton*: You are entitled to one vote for each Eaton common share that you owned as of the close of business on the Eaton record date. As of the close of business on the Eaton record date, [ ] Eaton common shares were outstanding and entitled to vote at the special meeting.
Cooper: You are entitled to one vote for each Cooper ordinary share that you owned as of the close of business on the Cooper record date. As of 11:59 p.m. (Eastern Time in the U.S.) on the Cooper record date, [ ] Cooper ordinary shares were outstanding and entitled to vote at the special court-ordered meeting and at the EGM.

Q: What if I hold shares in both Eaton and Cooper?

A: If you are a shareholder of both Eaton and Cooper, you will receive two separate packages of proxy materials. A vote as an Eaton shareholder for the proposal to adopt the transaction agreement will not constitute a vote as a Cooper shareholder for the proposal to approve the scheme of arrangement, or vice versa. **THEREFORE, PLEASE MARK, SIGN, DATE AND RETURN ALL PROXY CARDS THAT YOU RECEIVE, WHETHER FROM EATON OR COOPER, OR SUBMIT A SEPARATE PROXY AS BOTH AN EATON AND A COOPER SHAREHOLDER FOR EACH SPECIAL MEETING, OVER THE INTERNET OR BY TELEPHONE.**

Q: Should I send in my stock certificates now?

A: No. Eaton shareholders should keep their existing stock certificates at this time. After the transaction is completed, you will receive written instructions for exchanging your stock certificates for New Eaton ordinary shares and other consideration, if applicable. All of the Cooper shares are uncertificated.

Q: What do I need to do now?

A: If you are entitled to vote at a special meeting of your company s shareholders, you can vote in person by completing a ballot at the special meeting, or you can vote by proxy before the special meeting. Even if you plan to attend your company s special meeting, we encourage you to vote by proxy before the special meeting. After carefully reading and considering the information contained in this joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference, please submit your proxy by telephone or Internet in accordance with the instructions set forth on the relevant enclosed proxy card, or mark, sign and date the relevant proxy card, and return it in the enclosed prepaid envelope as soon as possible so that your shares may be voted at your company s relevant special meeting. Your proxy card or your telephone or Internet directions will instruct the persons identified as your proxy to vote your shares at your company s relevant special meeting as directed by you.
If you are a shareholder of record and you sign and send in your proxy card but do not indicate how you want to vote, your proxy will be voted FOR each of the proposals.

If you hold your Eaton common shares or Cooper ordinary shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee when instructing them on how to vote your Eaton common shares or Cooper ordinary shares.

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Q: May I change my vote after I have mailed my signed proxy card or voted by telephone or over the Internet?

A: Yes, you may change your vote at any time before your proxy is voted at the Eaton special meeting or at the Cooper special court-ordered meeting or the Cooper EGM. You can do this in one of four ways:

- timely deliver a valid later-dated proxy by mail;
- before the relevant special meeting, provide written notice that you have revoked your proxy to the secretary of Eaton or Cooper, as applicable, so that it is received prior to midnight on the night before the special meeting at the following address:

Eaton Corporation

Eaton Center

1111 Superior Avenue

Cleveland, Ohio 44114

Attention: Thomas E. Moran, Corporate Secretary

Cooper Industries plc

c/o Cooper US, Inc.

600 Travis Street, Suite 5600

Houston, Texas 77002

Attention: Terrance V. Helz, Corporate Secretary

- submit revised voting instructions by telephone or over the Internet by following the instructions set forth on the proxy card; or
- attend the applicable special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy or change your voting instructions; you must vote by ballot at the meeting to change your vote.

If you have instructed a bank, broker or other nominee to vote your shares, you must follow directions received from your bank, broker or other nominee to change your vote or revoke your proxy.

Q: Who can help answer my questions?

A: If you have questions about the transaction, or if you need assistance in submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are an Eaton shareholder, you should contact The Proxy Advisory Group, LLC, the proxy solicitation agent for Eaton, by mail at 18 East 41st Street, Suite 2000, New York, NY 10017 or by telephone toll free at 888.55.PROXY (banks and brokers may call collect at (212) 616-2180). If you are a Cooper shareholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for Cooper, by mail at 48

Wall Street, 22nd Floor, New York, NY 10005, by telephone at (800) 859-8508 (toll free) or (212) 269-5550 (collect), or by e-mail at cooper@dfking.com.

If your shares are held by a broker, bank or other nominee, you should contact your broker, bank or other nominee for additional information.

Q: Where can I find more information about Eaton and Cooper?

A: You can find more information about Eaton and Cooper from various sources described under *Where You Can Find More Information* beginning on page [ ].

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SUMMARY

This summary highlights selected information contained in this joint proxy statement/prospectus and may not contain all of the information that may be important to you. Accordingly, you should read carefully this entire joint proxy statement/prospectus, including the Annexes and the documents referred to or incorporated by reference in this joint proxy statement/prospectus. The page references have been included in this summary to direct you to a more complete description of the topics presented below. See also the section entitled Where You Can Find More Information beginning on page [ ] of this joint proxy statement/prospectus.

Information about the Companies (Page [ ])

Eaton

Eaton Corporation is an Ohio corporation which is currently listed (ticker symbol ETN) on the NYSE and the Chicago Stock Exchange. Eaton is a diversified power management company with more than 100 years of experience providing energy-efficient solutions that help its customers effectively manage electrical, hydraulic and mechanical power. With 2011 net sales of $16.0 billion, Eaton is a global technology leader in electrical components, systems and services for power quality, distribution and control; hydraulics components, systems and services for industrial and mobile equipment; aerospace fuel, hydraulics and pneumatic systems for commercial and military use; and truck and automotive drivetrain and powertrain systems for performance, fuel economy and safety. Eaton has approximately 73,000 employees and sells products to customers in more than 150 countries. Eaton s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

New Eaton

New Eaton is a private limited company incorporated in Ireland (registered number 512978), formed on May 10, 2012 for the purpose of holding Cooper, Eaton, Abeiron II and Turlock as direct or indirect wholly owned subsidiaries following completion of the transaction. To date, New Eaton has not conducted any activities other than those incident to its formation, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction.

On or prior to the completion of the transaction, New Eaton will be re-registered as a public limited company and renamed Eaton Corporation plc. Following the consummation of the transaction, Eaton will be an indirect wholly owned subsidiary of New Eaton. Immediately following the transaction, based on the number of Eaton and Cooper shares outstanding as of the record date, the former shareholders of Eaton are expected to own approximately 73% of New Eaton and the remaining approximately 27% of New Eaton is expected to be owned by the former shareholders of Cooper.

At and as of the effective time of the transaction, which is referred to in this joint proxy statement/prospectus as the effective time, it is expected that New Eaton will be a publicly traded company listed on the NYSE under the ticker symbol ETN. New Eaton s principal executive offices are located at 70 Sir John Rogerson s Quay, Dublin 2, Ireland, and its telephone number is (216) 523-5000.

Abeiron II

Abeiron II is a private limited liability company incorporated in Ireland and a direct, wholly owned subsidiary of New Eaton, formed on May 17, 2012. To date, Abeiron II has not conducted any activities other than those incident to its formation, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction.

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After the completion of the transaction, Abeiron II will operate as an Irish trading company. Abeiron II s principal executive offices are located at 70 Sir John Rogerson s Quay, Dublin 2, Ireland, and its telephone number is (216) 523-5000.

Turlock

Turlock is a private limited liability company incorporated in the Netherlands and a direct wholly owned subsidiary of Abeiron II, formed on January 9, 2008. To date, Turlock has not conducted any activities other than those incident to its formation and to maintain its corporate existence in the Netherlands, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After completion of the transaction, Turlock will serve as one of New Eaton s major holding companies. Turlock s principal executive offices are located at Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands, and its telephone number is (216) 523-5000.

Eaton Sub

Eaton Sub is a company incorporated in Ohio and a direct wholly owned subsidiary of Turlock, formed on June 21, 2012. To date, Eaton Sub has not conducted any activities other than those incident to its formation, the execution of amendment no. 1 to the transaction agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction and the execution of the joinder to the bridge credit agreement as a guarantor thereunder. After completion of the transaction, Eaton Sub will serve as the U.S. parent company of the Eaton U.S. group of companies. Eaton Sub s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

Merger Sub

Merger Sub is a company incorporated in Ohio and a direct wholly owned subsidiary of Eaton Sub, formed on May 17, 2012. To date, Merger Sub has not conducted any activities other than those incident to its formation, the execution of the transaction agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction and the execution of the bridge credit agreement as the initial borrower thereunder. Merger Sub s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

Cooper

Cooper Industries plc was incorporated under the laws of Ireland on June 4, 2009, and became the successor-registrant to Cooper Industries, Ltd. on September 9, 2009. Cooper Industries, Ltd. was incorporated under the laws of Bermuda on May 22, 2001, and became the successor registrant to Cooper Industries, Inc. on May 22, 2002.

Cooper is a diversified global manufacturer of electrical components and tools, with 2011 revenues of $5.4 billion. Founded in 1833, Cooper s sustained success is attributable to a constant focus on innovation and evolving business practices, while maintaining the highest ethical standards and meeting customer needs. Cooper has seven operating divisions with leading positions and world-class products and brands including Bussmann electrical and electronic fuses; Crouse-Hinds and CEAG explosion-proof electrical equipment; Halo and Metalux lighting fixtures; and Kyle and McGraw-Edison power systems products. With this broad range of products, Cooper is uniquely positioned for several long term growth trends including the global infrastructure build out, the need to improve the reliability and productivity of the electric grid, the demand for higher energy-efficient products and the need for improved electrical safety. In 2011, 62% of total sales were to customers in the

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industrial and utility end-markets and 40% of total sales were to customers outside the United States. Cooper has manufacturing facilities in 23 countries as of 2011 and currently has approximately 25,800 employees. Cooper s principal executive offices are located at Unit F10, Maynooth Business Campus, Maynooth, Ireland, and its telephone number is +353(1) 629-2222.

The Transaction (Page [ ])

On May 21, 2012, Eaton, Cooper, New Eaton, Abeiron II, Turlock and Merger Sub entered into the transaction agreement. On June 22, 2012, Eaton, Cooper, New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub entered into amendment no. 1 to the transaction agreement.

Subject to the terms and conditions of the transaction agreement, New Eaton will acquire Cooper by means of a scheme of arrangement, as described in this joint proxy statement/prospectus. A scheme or a scheme of arrangement is an Irish statutory procedure pursuant to the Companies Act 1963 under which the Irish High Court may approve, and thus bind, a company to an arrangement with some or all of its shareholders. The scheme of arrangement will be subject to the subsequent sanction of the Irish High Court. In the context of the acquisition, the scheme involves the cancellation of all of the shares of Cooper which are not already owned by New Eaton or any of its affiliates, and the payment by New Eaton to the applicable shareholders in consideration of that cancellation. New shares of Cooper are then issued directly to New Eaton. At the completion of the transaction, the holder of each Cooper ordinary share (other than those held by Eaton or any of its affiliates) will be entitled to receive (i) $39.15 in cash and (ii) 0.77479 of a New Eaton ordinary share. As a result of the transaction, based on the number of outstanding shares of Eaton and Cooper as of the record dates, Cooper shareholders are expected to hold approximately 27% of the New Eaton ordinary shares after giving effect to the acquisition and the merger.

Simultaneously with and conditioned on the concurrent consummation of the acquisition, Merger Sub will be merged with and into Eaton, with Eaton surviving the merger as a wholly owned, indirect subsidiary of New Eaton. Pursuant to the transaction agreement, each Eaton common share outstanding immediately prior to the effective time of the merger will be cancelled and automatically converted into the right to receive one New Eaton ordinary share. Based on the number of outstanding shares of Eaton and Cooper as of the record date, Eaton shareholders are expected to hold approximately 73% of the New Eaton ordinary shares after giving effect to the acquisition and the merger.

Based on the number of Eaton common shares and Cooper ordinary shares outstanding as of the record date, the total number of New Eaton ordinary shares expected to be issued pursuant to the transaction and delivered to the Eaton and Cooper shareholders (assuming no Eaton or Cooper stock options are exercised and no share awards vest between the record date and the closing of the transaction) will be approximately [ ].

Eaton reserves the right, subject to the prior written approval of the Irish Takeover Panel, to effect the acquisition by way of a takeover offer, as an alternative to the scheme, in the circumstances described in and subject to the terms of the transaction agreement. In such event, such takeover offer will be implemented on terms and conditions that are at least as favorable to Cooper shareholders (except for an acceptance condition set at 80 percent of the nominal value of the Cooper shares to which such offer relates and which are not already beneficially owned by Eaton) as those which would apply in relation to the scheme, among other requirements.

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Structure of the Transaction (Page [ ])

Upon the completion of the transaction, each of Eaton and Cooper will be wholly owned subsidiaries of New Eaton. The following diagrams illustrate in simplified terms the current structure of Eaton and Cooper and the structure of New Eaton following the consummation of the transaction.

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Scheme Consideration to Cooper Shareholders (Page [ ]) and Transaction Consideration to Eaton Shareholders (Page [ ])

As a result of the transaction, (i) the holders of each outstanding Eaton common share will have the right to receive one New Eaton ordinary share and (ii) the holders of each outstanding Cooper ordinary share will have the right to receive (x) $39.15 in cash and (y) 0.77479 of a New Eaton ordinary share.

Since Irish law does not recognize fractional shares held of record, New Eaton will not issue any fractions of New Eaton ordinary shares to Cooper shareholders or Eaton shareholders in this transaction. Instead, the total number of New Eaton ordinary shares that any Cooper or Eaton shareholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Eaton ordinary shares will be aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Cooper shareholders and Eaton shareholders whose fractional entitlements have been sold.

Treatment of Eaton Stock Options and Other Eaton Equity-Based Awards (Page [ ])

Treatment of Eaton Stock Options

At the effective time of the merger, each outstanding option to purchase a number of Eaton common shares will be converted into the option to purchase, on substantially the same terms and conditions as were applicable to the option to purchase Eaton common shares, the same number of New Eaton ordinary shares.

Treatment of Other Eaton Equity-Based Awards

At the effective time of the merger, each issued and outstanding share of Eaton restricted stock will be converted into the right to receive a share of New Eaton restricted stock, which will be subject to substantially the same terms and conditions (including vesting and other lapse restrictions) as were applicable to the Eaton restricted stock in respect of which it was issued. Each other Eaton stock-based award, as a result of the

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transaction, will be converted into an award based on New Eaton ordinary shares, provided that such a converted stock-based right or award will be subject to substantially the same terms and conditions (including the vesting terms) as were applicable to the Eaton stock-based award in respect of which it was issued.

Assumption of Eaton Equity Plans

Upon the completion of the transaction, New Eaton will assume all Eaton equity plans and will be able to grant stock awards, to the extent permissible by applicable laws and NYSE regulations, under the terms of the Eaton equity plans to issue the reserved but unissued shares of Eaton, except that (i) shares of Eaton covered by such awards will be shares of New Eaton and (ii) all references to a number of Eaton shares will be changed to reference shares of New Eaton.

Treatment of Cooper Stock Options and Other Cooper Equity-Based Awards (Page [ ])

Treatment of Cooper Stock Options

Stock Options Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan. Each award of stock options granted under Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive the consideration per share payable to Cooper shareholders under the scheme with respect to the net number of Cooper ordinary shares subject to the stock option (as determined pursuant to the following formula), less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). The net number of Cooper ordinary shares subject to the stock option will be determined by multiplying (a) the number of Cooper ordinary shares subject to the stock option, by (b) the excess, if any, of the closing price of a Cooper share on the effective date of the scheme or such earlier date on which Cooper shares were last traded over the per share exercise price of the stock option, and dividing by (c) the value of the consideration per share payable to Cooper shareholders under the scheme.

All Other Stock Options. Each award of stock options granted under a plan other than Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive a cash payment equal to (a) the number of Cooper ordinary shares subject to the stock option, multiplied by (b) the excess, if any, of the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded) over the per-share exercise price of the stock option, less any applicable tax withholdings.

Treatment of Other Cooper Equity-Based Awards

Restricted Share Units and Performance Shares Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s Amended and Restated Stock Incentive Plan. Each award of restricted share units or performance shares granted under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s Amended and Restated Stock Incentive Plan that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, become fully vested and be converted into the right to receive the consideration per share payable to Cooper shareholders, less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). With respect to performance share awards, (a) for any such award granted under Cooper s Amended and Restated Stock Incentive Plan, the number of Cooper ordinary shares subject thereto will be determined based on target performance levels and (b) for any such award granted under Cooper s 2011 Omnibus Incentive Compensation Plan, the number of Cooper ordinary shares subject thereto will be determined based on the greater of target and actual performance levels.

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Deferred Performance Shares Granted Under Cooper s Amended and Restated Stock Incentive Plan. Each award of performance shares that has been deferred under Cooper s Amended and Restated Stock Incentive Plan and that is outstanding as of the effective time of the scheme will, in accordance with the terms of the plan, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Cooper Share Awards Granted Under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan. Each Cooper share award granted under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan or included in a deferral account under such plans that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, whether or not then vested, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Dividend Equivalents. All dividend equivalents associated with outstanding Cooper equity-based awards will become payable in the form of consideration (i.e., cash or the consideration payable to Cooper shareholders) that corresponds to the associated Cooper equity-based award.

Comparative Per Share Market Price and Dividend Information (Page [ ])

Eaton common shares are listed on the NYSE and on the Chicago Stock Exchange under the symbol ETN. Cooper ordinary shares are listed on the NYSE under the symbol CBE. The following table shows the closing prices of Eaton common shares and Cooper ordinary shares as reported on the NYSE on May 18, 2012, the last trading day before the transaction agreement was announced, and on [ ], 2012, the last practicable day before the printing of this joint proxy statement/prospectus. This table also shows the equivalent value of the consideration per Cooper ordinary share, which was calculated by adding (i) the cash portion of the consideration to be paid to Cooper shareholders, or $39.15, and (ii) the closing price of Eaton common shares as of the specified date multiplied by the exchange ratio of 0.77479.

	Cooper Ordinary Shares	Eaton Common Shares	Equivalent Value of Transaction Consideration Per Cooper Ordinary Share
May 18, 2012	$ 55.84	$ 42.40	$ 72.00
[ ], 2012	$ [ ]	$ [ ]	$ [ ]

Recommendation of the Eaton Board of Directors and Eaton s Reasons for the Transaction (Page [ ])

The board of directors of Eaton has unanimously approved the transaction agreement and determined that the terms of the acquisition will further the strategies and goals of Eaton.

The Eaton board of directors unanimously recommends that Eaton shareholders vote:

FOR the proposal to adopt the transaction agreement and approve the merger;

FOR the proposal to reduce the share premium of New Eaton to allow the creation of distributable reserves;

FOR the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Eaton and its named executive officers; and

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FOR the proposal to approve any motion to adjourn the special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Eaton special meeting to adopt the transaction agreement, (ii) to provide to Eaton shareholders in advance of the Eaton special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to Eaton shareholders voting at the Eaton special meeting.

The Eaton board of directors considered many factors in making its determination that the terms of the merger and the acquisition are advisable, consistent with, and in furtherance of, the strategies and goals of Eaton and recommending adoption of the transaction agreement by the Eaton shareholders. For a more complete discussion of these factors, see *The Transaction Recommendation of the Eaton Board of Directors and Eaton s Reasons for the Transaction*, beginning on page [ ] of this joint proxy statement/prospectus.

In considering the recommendation of the board of directors of Eaton, you should be aware that certain directors and executive officers of Eaton will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Eaton*.

Opinions of Eaton s Financial Advisors (Page [ ])

Citigroup Global Markets Inc., referred to as Citi, and Morgan Stanley & Co. LLC, referred to as Morgan Stanley, each delivered its opinion to Eaton s board of directors on May 20, 2012 that, as of such date, the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition), as provided for in the transaction agreement, dated May 21, 2012, was fair, from a financial point of view, to the Eaton shareholders.

The full texts of the written opinions of Citi and Morgan Stanley, dated May 20, 2012, which contain assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken, in connection with the opinions, are attached as Annexes F and E, respectively, to this joint proxy statement/prospectus. The opinions should be read in their entirety. Citi and Morgan Stanley provided their advisory services and opinions for the information and assistance of Eaton s board of directors in connection with its consideration of the proposed transaction. Neither Citi nor Morgan Stanley has expressed any opinion as to the relative merits of or consideration offered in any other transaction as compared to the transaction. **The Citi and Morgan Stanley opinions do not constitute recommendations as to how Eaton shareholders or Cooper shareholders should vote with respect to the proposed transaction and express no opinion as to what the value of New Eaton shares will be when issued or the price at which New Eaton shares will trade at any time.**

Pursuant to the terms of their respective engagement letters, Eaton agreed to pay each of Citi and Morgan Stanley a transaction fee of approximately $12 million in connection therewith, contingent upon the closing of the transaction, plus an additional fee of up to $3 million, payable at the sole discretion of Eaton upon the closing of the transaction. In addition, Citi and one or more of its affiliates, and Morgan Stanley and one or more of its affiliates, expect to provide for or arrange a portion of the financing required in connection with the transaction, including acting as joint lead arrangers and joint book managers of the $6.75 billion bridge credit facility, and have been engaged in connection with the refinancing or amendment of certain of Eaton s existing revolving credit facilities and the underwriting of securities to be issued by Eaton in connection with the transaction. In connection with such financing transactions, each of Citi (or its affiliates) and Morgan Stanley (or its affiliates) have received certain fees and may be entitled to receive additional fees, depending on, among other things, the timing of the closing of the transaction, the amount drawn, if any, on the bridge credit facility, and the

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amount and type of securities, if any, issued by Eaton in connection with the transaction and the portion of any such securities underwritten by Citi (or its affiliates) and Morgan Stanley (of its affiliates). Each of Citi (or its affiliates) and Morgan Stanley (or its affiliates) expects to receive aggregate fees of approximately $34 million in connection with the transaction (including the related financing).

Recommendation of the Cooper Board of Directors and Cooper s Reasons for the Transaction (Page [ ])

The Cooper board of directors has unanimously approved the transaction agreement and determined that the transaction agreement and the transactions contemplated by the transaction agreement, including the scheme, are fair to and in the best interests of Cooper and its shareholders and that the terms of the scheme are fair and reasonable.

The Cooper board of directors unanimously recommends that Cooper shareholders vote:

FOR the scheme of arrangement at the special court-ordered meeting;

FOR the scheme of arrangement at the EGM;

FOR the cancellation of any Cooper ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme;

FOR the authorization of the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme;

FOR the amendment of the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective, are acquired by New Eaton for the scheme consideration;

FOR the reduction of the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger in order to create distributable reserves of New Eaton;

FOR the approval, on a non-binding advisory basis, of specified compensatory arrangements between Cooper and its named executive officers; and

FOR the Cooper EGM adjournment proposal.

The Cooper board of directors considered many factors in making its determination that the transaction agreement and the transactions contemplated thereby, including the scheme, were fair to and in the best interests of Cooper and Cooper s shareholders, and that the terms of the scheme were fair and reasonable. For a more complete discussion of these factors, see *The Transaction Recommendation of the Cooper Board of Directors and Cooper s Reasons for the Transaction*.

In considering the recommendation of the board of directors of Cooper, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Cooper*.

Opinion of Cooper s Financial Advisor (Page [ ])

Goldman, Sachs & Co., referred to as Goldman Sachs, delivered its opinion to Cooper s board of directors that, as of May 21, 2012 and based upon and subject to the factors and assumptions set forth therein, the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the transaction agreement, dated May 21, 2012, was fair from a financial point of view to such holders. For a more complete description, see *The Transaction Opinion of Cooper s Financial Advisor.*

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The full text of the written opinion of Goldman Sachs, dated May 21, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex G to this joint proxy statement/prospectus. Goldman Sachs provided its opinion for the information and assistance of Cooper s board of directors in connection with its consideration of the transaction. Goldman Sachs opinion does not constitute a recommendation as to how any holder of ordinary shares of Cooper should vote with respect to the transaction or any other matter.

Pursuant to the terms of an engagement letter, Cooper has agreed to pay Goldman Sachs a transaction fee of $27 million, all of which is contingent upon consummation of the transaction.

The merger and the acquisition are **not** conditioned on approval of EGM resolutions 5 through 7 described above.

Interests of Certain Persons in the Transaction (Page [ ])

Eaton

In considering the recommendation of the board of directors of Eaton, you should be aware that certain directors and executive officers of Eaton will have interests in the proposed transaction that are different from, or in addition to, interests of shareholders of Eaton generally and which may create potential conflicts of interest. The board of directors of Eaton was aware of these interests and considered them when evaluating and negotiating the transaction agreement and the transaction and in recommending to Eaton shareholders that they adopt the transaction agreement and approve the merger.

These interests include:

- Certain directors and/or executive officers will be eligible for payments under two of Eaton s deferred compensation arrangements following a termination of employment or service, as applicable. The aggregate balance of directors and executive officers accounts under these two plans is $3,925,501.

- Eaton s directors and executive officers will be subject to an excise tax on certain equity-based compensation as a result of the consummation of the proposed transaction and will be entitled to additional payments from Eaton following the closing of the merger based on the applicable excise tax. These payments are being provided so that, on a net after-tax basis, the directors and executive officers will be in the same position as if no such excise tax had been applied. The aggregate payment to all such executive officers and directors is estimated to be $20,145,917.

- Eaton is a party to two trust agreements, which are intended to provide benefits payable to directors and executive officers under certain deferred compensation plans. As a result of the consummation of the proposed transaction, the trust agreements provide for Eaton to fund the vested liabilities under such plans, which is currently $18,595,000. However, as a result of the current funded status of Eaton s defined benefit pension plans, provisions of the Pension Protection Act of 2006 prohibit Eaton from funding such obligations at this time.

- Eaton s directors and executive officers are entitled to continued indemnification and insurance coverage under the transaction agreement.

See *The Transaction Interests of Certain Persons in the Transaction Eaton*, beginning on page [ ] of this joint proxy statement/prospectus.

Cooper

In considering the recommendation of the board of directors of Cooper, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders.

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These interests include:

- The transaction agreement provides for the vesting and settlement of all Cooper stock options and other equity-based awards.
- Cooper s executive officers are party to management continuity agreements that provide change in control severance benefits in the event of certain qualifying terminations of employment in connection with or following the transaction.
- Cooper s directors and executive officers are entitled to continued indemnification and insurance coverage under the transaction agreement.

We estimate the aggregate value of these interests to be approximately $140 million (exclusive of any applicable tax gross-up). For more information, including the assumptions used to estimate the value of such interests, please see *The Transaction Interests of Certain Persons in the Transaction Cooper* beginning on page [ ] of this joint proxy statement/prospectus.

Other Compensation Matters (Page [ ])

The consummation of the proposed transaction will not constitute a change of control under the change of control agreements Eaton has entered into with its executive officers, and Eaton has obtained an acknowledgement from each executive officer to that effect.

On June 16, 2012, Eaton s board of directors took action to waive the requirement under certain of its deferred compensation plans to make lump sum payments to participating executive officers upon a proposed change in control (the definition of which includes the proposed transaction). As such, the executive officers who participate in such plans will not be entitled to any payments thereunder as a result of the proposed transaction.

See *The Transaction Other Compensation Matters*, beginning on page [ ] of this joint proxy statement/prospectus.

Board of Directors and Management after the Transaction (Page [ ])

The transaction agreement provides that the board of directors of New Eaton after the transaction will have twelve members consisting of (i) the members of the Eaton board of directors immediately prior to the effective time of the merger and (ii) two individuals, who were members of the Cooper board of directors on the date of the transaction agreement, to be selected by the Governance Committee of the Eaton board of directors pursuant to Eaton s director nomination process.

As of the date of this joint proxy statement/prospectus, the Governance Committee of the Eaton board of directors has not finally determined which Cooper directors will be designated to the board of directors of New Eaton. The two Cooper directors that will serve on the New Eaton board will be selected prior to the completion of the transaction.

The New Eaton senior management team after the acquisition and the merger will be the same as the current senior management team of Eaton.

Certain Tax Consequences of the Transaction (Page [ ])

Eaton

The receipt of New Eaton ordinary shares and cash in lieu of fractional New Eaton ordinary shares for Eaton common shares by U.S. holders (as defined below) pursuant to the transaction will be a taxable transaction for

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U.S. federal income tax purposes. In general, under such treatment, a U.S. holder will recognize capital gain or loss equal to the difference between (1) the holder s adjusted tax basis in the Eaton common shares surrendered in the exchange and (2) the sum of the fair market value of the New Eaton ordinary shares and any cash in lieu of fractional New Eaton ordinary shares received as consideration in the transaction. A U.S. holder s adjusted basis in the Eaton common shares generally will equal such holder s purchase price for such Eaton common shares, as adjusted to take into account stock dividends, stock splits or similar transactions. Eaton recommends that U.S. holders consult their own tax advisors as to the particular tax consequences of the transaction, including the effect of U.S. federal, state and local tax laws or foreign tax laws. See *Certain Tax Consequences of the Transaction,* beginning on page [ ] of this joint proxy statement/prospectus for a more detailed description of the U.S. federal income tax consequences of the transaction.

No Irish tax will arise for Eaton shareholders pursuant to the transaction, unless such Eaton shareholders are resident or ordinarily resident in Ireland or hold such shares in connection with a trade or business carried on in Ireland through an Irish branch or agency. See *Certain Tax Consequences of the Transaction Irish Tax Considerations,* beginning on page [ ] for a more detailed description of the Irish tax consequences of the transaction.

Cooper

If you are a U.S. holder of Cooper ordinary shares, the receipt of New Eaton ordinary shares and cash in the transaction will be a taxable transaction for U.S. federal income tax purposes. For U.S. federal income tax purposes, your receipt of New Eaton ordinary shares and cash in exchange for your Cooper ordinary shares will generally cause you to recognize a gain or loss equal to the difference, if any, between (1) your adjusted basis in your Cooper ordinary shares and (2) the sum of the fair market value of the New Eaton ordinary shares and the amount of cash (including cash in lieu of fractional New Eaton ordinary shares) you receive in the scheme of arrangement. If you are a non-U.S. holder, you generally will not be subject to U.S. federal income tax unless you have certain connections to the United States.

Under Irish tax law, no Irish tax is due for Cooper shareholders as a result of the scheme of arrangement unless such shareholders are resident or ordinarily resident in Ireland for Irish tax purposes or hold their shares in Cooper in connection with a trade carried on by such holder in Ireland through a branch or agency.

Please refer to *Certain Tax Consequences of the Transaction* for a description of the material U.S. and Irish tax consequences of the scheme of arrangement to Cooper shareholders. Determining the actual tax consequences of the scheme of arrangement to you may be complex and will depend on your specific situation. We urge you to consult your tax advisor for a full understanding of the tax consequences of the scheme of arrangement to you.

No Dissenters Rights (Page [ ])

Under the Ohio General Corporation Law, holders of Eaton common shares do not have appraisal or dissenters rights with respect to the merger or any of the other transactions described in this joint proxy statement/prospectus.

Under Irish law, holders of Cooper ordinary shares do not have appraisal or dissenters rights with respect to the acquisition or any of the other transactions described in this joint proxy statement/prospectus.

Regulatory Approvals Required (Page [ ])

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is sometimes referred to in this joint proxy statement/prospectus as the HSR Act, and the rules and regulations promulgated thereunder

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by the U.S. Federal Trade Commission, or the FTC, the transaction cannot be consummated until, among other things, notifications have been given and certain information has been furnished to the FTC and the Antitrust Division of the U.S. Department of Justice, or the Antitrust Division, and specified waiting period requirements have been satisfied.

On June 12, 2012, each of Eaton and Cooper filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the Antitrust Division and the FTC. The waiting period under the HSR Act expired at 11:59 p.m. (Eastern Time in the U.S.) on July 12, 2012. Expiration of the waiting period satisfies a condition to the completion of the transaction.

Eaton and Cooper derive revenues in other jurisdictions where merger or acquisition control filings or approvals are or may be required, including approvals that will be required in the European Union, Canada, Mexico, the People s Republic of China, Russia, South Africa, South Korea and Turkey. The transaction cannot be consummated until after the applicable waiting periods have expired or the relevant approvals have been obtained under the antitrust and competition laws of the countries listed above where merger control filings or approvals are or may be required. The parties filed in Brazil under the prior rules, which do not prevent consummation of the proposed transaction prior to antitrust clearance. Eaton and Cooper have agreed that clearance under the antitrust laws of The Republic of China (Taiwan) is not required pursuant to the transaction. Eaton and Cooper have filed or will file as soon as possible in each of these other countries.

Irish Court Approvals

The scheme of arrangement requires the approval of the Irish High Court, which involves an application by Cooper to the Irish High Court to sanction the scheme. The Irish High Court must also confirm the reduction of capital of Cooper that would be effected by EGM resolution #2, which is a necessary step in the implementation of the scheme.

The creation of distributable reserves of New Eaton, which involves a reduction of New Eaton s share premium, also requires the approval of the Irish High Court. See *Creation of Distributable Reserves of New Eaton*.

Listing of New Eaton Ordinary Shares on Stock Exchange (Page [ ])

New Eaton ordinary shares are currently not traded or quoted on a stock exchange or quotation system. New Eaton expects that, following the transaction, New Eaton ordinary shares will be listed for trading under the symbol ETN on the NYSE.

Conditions to the Completion of the Acquisition and the Merger (**Page** [ ])

The completion of the acquisition and the scheme is subject to the satisfaction (or waiver, to the extent permitted) of all of the following conditions:

- the adoption of the transaction agreement by Eaton shareholders holding two thirds of the outstanding Eaton common shares;

- the approval of the scheme by a majority in number of the Cooper shareholders of record voting on the proposal representing 75% or more in value of the Cooper ordinary shares held by such holders, present and voting either in person or by proxy, at the special court-ordered meeting (or at any adjournment of such meeting), and the approval by the requisite majorities of Cooper shareholders of certain of the EGM resolutions;

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the Irish High Court s sanction of the scheme of arrangement and confirmation (including certain evidence of confirmation) of the reduction of capital involved in the scheme of arrangement and/or copies of each of the Irish High Court s order and the minute required under Irish law in respect of the capital reduction being delivered for registration to the Registrar of Companies and subsequently registered;

the NYSE having authorized, and not withdrawn its authorization for, listing of the New Eaton shares to be issued in the acquisition and the merger (subject to satisfaction of any conditions to which such approval is expressed to be subject);

all applicable waiting periods under the HSR Act having expired or having been terminated, in each case in connection with the acquisition;

to the extent that the acquisition constitutes a concentration within the scope of the EC Merger Regulation or is otherwise a concentration that is subject to the EC Merger Regulation, the European Commission having decided that it does not intend to initiate any proceedings under Article 6(1)(c) of the EC Merger Regulation in respect of the acquisition or to refer the acquisition (or any aspect of the acquisition) to a competent authority of an EEA member state under Article 9(1) of the EC Merger Regulation or otherwise having decided that the acquisition is compatible with the common market pursuant to article 6(1)(b) of the EC Merger Regulation;

all required regulatory clearances having been obtained and remaining in full force and effect and applicable waiting periods having expired, lapsed or terminated (as appropriate), in each case in connection with the acquisition, under the antitrust, competition or foreign investment laws of Canada, The Peoples Republic of China, Russia, South Africa, South Korea, The Republic of China (Taiwan) and Turkey;

no injunction, restraint or prohibition by any court of competent jurisdiction or antitrust order by any governmental authority which prohibits consummation of the acquisition or the merger having been entered and which is continuing to be in effect; and

the Form S-4 having become effective under the Securities Act of 1933 and not being the subject of any stop order or proceedings seeking any stop order.

In addition, each party s obligation to effect the acquisition is conditional, among other things, upon:

the accuracy of the other party s representations and warranties, subject to specified materiality standards;

the performance by the other party of its obligations and covenants under the transaction agreement in all material respects; and

the delivery by the other party of an officer s certificate certifying such accuracy of its representations and warranties and such performance of its obligations and covenants.

The acquisition is also conditioned on the scheme becoming effective and unconditional by not later than May 21, 2013 (or earlier if required by the Panel or later if the parties agree and (if required) the Panel consents and (if required) the Irish High Court allows). The merger is conditioned only upon the concurrent consummation and implementation of the scheme of arrangement and acquisition. See *The Transaction Agreement Conditions to the Completion of the Acquisition and the Merger* beginning on page [ ] of this joint proxy statement/prospectus.

Termination of the Transaction Agreement (Page [ ])

The transaction agreement may be terminated at any time prior to the time the scheme becomes effective in any of the following ways:

by mutual written consent of Cooper and Eaton;

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by either Cooper or Eaton if:

(i) after completion of the special court-ordered meeting or the EGM, the applicable resolutions have not been approved by the requisite majorities, or (ii) after completion of the Eaton special meeting the requisite percentage of Eaton shareholders have not voted to adopt the transaction agreement;

the transaction has not been consummated by 11:59 p.m., New York City time, on February 21, 2013, subject to extension to May 21, 2013 in circumstances in which the only outstanding unfulfilled conditions relate to antitrust approval or Irish High Court sanction of the scheme of arrangement or the reduction of capital involved in such scheme or registration of the related court order, provided that neither Cooper nor Eaton may terminate on this ground if its breach caused the failure of the transaction to have been consummated by such time;

the Irish High Court declines or refuses to sanction the scheme, unless both parties agree that the decision of the Irish High Court shall be appealed; or

an injunction that permanently restrains, enjoins or otherwise prohibits the consummation of the acquisition or the merger has become final and non-appealable, provided that neither Cooper nor Eaton may terminate on this ground if its breach caused such injunction;

by Cooper if:

Eaton or any of New Eaton, Turlock, Abeiron II, Eaton Sub or Merger Sub breaches or fails to perform its representations, warranties, covenants or other agreements contained in the transaction agreement such that certain closing conditions are incapable of being satisfied and the breach is not reasonably capable of being cured by May 21, 2013, provided Cooper gives Eaton the requisite prior written notice of such intention to terminate;

the Eaton board withdraws or modifies, in any manner adverse to Cooper (or publicly proposes to do the same) its recommendation that the shareholders of Eaton adopt the transaction agreement; or

prior to obtaining shareholder approval, in order to enter into an agreement providing for a Cooper Superior Proposal;

by Eaton if:

Cooper breaches or fails to perform its representations, warranties, covenants or other agreements contained in the transaction agreement such that certain closing conditions are incapable of being satisfied and the breach is not reasonably capable of being cured by May 21, 2013, provided Eaton gives Cooper the requisite prior written notice of such intention to terminate; or

the Cooper board withdraws or modifies, in any manner adverse to Eaton (or publicly proposes to do the same) its recommendation that the shareholders of Cooper approve the scheme or approves, recommends or declares advisable (or proposes publicly to do the same) a Cooper Alternative Proposal.

The transaction agreement also provides that if the transaction agreement is terminated (i) by Cooper following the board of directors of Eaton changing its recommendation to the Eaton shareholders to adopt the transaction agreement (except in limited circumstances) or (ii) by Cooper or Eaton following the failure of the Eaton shareholders to adopt the transaction agreement following the board of directors of Eaton changing its

recommendation (except in limited circumstances), then Eaton shall pay to Cooper $300,000,000. See *The Transaction Agreement Reverse Termination Payment* beginning on page [ ] of this joint proxy statement/prospectus.

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Expenses Reimbursement Agreement (Page [ ])

In connection with the execution of the transaction agreement, Eaton and Cooper entered into an expenses reimbursement agreement, the terms of which have been approved by the Irish Takeover Panel. Under the expenses reimbursement agreement, Cooper has agreed to pay to Eaton the documented, specific and quantifiable third-party costs and expenses incurred by Eaton in connection with the acquisition upon the termination of the transaction agreement in specified circumstances. The maximum amount payable by Cooper to Eaton pursuant to the expenses reimbursement agreement (the Expense Reimbursement Amount) is an amount equal to one percent (1%) of the aggregate value of the issued share capital of Cooper as ascribed by the terms of the acquisition. The Expense Reimbursement Amount is approximately $118 million. Eaton does not expect the transaction-related costs reimbursable pursuant to the expenses reimbursement agreement to exceed the Expense Reimbursement Amount.

See *Expenses Reimbursement Agreement* beginning on page [ ] of this joint proxy statement/prospectus.

Financing Relating to the Transaction (Page [ ])

Merger Sub has received a financing commitment from Morgan Stanley Senior Funding, Inc., Morgan Stanley Bank, N.A. and Citibank, N.A. to provide an unsecured financing in the aggregate principal amount of up to $6,750,000,000. The committed financing will be used in part to satisfy the cash component of the transaction and pay certain transactional expenses. The initial borrower under the financing commitment is Merger Sub; however, once the merger and the acquisition are consummated, Eaton, as the surviving entity of the merger, will be the borrower. We anticipate that the total indebtedness of New Eaton following the consummation of the transaction will be approximately $11,950,000,000, and the annual debt service expense on such amount would be approximately $262,000,000.

The financing commitment is documented under a bridge facility, which will be available in a single drawing on the acquisition closing date and will mature on the first anniversary of the closing date, with all outstanding loans payable in full at that time. The borrower has the option to voluntarily prepay the loans at any time without premium or penalty.

Citigroup Global Markets Limited and Morgan Stanley & Co. Limited are satisfied that resources are available to Eaton sufficient to satisfy in full the cash consideration payable pursuant to the scheme.

For a full description of the financing relating to the business, see *Financing Relating to the Transaction* beginning on page [ ] of this joint proxy statement/prospectus.

Accounting Treatment of the Transaction (Page [ ])

Eaton will account for the acquisition pursuant to the transaction agreement and using the acquisition method of accounting in accordance with U.S. generally accepted accounting principles (U.S. GAAP). Eaton will allocate the final purchase price to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values as of the closing of the transaction. Any excess of the purchase price over those fair values will be recorded as goodwill.

Comparison of the Rights of Holders of Eaton Common Shares and New Eaton Ordinary Shares (Page [ ])

As a result of the transaction, the holders of Eaton common shares will become holders of New Eaton ordinary shares and their rights will be governed by Irish law (instead of the Ohio General Corporation Law (the OGCL)) and by the memorandum and articles of association of New Eaton (instead of Eaton s Articles of

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Incorporation and Regulations). The current memorandum and articles of association of New Eaton will be amended and restated as of the completion of the transaction in substantially the form as set forth in Annex D to this joint proxy statement/prospectus. Following the transaction, former Eaton shareholders may have different rights as New Eaton shareholders than they had as Eaton shareholders. Material differences between the rights of shareholders of Eaton and the rights of shareholders of New Eaton include differences with respect to, among other things, distributions, dividends, repurchases and redemptions, dividends in shares / bonus issues, the election of directors, the removal of directors, the fiduciary and statutory duties of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, notice provisions for meetings, the quorum for shareholder meetings, the adjournment of shareholder meetings, the exercise of voting rights, shareholder action by written consent, shareholder suits, shareholder approval of certain transactions, rights of dissenting shareholders, anti-takeover measures and provisions relating to the ability to amend the articles of association. For a summary of the material differences between the rights of Eaton shareholders and New Eaton shareholders, see *Description of New Eaton Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus and *Comparison of the Rights of Holders of Eaton Common Shares and New Eaton Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

Comparison of the Rights of Holders of Cooper Ordinary Shares and New Eaton Ordinary Shares (Page [ ])

As a result of the transaction, the holders of Cooper ordinary shares will become holders of New Eaton ordinary shares and their rights will be governed by the memorandum and articles of association of New Eaton instead of Cooper s memorandum and articles of association. The current memorandum and articles of association of New Eaton will be amended and restated as of the completion of the transaction in substantially the form as set forth in Annex D to this joint proxy statement/prospectus. Following the transaction, former Cooper shareholders may have different rights as New Eaton shareholders than they had as Cooper shareholders. Material differences between the rights of New Eaton shareholders following the transaction and the rights of Cooper shareholders before the transaction include, among other things, differences with respect to the classification of the board of directors, calls on shares and forfeiture of shares, quorum at board meetings, quorum at shareholder meetings, the shareholder vote required to approve variations of class rights and the shareholder vote required to approve certain transactions and certain amendments to the articles of association. For a summary of the material differences between the rights of Cooper shareholders and New Eaton shareholders, see *Description of New Eaton Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus and *Comparison of the Rights of Holders of Cooper Ordinary Shares and New Eaton Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus you should consider carefully the following risk factors, including the matters addressed under the caption Cautionary Statement Regarding Forward-Looking Statements. You should also read and consider the risks associated with the business of Eaton and the risks associated with the business of Cooper because these risks will also affect New Eaton. The risks associated with the business of Eaton can be found in the Eaton Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and in the Eaton Quarterly Report on Form 10-Q for the period ended June 30, 2012, which are incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information. The risks associated with the business of Cooper can be found in the Cooper Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and in the Cooper Quarterly Report on Form 10-Q for the period ended June 30, 2012, which are incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information.

Risks Relating to the Transaction

The number of New Eaton ordinary shares that Cooper shareholders will receive as a result of the acquisition will be based on a fixed exchange ratio. The value of the New Eaton ordinary shares that Cooper shareholders receive could be different than at the time Cooper shareholders vote to approve the scheme.

Upon completion of the transaction, Cooper ordinary shareholders (other than Eaton or any of its nominees) will receive (i) $39.15 in cash, and (ii) 0.77479 of a New Eaton ordinary share for each Cooper ordinary share. The number of New Eaton ordinary shares that Cooper shareholders will be entitled to receive will not be adjusted in the event of any increase or decrease in the share price of either Eaton common shares or Cooper ordinary shares.

The market value of the New Eaton ordinary shares that Cooper shareholders will be entitled to receive when the acquisition is completed could vary significantly from the market value of Eaton common shares on the date of this joint proxy statement/prospectus or the date of the Cooper special meeting. Because the exchange ratio will not be adjusted to reflect any changes in the market value of Eaton common shares or Cooper ordinary shares, such market price fluctuations may affect the value that Cooper shareholders will receive upon completion of the transaction. Share price changes may result from a variety of factors, including changes in the business, operations or prospects of Eaton or Cooper, market assessments of the likelihood that the transaction will be completed, the timing of the transaction, regulatory considerations, general market and economic conditions and other factors. Shareholders are urged to obtain current market quotations for Eaton common shares and Cooper ordinary shares. See the section entitled *Comparative Per Share Market Price Data and Dividend Information* beginning on page [ ] for additional information on the market value of Eaton common shares and Cooper ordinary shares.

Eaton and Cooper must obtain required approvals and governmental and regulatory consents to consummate the transaction, which, if delayed, not granted or granted with unacceptable conditions, may jeopardize or delay the consummation of the acquisition or the merger, result in additional expenditures of money and resources and/or reduce the anticipated benefits of the transaction.

The merger and the acquisition are subject to customary closing conditions. These closing conditions include, among others, the receipt of required approvals of Eaton and Cooper shareholders, the effectiveness of the registration statement, the approval of the scheme of arrangement by the Irish High Court and the expiration or termination of the waiting period under the HSR Act, and the relevant approvals under the antitrust, competition and foreign investment laws of certain foreign countries under which filings or approvals are or may be required.

The governmental agencies from which the parties will seek certain of these approvals have broad discretion in administering the governing regulations. As a condition to their approval of the merger and the acquisition, agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct

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of New Eaton s business after the closing. These requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the consummation of the transaction or may reduce the anticipated benefits of the transaction. Further, no assurance can be given that the required shareholder approval will be obtained or that the required closing conditions will be satisfied, and, if all required consents and approvals are obtained and the closing conditions are satisfied, no assurance can be given as to the terms, conditions and timing of the approvals. If Eaton and Cooper agree to any material requirements, limitations, costs, divestitures or restrictions in order to obtain any approvals required to consummate the merger or the acquisition, these requirements, limitations, costs, divestitures or restrictions could adversely affect New Eaton s ability to integrate Eaton s operations with Cooper s operations or reduce the anticipated benefits of the transaction. This could result in a failure to consummate the transaction or have a material adverse effect on New Eaton s business and results of operations.

The transaction agreement contains provisions that limit Cooper s ability to pursue alternatives to the transactions and, in specified circumstances, could require Cooper to reimburse certain of Eaton s expenses.

Under the transaction agreement, Cooper is restricted, subject to certain exceptions, from soliciting, initiating, knowingly encouraging or negotiating, or furnishing information with regard to, any inquiry, proposal or offer for a competing acquisition proposal with any person. Cooper may terminate the transaction agreement and enter into an agreement with respect to a superior proposal only if specified conditions have been satisfied, including a determination by the Cooper board of directors (after consultation with Cooper s financial advisors and legal counsel) that such proposal is more favorable to the Cooper shareholders than the transaction, and such a termination would result in Cooper being required to reimburse certain of Eaton s expenses under the expenses reimbursement agreement. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of Cooper from considering or proposing that acquisition, even if such third party were prepared to pay consideration with a higher value than the value of the scheme consideration.

Failure to consummate the transaction could negatively impact the share price and the future business and financial results of Eaton and/or Cooper.

If the transaction is not consummated, the ongoing businesses of Eaton and/or Cooper may be adversely affected and, without realizing any of the benefits of having consummated the transaction, Eaton and/or Cooper will be subject to a number of risks, including the following:

- Eaton and/or Cooper will be required to pay specified costs and expenses relating to the proposed transaction;
- if the transaction agreement is terminated under specified circumstances, Cooper may be obligated to reimburse certain expenses of Eaton, in an amount up to approximately $118 million;
- if the transaction agreement is terminated under specified circumstances, Eaton may be required to pay to Cooper a termination fee equal to $300,000,000;
- matters relating to the transaction (including integration planning) may require substantial commitments of time and resources by Eaton management and Cooper management, which could otherwise have been devoted to other opportunities that may have been beneficial to Cooper or Eaton, as the case may be;
- the transaction agreement restricts Eaton and Cooper, without the other party s consent and subject to certain exceptions, from making certain acquisitions and taking other specified actions until the merger and the acquisition occur or the transition agreement terminates. These restrictions may prevent Eaton and Cooper from pursuing otherwise attractive business opportunities and making other changes to their businesses that may arise prior to completion of the merger and the acquisition or termination of the transaction agreement; and
- Eaton and/or Cooper also could be subject to litigation related to any failure to consummate the transaction or related to any enforcement proceeding commenced against Eaton and/or Cooper to perform their respective obligations under the transaction agreement.

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If the transaction is not consummated, these risks may materialize and may adversely affect Eaton and/or Cooper s business, financial results and share price.

Eaton s and Cooper s directors and executive officers will have interests in the transaction in addition to those of shareholders.

In considering the recommendations of the Eaton and Cooper boards of directors with respect to the transaction agreement, you should be aware that some of Eaton s and Cooper s directors and executive officers will have interests in the proposed transaction in addition to interests they might have as shareholders, the aggregate values of which we estimate to be approximately $42,666,418 for Eaton s directors and executive officers and approximately $140 million for Cooper s directors and executive officers (exclusive of any applicable tax gross-up). For more information, including the assumptions used to estimate the value of such interests, please see *The Transaction Interests of Certain Persons in the Transaction* beginning on page [ ]. You should consider these interests in connection with your vote on the related proposals.

While the transaction is pending, Eaton and Cooper will be subject to business uncertainties that could adversely affect their businesses.

Uncertainty about the effect of the transaction on employees, customers and suppliers may have an adverse effect on Eaton and Cooper and, consequently, on New Eaton. These uncertainties may impair Eaton s and Cooper s ability to attract, retain and motivate key personnel until the merger and the acquisition are consummated and for a period of time thereafter, and could cause customers, suppliers and others who deal with Eaton and Cooper to seek to change existing business relationships with Eaton and Cooper. Employee retention may be particularly challenging during the pendency of the transaction because employees may experience uncertainty about their future roles with New Eaton. If, despite Eaton s and Cooper s retention efforts, key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with New Eaton, New Eaton s business could be seriously harmed.

Risks Relating to the Businesses of the Combined Company

We may not realize all of the anticipated benefits of the transaction or those benefits may take longer to realize than expected. We may also encounter significant unexpected difficulties in integrating the two businesses.

Our ability to realize the anticipated benefits of the transaction will depend, to a large extent, on our ability to integrate the Eaton and Cooper businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to integrating the business practices and operations of Eaton and Cooper. The integration process may disrupt the businesses and, if implemented ineffectively, would preclude realization of the full benefits expected by us. Our failure to meet the challenges involved in integrating the two businesses to realize the anticipated benefits of the transaction could cause an interruption of, or a loss of momentum in, the activities of New Eaton and could adversely affect New Eaton s results of operations.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management s attention. The difficulties of combining the operations of the companies include, among others:

- the diversion of management s attention to integration matters;
- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining the business of Cooper with that of Eaton;
- difficulties in the integration of operations and systems;
- difficulties in the assimilation of employees;

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difficulties in managing the expanded operations of a significantly larger and more complex company;

challenges in keeping existing customers and obtaining new customers; and

challenges in attracting and retaining key personnel.

Many of these factors will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management s time and energy, which could materially impact the business, financial condition and results of operations of New Eaton. In addition, even if the operations of the businesses of Eaton and Cooper are integrated successfully, we may not realize the full benefits of the transaction, including the synergies, cost savings or sales or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all. Or, additional unanticipated costs may be incurred in the integration of the businesses of Eaton and Cooper. All of these factors could cause dilution to the earnings per share of New Eaton, decrease or delay the expected accretive effect of the transaction, and negatively impact the price of New Eaton s ordinary shares. As a result, we cannot assure you that the combination of the Eaton and Cooper businesses will result in the realization of the full benefits anticipated from the transaction.

As a result of the transaction, New Eaton will incur direct and indirect costs.

New Eaton will incur costs and expenses in connection with and as a result of the transaction. These costs and expenses include professional fees to comply with Irish corporate and tax laws and financial reporting requirements, costs and expenses incurred in connection with holding a majority of the meetings of the New Eaton board of directors and certain executive management meetings in Ireland, as well as any additional costs New Eaton may incur going forward as a result of its new corporate structure. There can be no assurance that these costs will not exceed the costs historically borne by Eaton and Cooper.

Eaton s and Cooper s actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this joint proxy statement/prospectus.

The pro forma financial information contained in this joint proxy statement/prospectus are presented for illustrative purposes only and may not be an indication of what New Eaton s financial position or results of operations would have been had the transaction been completed on the dates indicated. The pro forma financial information have been derived from the audited and unaudited historical financial statements of Eaton and Cooper and certain adjustments and assumptions have been made regarding the combined company after giving effect to the transaction. The assets and liabilities of Cooper have been measured at fair value based on various preliminary estimates using assumptions that Eaton management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company s financial position and future results of operations.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect New Eaton s financial condition or results of operations following the closing. Any potential decline in New Eaton s financial condition or results of operations may cause significant variations in the share price of New Eaton. Please see *Unaudited Pro Forma Condensed Consolidated Financial Statements* beginning on page [ ].

Disruption in the financial markets could affect New Eaton s ability to refinance the bridge loan on favorable terms, or at all.

If drawn, New Eaton is obligated to repay its bridge loan facility within 364 days after the consummation of the transaction. Disruptions in the commercial credit markets or uncertainty in the European Union or elsewhere

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could result in a tightening of financial markets. As a result of financial market turmoil, New Eaton may not be able to obtain alternate financing in order to repay the bridge loan facility, or refinance the bridge loan entered into in connection with this transaction on favorable terms (or at all).

If New Eaton is unable to successfully obtain alternative financing or refinance the bridge loan at favorable terms and conditions (including but not limited to pricing and other fee payments), this could result in a higher cost of the transaction for New Eaton. If New Eaton is unable to obtain alternate financing or refinance at all, New Eaton will have to repay all outstanding amounts under the bridge loan facility on the maturity date.

Eaton s substantial leverage and debt service obligations could adversely affect Eaton s business.

Eaton has secured a $6.75 billion fully underwritten bridge financing commitment from Morgan Stanley Bank, N.A., Morgan Stanley Senior Funding, Inc. and Citibank, N.A. to finance the cash portion of the acquisition. Eaton plans to later refinance these bridge borrowings through a new term debt issuance, use of cash on hand, and the possible sale of assets. After giving effect to the merger and the acquisition, Eaton expects to have total debt of approximately $11.95 billion.

The degree to which Eaton will be leveraged following the transaction could have important consequences to shareholders of New Eaton, including, but not limited to:

- increasing Eaton s vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;
- requiring the dedication of a substantial portion of Eaton s cash flow from operations to the payment of principal of, and interest on, indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditures, acquisitions, joint ventures, product research and development or other general corporate purposes;
- limiting Eaton s flexibility in planning for, or reacting to, changes in our business and the competitive environment and the industry in which it operates;
- placing Eaton at a competitive disadvantage as compared to its competitors, to the extent that they are not as highly leveraged; and
- limiting Eaton s ability to borrow additional funds and increasing the cost of any such borrowing.

Section 7874 could potentially limit Eaton s and its U.S. affiliates ability to utilize their U.S. tax attributes to offset certain U.S. taxable income, if any, generated by the transaction or certain specified transactions for a period of time following the transaction.

Following the acquisition of a U.S. corporation by a foreign corporation, section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize U.S. tax attributes such as net operating losses to offset U.S. taxable income resulting from certain transactions as more fully described in *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Eaton and New Eaton Potential Limitation on the Utilization of Eaton s (and Its U.S. Affiliates) Tax Attributes* beginning on page [ ]. Based on the limited guidance available, Eaton currently expects that following the transaction, this limitation will apply and as a result, it and its U.S. affiliates could be limited in their ability to utilize their U.S. tax attributes to offset their U.S. taxable income, if any, resulting from certain specified taxable transactions. Please see *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Eaton and New Eaton Potential Limitation on the Utilization of Eaton s (and Its U.S. Affiliates) Tax Attributes* beginning on page [ ]. Eaton expects that it will be able to fully utilize its U.S. net operating losses prior to their expiration, to offset U.S. taxable income generated through ordinary business operations. If, however, Eaton or its U.S. affiliates were to engage in any transaction that would generate any U.S. taxable income subject to this limitation in the future, it could take

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Eaton longer to use its net operating losses and tax credits and thus Eaton could pay U.S. federal income tax sooner than it otherwise would have. Additionally, if Eaton does not generate taxable income consistent with its expectations, it is possible that the limitation under section 7874 on the utilization of U.S. tax attributes could prevent Eaton and/or its U.S. affiliates from fully utilizing their U.S. tax attributes prior to their expiration.

New Eaton s status as a foreign corporation for U.S. federal income tax purposes could be affected by a change in law.

A corporation generally is considered a tax resident in the jurisdiction of its organization or incorporation for U.S. federal income tax purposes. Because New Eaton is an Irish incorporated entity, it would be classified as a foreign corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874 provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. corporation for U.S. federal income tax purposes.

For New Eaton to be treated as a foreign corporation for U.S. federal income tax purposes under section 7874, either (1) the former stockholders of Eaton must own (within the meaning of section 7874) less than 80% (by both vote and value) of New Eaton ordinary shares by reason of holding shares in Eaton, or (2) New Eaton must have substantial business activities in Ireland after the transaction (taking into account the activities of New Eaton s expanded affiliated group). The Eaton stockholders will own less than 80% of the shares in New Eaton after the transaction by reason of their ownership of shares of Eaton common stock. As a result, under current law, New Eaton should be treated as a foreign corporation for U.S. federal income tax purposes. However, it is possible that there could be a change in law under section 7874 or otherwise that could adversely affect New Eaton s status as a foreign corporation.

Please see *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Eaton and New Eaton U.S. Federal Income Tax Classification of New Eaton as a Result of the Transaction* beginning on page [ ] for a full discussion of the application of section 7874 of the Code to the transaction.

New Eaton will seek Irish High Court approval of the creation of distributable reserves. New Eaton expects this will be forthcoming but cannot guarantee this.

Under Irish law, dividends may only be paid and share repurchases and redemptions must generally be funded only out of distributable reserves, which New Eaton will not have immediately following the closing. The creation of distributable reserves of New Eaton requires the approval of the Irish High Court and, in connection with seeking such court approval, we are seeking the approval of Eaton and Cooper shareholders. The approval of the Irish High Court is expected within 15 weeks following the closing. New Eaton is not aware of any reason why the Irish High Court would not approve the creation of distributable reserves, however, the issuance of the required order is a matter for the discretion of the Irish High Court. There will also be no guarantee that the approvals by Eaton and Cooper shareholders will be obtained. In the event that distributable reserves of New Eaton are not created, no distributions by way of dividends, share repurchases or otherwise will be permitted under Irish law until such time as the group has created sufficient distributable reserves from its trading activities.

The New Eaton ordinary shares to be received by Eaton and Cooper shareholders in connection with the transaction will have different rights from the Eaton common shares and the Cooper ordinary shares.

Upon completion of the merger and the acquisition, Eaton and Cooper shareholders will become New Eaton shareholders and their rights as shareholders will be governed by New Eaton s memorandum and articles of association and Irish law. The rights associated with each of the Eaton common shares and Cooper ordinary shares are different than the rights associated with New Eaton ordinary shares. Material differences between the rights of shareholders of Eaton and the rights of shareholders of New Eaton include differences with respect to

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among other things, distributions, dividends, repurchases and redemptions, dividends in shares / bonus issues, the election of directors, the removal of directors, the fiduciary and statutory duties of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, notice provisions for meetings, the quorum for shareholder meetings, the adjournment of shareholder meetings, the exercise of voting rights, shareholder action by written consent, shareholder suits, shareholder approval of certain transactions, rights of dissenting shareholders, anti-takeover measures and provisions relating to the ability to amend the articles of association. Material differences between the rights of New Eaton shareholders following the transaction and the rights of Cooper shareholders before the transaction include, among other things, differences with respect to the classification of the board of directors, calls on shares and forfeiture of shares, quorum at board meetings, quorum at shareholder meetings, the shareholder vote required to approve variations of class rights and the shareholder vote required to approve certain transactions and certain amendments to the articles of association. See *Comparison of the Rights of Holders of Eaton Common Shares and New Eaton Ordinary Shares* beginning on page [ ] and *Comparison of the Rights of Holders of Cooper Ordinary Shares and New Eaton Ordinary Shares* beginning on page [ ].

As a result of different shareholder voting requirements in Ireland relative to Ohio, New Eaton will have less flexibility with respect to certain aspects of capital management than Eaton currently has.

Under Ohio law, Eaton s directors may issue, without shareholder approval, any common shares authorized by its articles of incorporation that are not already issued.

Under Irish law, the authorized share capital of New Eaton can be increased by an ordinary resolution of its shareholders and the directors may issue new ordinary or preferred shares up to a maximum amount equal to the authorized but unissued share capital, without shareholder approval, once authorized to do so by the articles of association of New Eaton or by an ordinary resolution of the New Eaton shareholders. Additionally, subject to specified exceptions, Irish law grants statutory preemption rights to existing shareholders to subscribe for new issuances of shares for cash, but allows shareholders to authorize the waiver of the statutory preemption rights by way of special resolution with respect to any particular allotment of shares. Accordingly, New Eaton s articles of association contain, as permitted by Irish company law, a provision authorizing the board to issue new shares for cash without offering preemption rights. The authorization of the directors to issue shares and the authorization of the waiver of the statutory preemption rights must both be renewed by the shareholders at least every five years, and Eaton cannot provide any assurance that these authorizations will always be approved, which could limit New Eaton s ability to issue equity and thereby adversely affect the holders of New Eaton securities. While Eaton does not believe that the differences between Ohio law and Irish law relating to New Eaton s capital management will have an adverse effect on New Eaton, situations may arise where the flexibility Eaton now has under Ohio law would have provided benefits to New Eaton shareholders that will not be available under Irish law. Please see *Comparison of the Rights of Holders of Eaton Common Shares and New Eaton Ordinary Shares* beginning on page [ ].

The transaction may not allow us to maintain competitive global cash management and a low effective corporate tax rate.

We believe that the transaction should improve our ability to maintain our competitive global cash management and a competitive worldwide effective corporate tax rate. We cannot give any assurance as to what our effective tax rate will be after the transaction, however, because of, among others, uncertainty regarding the tax policies of the jurisdictions where we operate. Our actual effective tax rate may vary from this expectation and that variance may be material. Additionally, the tax laws of Ireland and other jurisdictions could change in the future, and such changes could cause a material change in our effective tax rate.

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Following the completion of the transaction, a future transfer of your New Eaton shares, other than one effected by means of the transfer of book-entry interests in the Depository Trust Company (DTC), may be subject to Irish stamp duty.

Transfers of New Eaton shares effected by means of the transfer of book entry interests in DTC will not be subject to Irish stamp duty. It is anticipated that the majority of New Eaton shares will be traded through DTC by brokers who hold such shares on behalf of customers. However, if you hold your New Eaton shares directly rather than beneficially through DTC, any transfer of your New Eaton shares could be subject to Irish stamp duty (currently at the rate of 1% of the higher of the price paid or the market value of the shares acquired). Payment of Irish stamp duty is generally a legal obligation of the transferee. The potential for stamp duty could adversely affect the price of your shares. Note, however, that transfers of Cooper shares are currently subject to the same potential liability to Irish stamp duty in circumstances similar to those in which Irish stamp duty may be payable in respect of New Eaton shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Stamp Duty* beginning on page [ ].

In certain limited circumstances, dividends paid by New Eaton may be subject to Irish dividend withholding tax.

In certain limited circumstances, dividend withholding tax (currently at a rate of 20%) may arise in respect of dividends paid on New Eaton shares. A number of exemptions from dividend withholding tax exist such that shareholders resident in the U.S. and shareholders resident in the countries listed in Annex H attached to this joint proxy statement/prospectus may be entitled to exemptions from dividend withholding tax.

Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Withholding Tax on Dividends* beginning on page [ ] and, in particular, please note the requirement to complete certain dividend withholding tax forms in order to qualify for many of the exemptions.

Shareholders resident in the U.S. that hold their shares through DTC will not be subject to dividend withholding tax provided the addresses of the beneficial owners of such shares in the records of the brokers holding such shares are recorded as being in the U.S. (and such brokers have further transmitted the relevant information to a qualifying intermediary appointed by New Eaton). Similarly, shareholders resident in the U.S. that are former Eaton shareholders and that hold their shares outside of DTC and that acquired such shares on or before the date on which the transaction is completed will not be subject to dividend withholding tax if they have provided a valid Form W-9 showing a U.S. address to New Eaton s transfer agent. However, other shareholders may be subject to dividend withholding tax, which could adversely affect the price of your shares. Note, however, that dividends currently paid on the Cooper shares are subject to similar Irish dividend withholding tax implications and procedures as dividends which will be paid on New Eaton shares and former Cooper shareholders who hold New Eaton shares will be able to rely on forms previously filed (which have not expired) with Cooper to receive dividends without Irish withholding tax. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Withholding Tax on Dividends* beginning on page [ ].

After the transaction, dividends received by Irish residents and certain other shareholders may be subject to Irish income tax.

Shareholders entitled to an exemption from Irish dividend withholding tax on dividends received from New Eaton will not be subject to Irish income tax in respect of those dividends, unless they have some connection with Ireland other than their shareholding in New Eaton (for example, they are resident in Ireland). Shareholders who receive dividends subject to Irish dividend withholding tax will generally have no further liability to Irish income tax on those dividends. Note, however, that similar Irish income tax considerations currently apply to the holders of Cooper shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Income Tax on Dividends Paid on New Eaton Shares* beginning on page [ ].

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New Eaton shares, received by means of a gift or inheritance could be subject to Irish capital acquisitions tax.

Irish capital acquisitions tax (CAT) could apply to a gift or inheritance of New Eaton shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because New Eaton shares will be regarded as property situated in Ireland. The person who receives the gift or inheritance has primary liability for CAT. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax-free threshold of 250,000 in respect of taxable gifts or inheritances received from their parents. Note, however, that Cooper Shares are also regarded as property situated in Ireland for CAT purposes and the same CAT considerations also currently apply to holders of Cooper shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Capital Acquisitions Tax* beginning on page [ ].

It is recommended that each shareholder consult his or her own tax advisor as to the tax consequences of holding shares in and receiving dividends from New Eaton.

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SELECTED HISTORICAL FINANCIAL DATA OF EATON

Eaton is providing you with the following financial information to assist you in your analysis of the financial aspects of the merger and the acquisition. Eaton derived (1) the financial information as of and for the fiscal years ended December 31, 2007 through December 31, 2011 from its historical audited financial statements for the fiscal years then ended and (2) the financial information as of and for the six months ended June 30, 2012 and 2011 from its unaudited condensed consolidated financial statements which include, in the opinion of Eaton s management, all normal and recurring adjustments that are considered necessary for the fair presentation of the results for such interim periods and dates. The information set forth below is only a summary that you should read together with the historical audited consolidated financial statements of Eaton and the related notes, as well as the sections titled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in the annual report on Form 10-K for the year ended December 31, 2011 and quarterly report on Form 10-Q for the six months ended June 30, 2012 that Eaton previously filed with the SEC and that are incorporated by reference into this joint proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. For more information, see the section entitled *Where You Can Find More Information* beginning on page [ ].

	Six months ended June 30,		Year ended December 31,				
(Continuing operations, in millions except for per share data)	2012	2011	2011	2010	2009	2008	2007
Net sales	$ 8,028	$ 7,893	$ 16,049	$ 13,715	$ 11,873	$ 15,376	$ 13,033
Net income attributable to Eaton common shareholders	693	623	1,350	929	383	1,058	994
Net income per common share							
Diluted	$ 2.04	$ 1.80	$ 3.93	$ 2.73	$ 1.14	$ 3.25	$ 3.19
Basic	2.06	1.83	3.98	2.76	1.16	3.29	3.26
Cash dividends paid per common share	$ 0.76	$ 0.68	$ 1.36	$ 1.08	$ 1.00	$ 1.00	$ 0.86
Components of other comprehensive income (loss), net of tax[(a)]							
Foreign currency translation and related hedging instruments	$ (99)	$ 338	$ (241)	$ (78)	$ 349	$ (722)	$ 212
Pensions and other postretirement benefits	71	35	(353)	(62)	(55)	(370)	219
Cash flow hedges	12	(5)	(22)		36	(23)	(5)
Other comprehensive income (loss) attributable to Eaton common shareholders	(16)	368	(616)	(140)	330	(1,115)	426
Total comprehensive income (loss) attributable to Eaton common shareholders	677	991	734	789	713	(57)	1,420
Total assets	$ 18,554	$ 18,121	$ 17,873	$ 17,252	$ 16,282	$ 16,655	$ 13,430
Long-term debt	3,678	3,650	3,366	3,382	3,349	3,190	2,432
Total debt	4,373	3,767	3,773	3,458	3,467	4,271	3,417

(a) Item includes additional information required to be disclosed related to Eaton s adoption of the revised guidance on the presentation of comprehensive income in the first quarter of 2012.

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SELECTED HISTORICAL FINANCIAL DATA OF COOPER

Cooper is providing you with the following financial information to assist you in your analysis of the financial aspects of merger and the transaction. Cooper derived (1) the financial information as of and for the fiscal years ended December 31, 2007 through December 31, 2011 from its historical audited financial statements for the fiscal years then ended and (2) the financial information as of and for the six months ended June 30, 2012 and 2011 from its unaudited consolidated financial statements which include, in the opinion of Cooper s management, all normal and recurring adjustments that are considered necessary for the fair presentation of the results for such interim periods and dates. The information set forth below is only a summary that you should read together with the historical audited consolidated financial statements of Cooper and the related notes, as well as the sections titled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in the annual report on Form 10-K for the year ended December 31, 2011 and quarterly report on Form 10-Q for the six months ended June 30, 2012 that Cooper previously filed with the SEC and that are incorporated by reference into this joint proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. For more information, see the section entitled *Where You Can Find More Information* beginning on page [ ].

	Six Months Ended June 30,		Years Ending December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(in millions, except per share data)						
INCOME STATEMENT DATA:							
Revenues	$ 2,873.3	$ 2,646.6	$ 5,409.4	$ 5,065.9	$ 5,069.6	$ 6,521.3	$ 5,903.1
Income from continuing operations	$ 349.7	$ 317.2	$ 637.3	$ 443.8	$ 413.6	$ 615.6	$ 692.3
Income related to discontinued operations, net of income taxes		190.3	190.3		25.5	16.6	
Net income	$ 349.7	$ 507.5	$ 827.6	$ 443.8	$ 439.1	$ 632.2	$ 692.3
INCOME PER COMMON SHARE DATA:							
Basic -							
Income from continuing operations	$ 2.19	$ 1.92	$ 3.91	$ 2.67	$ 2.47	$ 3.54	$ 3.80
Income from discontinued operations		1.15	1.17		.15	.10	
Net income	$ 2.19	$ 3.07	$ 5.08	$ 2.67	$ 2.62	$ 3.64	$ 3.80
Diluted -							
Income from continuing operations	$ 2.17	$ 1.89	$ 3.87	$ 2.64	$ 2.46	$ 3.51	$ 3.73
Income from discontinued operations		1.14	1.15		.15	.09	
Net income	$ 2.17	$ 3.03	$ 5.02	$ 2.64	$ 2.61	$ 3.60	$ 3.73
BALANCE SHEET DATA (at period end):							
Total assets	$ 6,793.9	$ 6,639.6	$ 6,447.6	$ 6,668.6	$ 5,984.4	$ 6,164.9	$ 6,133.5
Long-term debt, excluding current maturities	1,096.5	1,419.1	1,096.2	1,420.4	922.7	932.5	909.9
Shareholders equity	3,850.3	3,708.5	3,536.0	3,206.1	2,963.3	2,607.4	2,841.9
CASH DIVIDENDS DECLARED PER COMMON SHARE	$ .62	$ .58	$ 1.16	$ 1.08	$ 1.00	$ 1.00	$ .84

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In October 1998 Cooper sold its Automotive Products segment for $1.9 billion in proceeds. Subsequent to Federal-Mogul s Chapter 11 bankruptcy petition in October 2001, Cooper has recognized income from discontinued operations for changes in potential liabilities related to the Automotive Products segment sale and the Federal-Mogul bankruptcy. Cooper recognized discontinued operations income of $16.6 million, which is net of a $9.4 million income tax expense, in 2008 and $25.5 million, which is net of a $16.2 million income tax expense, in 2009 related to the ongoing resolution. Cooper s contingent liabilities related to the Automotive Products sale to Federal-Mogul in 1998 were resolved on April 5, 2011 with the closing of a settlement agreement with Pneumo Abex LLC. In connection with the settlement, Cooper recognized discontinued operations income of $190.3 million, which is net of a $105.6 million income tax expense, in 2011. See Note 19 of the Notes to Consolidated Financial Statements of Cooper.

In July 2010 Cooper completed a Joint Venture, named Apex Tool Group, LLC, by combining Cooper s Tools business with certain Tools businesses from Danaher s Tools and Components Segment. Cooper and Danaher each own a 50% interest in the Joint Venture, have equal representation on its Board of Directors and have a 50% voting interest in the Joint Venture. At completion of the transaction in July 2010 Cooper deconsolidated the Tools business assets and liabilities contributed to the Joint Venture and recognized Cooper s 50% ownership interest as an equity investment. Beginning in the third quarter of 2010 Cooper recognizes its proportionate share of the Joint Venture s operating results using the equity method. Recording the joint venture investment in 2010 at its fair value of $480 million resulted in a pretax loss of $134.5 million related to the transaction that Cooper recognized in the second quarter of 2010. See Notes 3 & 6 of the Notes to Consolidated Financial Statements of Cooper.

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SELECTED UNAUDITED PRO FORMA FINANCIAL DATA

The following selected unaudited pro forma financial data (selected pro forma data) give effect to the acquisition of Cooper by Eaton. The selected pro forma data have been prepared using the acquisition method of accounting under U.S. generally accepted accounting principles, under which the assets and liabilities of Cooper will be recorded by Eaton at their respective fair values as of the date the acquisition is completed. The selected Unaudited Pro Forma Condensed Consolidated Balance Sheet data as of June 30, 2012 gives effect to the transaction as if it had occurred on June 30, 2012. The selected Unaudited Pro Forma Condensed Consolidated Statements of Income data for the six months ended June 30, 2012 and the year ended December 31, 2011 give effect to New Eaton s results of operations as if the transaction had occurred on January 1, 2011.

The selected pro forma data have been derived from, and should be read in conjunction with, the more detailed unaudited pro forma condensed consolidated financial statements (pro forma statements) of the combined company appearing elsewhere in this joint proxy statement/prospectus and the accompanying notes to the pro forma statements. In addition, the pro forma statements were based on, and should be read in conjunction with, the historical consolidated financial statements and related notes of both Eaton and Cooper for the applicable periods, which have been incorporated in this joint proxy statement/ prospectus by reference. See *Where You Can Find More Information* and *Unaudited Pro Forma Condensed Consolidated Financial Statements* in this joint proxy statement/prospectus for additional information. The selected pro forma data have been presented for informational purposes only and is not necessarily indicative of what the combined company s financial position or results of operations actually would have been had the acquisition been completed as of the dates indicated. In addition, the selected pro forma data do not purport to project the future financial position or operating results of the combined company. Also, as explained in more detail in the accompanying notes to the pro forma statements, the preliminary allocation of the pro forma purchase price reflected in the selected pro forma data is subject to adjustment and may vary significantly from the actual purchase price allocation that will be recorded upon completion of the acquisition.

Selected Unaudited Pro Forma Condensed Consolidated Statements of Income Data

(In millions except for per share data)	Six months ended June 30, 2012 (Pro forma combined)	Year ended December 31, 2011 (Pro forma combined)
Net sales	$ 10,980	$ 21,600
Net income from continuing operations attributable to common shareholders	913	1,706
Net income from continuing operations per common share diluted	$ 1.96	$ 3.64
Net income from continuing operations per common share basic	$ 1.98	$ 3.68
Weighted-average number of common shares outstanding diluted	464.9	468.1
Weighted-average number of common shares outstanding basic	461.5	463.6

Selected Unaudited Pro Forma Condensed Consolidated Balance Sheet Data

(In millions)	As of June 30, 2012 (Pro forma combined)
Total assets	$ 34,261
Long-term debt	4,903
Total debt	12,534
Total equity	13,239

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated into it by reference contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Eaton, New Eaton, the acquisition, the merger and the other transactions contemplated by the transaction agreement that involve risks and uncertainties. All statements, trend analyses and other information contained herein about the markets for the services and products of New Eaton, Eaton and Cooper and future trends, plans, events, results of operations or financial condition, as well as other statements identified by the use of forward-looking terminology, including anticipate, believe, plan, could, estimate, expect, goal, forecast, guidance, predict, project, intend, may, possible, potential or the negativ similar words, phrases or expressions, constitute forward-looking statements. In particular, statements, express or implied, concerning future actions, conditions or events, future operating results, the ability to generate sales, income or cash flow, to realize cost savings or other benefits associated with the transaction or to pay dividends are forward-looking statements. These forward-looking statements are not historical facts but instead represent only Eaton s and Cooper s expectations, estimates and projections regarding future events, based on current beliefs of management as well as assumptions made by, and information currently available to, management. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, many of which are outside the control of Eaton and Cooper, which may include the risk factors set forth above and other market, business, legal and operational uncertainties discussed elsewhere in this joint proxy statement/prospectus and the documents which are incorporated herein by reference. Those uncertainties include, but are not limited to:

- the inability to complete the transaction on a timely basis or at all;
- adverse regulatory decisions;
- failure to satisfy any closing conditions with respect to the acquisition and the merger;
- the risks that the new businesses will not be integrated successfully or that we will not realize estimated cost savings and synergies;
- New Eaton s ability to refinance the bridge loan on favorable terms and maintain our current long-term credit rating;
- the timing and amount of any share repurchases;
- unanticipated changes in the markets for our business segments;
- unanticipated downturns in business relationships with customers or their purchases from Eaton;
- the ability to execute and realize the expected benefits from strategic initiatives including revenue growth plans and cost control and productivity improvement programs;
- industry competition, including competitive pressures on our sales and pricing;
- increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing;

the magnitude of any disruptions from manufacturing rationalizations;

the ability to develop and introduce new products;

changes in the mix of products sold;

the introduction of competing technologies;

unexpected technical or marketing difficulties;

unexpected claims, charges, litigation or dispute resolutions;

political developments;

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changing legislation and governmental regulations, including changes in tax law, tax treaties or tax regulations;

changes in capital markets conditions (including currency exchange rate fluctuations), inflation and interest rates;

exposure to fluctuations in energy prices; and

volatility of end markets that Eaton and Cooper serve.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect our business described in each of Eaton s and Cooper s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the period ended June 30, 2012, Current Reports on Form 8-K and other documents filed from time to time with the SEC and incorporated herein by reference.

Actual results might differ materially from those expressed or implied by these forward-looking statements because these forward-looking statements are subject to assumptions and uncertainties. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this joint proxy statement/prospectus or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements concerning the merger, the acquisition or the other matters addressed in this joint proxy statement/prospectus and attributable to New Eaton, Eaton or Cooper or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except as required by applicable law or regulation, none of New Eaton, Eaton or Cooper undertakes any obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this joint proxy statement/prospectus or any document incorporated by reference might not occur.

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PART 1

THE TRANSACTION AND THE SPECIAL MEETINGS

THE SPECIAL MEETING OF EATON S SHAREHOLDERS

Overview

This joint proxy statement/prospectus is being provided to Eaton shareholders as part of a solicitation of proxies by the Eaton board of directors for use at the special meeting of Eaton shareholders and at any adjournments of such meeting. This joint proxy statement/prospectus is being furnished to Eaton shareholders on or about [ ], 2012. In addition, this joint proxy statement/prospectus constitutes a prospectus for New Eaton in connection with the issuance by New Eaton of ordinary shares to be delivered to Eaton shareholders in connection with the transaction. This joint proxy statement/prospectus provides Eaton shareholders with information they need to be able to vote or instruct their vote to be cast at the special meeting.

Date, Time and Place of the Eaton Special Meeting

Eaton will hold a special meeting of shareholders on [ ], 2012 at [ ] local time, at Eaton Center located at 1111 Superior Avenue, Cleveland, Ohio 44114.

Attendance

Only Eaton shareholders on the Eaton record date or persons holding a written proxy for any shareholder or account of Eaton as of the record date may attend the Eaton special meeting. Proof of stock ownership is necessary to attend. Registered Eaton shareholders who plan to attend the special meeting may obtain admission tickets at the registration desk prior to the special meeting. Eaton shareholders whose shares are registered in the name of a broker or bank may attend the special meeting by writing to the Office of the Secretary, Eaton Corporation, 1111 Superior Avenue, Cleveland, Ohio, 44114, or by bringing certification of ownership, such as a driver s license or passport and proof of ownership as of the Eaton record date to the Eaton special meeting. The use of cameras, cell phones, PDAs and recording equipment will be prohibited at the Eaton special meeting.

Proposals

At the special meeting, Eaton shareholders will vote upon proposals to:

- adopt the transaction agreement and approve the merger;
- approve the reduction of the share premium of New Eaton to allow the creation of distributable reserves of New Eaton;
- approve, on a non-binding, advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction; and
- adjourn the special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the transaction agreement, (ii) to provide to Eaton shareholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to Eaton shareholders voting at the special meeting.

Record Date; Outstanding Shares; Shares Entitled to Vote

Only holders of Eaton common shares at the close of business on September 13, 2012, the record date for the Eaton special meeting, will be entitled to notice of, and to vote at, the Eaton special meeting or any adjournments thereof. On the Eaton record date, there were [ ] Eaton

common shares outstanding, held by [ ] holders of record. Each outstanding Eaton share is entitled to one vote on each proposal and any other matter properly coming before the Eaton special meeting.

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Quorum

The shareholders present in person or by proxy will constitute a quorum for the transaction of business at the Eaton special meeting, but no action required by law or the Eaton Articles of Incorporation or Regulations to be authorized or taken by the holders of a designated proportion of the shares of a class may be authorized or taken by a lesser proportion. Eaton s inspector of election intends to treat as present for these purposes shareholders who have submitted properly executed or transmitted proxies that are marked abstain. The inspector will also treat as present shares held in street name by brokers that are voted on at least one proposal to come before the meeting.

Vote Required; Recommendation of Eaton s Board of Directors

Proposal to Adopt the Transaction Agreement

Eaton shareholders are considering and voting on a proposal to adopt the transaction agreement and approve the merger. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the transaction. In particular, you are directed to the transaction agreement, which is attached as Annex A to this joint proxy statement/prospectus.

The adoption of the transaction agreement requires the affirmative vote of holders of two-thirds (2/3) of the Eaton common shares outstanding and entitled to vote on the transaction agreement proposal. **Because the vote required to approve this proposal is based upon the total number of outstanding Eaton common shares, abstentions, failures to vote and broker non-votes will have the same effect as a vote against the transaction agreement proposal.**

The board of directors of Eaton recommends that you vote FOR the adoption of the transaction agreement.

Proposal to Create Distributable Reserves of New Eaton

Eaton shareholders are considering and voting on a proposal to reduce the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger, in order to create distributable reserves of New Eaton. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the creation of distributable reserves. See *Creation of Distributable Reserves of New Eaton*.

Approval of the proposal to reduce the share premium of New Eaton to allow the creation of distributable reserves requires the affirmative vote of holders of a majority of Eaton common shares outstanding and entitled to vote. Because the vote required to approve this proposal is based upon the total number of outstanding Eaton common shares, abstentions, failures to vote and broker non-votes will have the same effect as a vote against this proposal. Approval of this proposal is not a condition to the completion of the transaction and whether or not this proposal is approved will have no impact on the completion of the transaction.

The board of directors of Eaton recommends that you vote FOR the proposal to reduce the share premium of New Eaton to allow the creation of distributable reserves.

Proposal to Approve, on a Non-Binding Advisory Basis, Specified Compensatory Arrangements Between Eaton and its Named Executive Officers Relating to the Transaction

Eaton shareholders are considering and voting on a proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction.

Approval of the proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction requires the affirmative vote of holders of a majority of Eaton common shares outstanding and entitled to vote on the proposal, although

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such vote will not be binding on Eaton. Because the vote required to approve this proposal is based upon the total number of outstanding Eaton common shares, abstentions, failures to vote and broker non-votes will have the same effect as a vote against this proposal.

The board of directors of Eaton recommends that you vote FOR the proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction.

Proposal to Adjourn the Special Meeting

Eaton shareholders may be asked to vote on a proposal to adjourn the special meeting, or any adjournments thereof, if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the transaction agreement, (ii) to provide to Eaton shareholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to Eaton shareholders voting at the special meeting.

Approval of the Eaton adjournment proposal requires the affirmative vote of holders of a majority of the Eaton voting shares represented, in person or by proxy, at the special meeting, whether or not a quorum is present. Failures to vote and broker non-votes will have no effect on this proposal, but abstentions and shares held in street name by brokers that are voted on at least one of the other proposals to come before the special meeting will have the same effect as a vote against this proposal.

The board of directors of Eaton recommends that you vote FOR the Eaton adjournment proposal.

Share Ownership and Voting by Eaton s Officers and Directors

As of the Eaton record date, the Eaton directors and executive officers had the right to vote approximately [ ] Eaton common shares, representing approximately [ ]% of the Eaton common shares then outstanding and entitled to vote at the meeting. It is expected that the Eaton directors and executive officers who are shareholders of Eaton will vote FOR the proposal to adopt the transaction agreement, FOR the proposal to create distributable reserves of New Eaton, FOR the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Eaton and its named executive officers relating to the transaction and FOR the Eaton adjournment proposal, although none of them has entered into any agreement requiring them to do so.

Voting Your Shares

Eaton shareholders may vote in person at the special meeting or by proxy. Eaton recommends that you submit your proxy even if you plan to attend the special meeting. If you vote by proxy, you may change your vote, among other ways, if you attend and vote at the special meeting.

If you own shares in your own name, you are considered, with respect to those shares, the shareholder of record. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name.

If you are an Eaton shareholder of record you may use the enclosed proxy card(s) to tell the persons named as proxies how to vote your shares. If you properly complete, sign and date your proxy card(s), your shares will be voted in accordance with your instructions. The named proxies will vote all shares at the meeting for which proxies have been properly submitted and not revoked. If you sign and return your proxy card(s) but do not mark your card(s) to tell the proxies how to vote, your shares will be voted FOR the proposals to adopt the transaction agreement, to create distributable reserves of New Eaton, to approve the advisory proposal and to adjourn the special meeting.

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Eaton shareholders may also vote over the Internet at [ ] or by telephone at [ ] by 11:59 p.m. (Eastern Time in the U.S.) on the day immediately preceding the Eaton special meeting. Voting instructions are printed on the proxy card or voting information form you received. Either method of submitting a proxy will enable your shares to be represented and voted at the special meeting.

Voting Shares Held in Street Name

If your shares are held in an account through a broker, bank or other nominee, you must instruct the broker, bank or other nominee how to vote your shares by following the instructions that the broker, bank or other nominee provides you along with this joint proxy statement/prospectus. Your broker, bank or other nominee may have an earlier deadline by which you must provide instructions to it as to how to vote your shares, so you should read carefully the materials provided to you by your broker, bank or other nominee.

If you do not provide voting instructions to your bank, broker or other nominee, your shares will not be voted on any proposal on which your bank, broker or other nominee does not have discretionary authority to vote. This is referred to in this joint proxy statement/prospectus and in general as a broker non-vote. In these cases, the bank, broker or other nominee will not be able to vote your shares on those matters for which specific authorization is required; if the broker, bank or other nominee votes on a matter other than a procedural matter, your shares will be treated as present at the special meeting for purposes of determining the presence of a quorum. Brokers do not have discretionary authority to vote on any of the proposals. However, pursuant to the governing documents of Eaton (i) shares held in street name by brokers that are voted on at least one proposal to come before the Eaton special meeting will be treated as present at the Eaton special meeting and will have the same effect as a vote against the Eaton adjournment proposal and (ii) all broker non-votes will have the same effect as a vote against the adoption of the transaction agreement, the distributable reserves proposal and the advisory vote proposal at the Eaton special meeting.

Revoking Your Proxy

If you are an Eaton shareholder of record, you may revoke your proxy at any time before it is voted at the special meeting by:

- delivering a written revocation letter to the Secretary of Eaton;
- submitting your voting instructions again by telephone or over the Internet;
- signing and returning by mail a proxy card with a later date so that it is received prior to the special meeting; or
- attending the special meeting and voting by ballot in person.

Attendance at the special meeting will not, in and of itself, revoke a proxy.

If your shares are held in street name by a bank, broker or other nominee, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

Costs of Solicitation

Eaton will bear the cost of soliciting proxies from its shareholders, except that Eaton will bear the costs associated with the filing, printing, publication and mailing of this joint proxy statement/prospectus to both Cooper s shareholders and Eaton s shareholders, provided that Cooper will pay, upon Eaton s written request, one half of such costs if the transaction is not completed by December 31, 2012.

Eaton will solicit proxies by mail. In addition, the directors, officers and employees of Eaton may solicit proxies from its shareholders by telephone, electronic communication, or in person, but will not receive any additional compensation for their services. Eaton will make arrangements with brokerage houses and other

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custodians, nominees, and fiduciaries for forwarding proxy solicitation material to the beneficial owners of Eaton common shares held of record by those persons and will reimburse them for their reasonable out-of-pocket expenses incurred in forwarding such proxy solicitation materials.

Eaton has engaged a professional proxy solicitation firm The Proxy Advisory Group, LLC, 18 East 41st Street, Suite 2000, New York, New York 10017, to assist in soliciting proxies for a fee of $75,000. In addition, Eaton will reimburse The Proxy Advisory Group for its reasonable disbursements.

Eaton has also engaged a professional proxy solicitation firm MacKenzie Parters, Inc., 105 Madison Avenue, New York, New York 10016, to assist in soliciting proxies for a fee of $35,000. In addition, Eaton will reimburse MacKernzie Partners, Inc. for its reasonable disbursements.

Eaton shareholders should not send in their stock certificates with their proxy cards.

As described on page [ ] of this joint proxy statement/prospectus, Eaton shareholders will be sent materials for exchanging Eaton common shares shortly after the completion of the transaction.

Other Business

Eaton is not aware of any other business to be acted upon at the special meeting. If, however, other matters are properly brought before the special meeting, the proxies will have discretion to vote or act on those matters according to their best judgment and they intend to vote the shares as the Eaton board of directors may recommend.

Assistance

If you need assistance in completing your proxy card or have questions regarding Eaton s special meeting, please contact The Proxy Advisory Group, LLC, the proxy solicitation agent for Eaton, by mail at 18 East 41st Street, Suite 2000, New York, NY. Banks and brokers call collect: (212) 616-2180; all others call toll free: 888.55.PROXY.

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THE SPECIAL MEETINGS OF COOPER S SHAREHOLDERS

Overview

This joint proxy statement/prospectus is being provided to Cooper shareholders as part of a solicitation of proxies by the Cooper board of directors for use at the special meetings of Cooper shareholders and at any adjournments of such meetings. This joint proxy statement/prospectus is being furnished to Cooper shareholders on or about [ ], 2012. This joint proxy statement/prospectus provides Cooper shareholders with information they need to be able to vote or instruct their vote to be cast at the special meetings.

Date, Time & Place of the Cooper Special Meetings

Cooper will convene a special court-ordered meeting of shareholders on [ ] at [ ] local time, at the Chase Tower in the 54th Floor conference room, located at 600 Travis Street, Houston, Texas 77002. Cooper will convene an extraordinary general meeting of shareholders on [ ] at [ ] local time, at the same location, or, if later, as soon as possible after the conclusion or adjournment of the Cooper special court-ordered meeting.

Attendance

Attendance at the Cooper special court-ordered meeting and the Cooper EGM is limited to Cooper shareholders on the Cooper record date. Please indicate on the relevant proxy card if you plan to attend the special meetings. If your shares are held through a bank, broker or other nominee, and you would like to attend, please write to Terrance V. Helz, Associate General Counsel and Secretary, Cooper Industries plc, c/o Cooper US, Inc., 600 Travis Street, Suite 5600, Houston, Texas 77002, or bring to the meeting a statement or a letter from the bank, broker or other nominee confirming beneficial ownership of the Cooper shares as of the Cooper record date for the meetings. Any beneficial holder who plans to vote at either meeting must obtain a legal proxy from his or her bank, broker or other nominee and should contact such bank, broker or other nominee for instructions on how to obtain a legal proxy. Each Cooper shareholder may be asked to provide a valid picture identification, such as a driver s license or passport and proof of ownership as of the Cooper record date. The use of cell phones, smartphones, pagers, recording and photographic equipment will not be permitted in the meeting rooms.

Proposals

Cooper Special Court-Ordered Meeting: Cooper shareholders (other than Eaton or any of its affiliates) are being asked to consider and vote on a proposal at the special court-ordered meeting to approve the scheme of arrangement.

Cooper Extraordinary General Meeting: Cooper shareholders are also being asked to consider and vote on a proposal at the Cooper EGM to approve the scheme of arrangement, in addition to certain other proposals as set forth in the EGM resolutions described below.

The first three EGM resolutions relate to the approval of the scheme of arrangement and of actions required to be taken in connection with the scheme specifically, both the cancellation of the shares of Cooper that are not already owned by New Eaton or its affiliates and the subsequent allotment and issuance of new shares of Cooper to New Eaton in exchange for the scheme consideration. The fourth EGM resolution also relates to the scheme of arrangement and would ensure that the holders of any new ordinary shares of Cooper issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration. The merger and the acquisition are conditioned on approval of EGM resolutions 1 through 4.

EGM Resolution #1: To approve the scheme of arrangement and authorize the directors of Cooper to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.

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EGM Resolution #2: To approve the cancellation of any Cooper ordinary shares in issue prior to 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.

EGM Resolution #3: To authorize the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme.

EGM Resolution #4: To amend the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration.

The merger and the acquisition are **not** conditioned on approval of the remaining EGM resolutions. The fifth EGM resolution relates to the creation of distributable reserves of New Eaton, which are required under Irish law in order for New Eaton to be able to pay dividends and repurchase or redeem shares after the transaction.

EGM Resolution #5: To approve the reduction of the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger, in order to create distributable reserves of New Eaton.

Cooper shareholders are also being asked to vote on the following proposals at the EGM:

EGM Resolution #6: To approve, on a non-binding advisory basis, specified compensatory arrangements between Cooper and its named executive officers relating to the transaction.

EGM Resolution #7: To adjourn the Cooper EGM, or any adjournments thereof, to solicit additional proxies if there are insufficient proxies at the time of the EGM to approve the scheme of arrangement or resolutions 2 through 6.

Record Date; Outstanding Ordinary Shares; Ordinary Shares Entitled to Vote

Only holders of Cooper ordinary shares as of 11:59 p.m. (Eastern Time in the U.S.) on [ ], 2012, the record date for the Cooper special meetings, will be entitled to notice of, and to vote at the Cooper special meetings or any adjournments thereof. On the Cooper record date, there were [ ] Cooper ordinary shares outstanding, held by [ ] holders of record. Each outstanding Cooper ordinary share (other than those held by Eaton or any of its affiliates) is entitled to one vote on each proposal and any other matter properly coming before the Cooper special meetings.

Quorum

The holders of a majority of the Cooper ordinary shares outstanding and entitled to vote will constitute a quorum for each of the special meetings. Abstentions are considered present for purposes of determining a quorum. The inspector of election will also treat as present shares held in street name by brokers that are voted on at least one proposal to come before the relevant Cooper special meeting.

Ordinary Share Ownership and Voting by Cooper s Directors and Officers

As of the Cooper record date, the Cooper directors and executive officers had the right to vote approximately [ ] shares of the then-outstanding Cooper ordinary shares at the special meetings, representing approximately [ ]% of the Cooper shares then outstanding and entitled to vote at the special court-ordered meeting and approximately [ ]% of the Cooper ordinary shares then outstanding and entitled to vote at the EGM. The Cooper directors and executive officers who are shareholders of Cooper intend to vote FOR the scheme of arrangement at the special court-ordered meeting, FOR the scheme of arrangement at the EGM, FOR the cancellation of any Cooper ordinary shares in issue before 10:00 pm., Irish time, on the day before the Irish High Court hearing to sanction the scheme, FOR the authorization of the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme, FOR amendment of the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration, FOR the proposal to reduce the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub

prior to the

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merger, in order to create distributable reserves of New Eaton, FOR the approval, on a non-binding advisory basis of specified compensatory arrangements between Cooper and its named executive officers and FOR the Cooper EGM adjournment proposal, although none of them has entered into any agreement requiring them to do so.

Vote Required; Recommendation of Cooper s Board of Directors

Cooper Special Court-Ordered Meeting

Proposal to approve the scheme of arrangement: Cooper shareholders are being asked to vote on a proposal to approve the scheme at both the Cooper special court-ordered meeting and at the Cooper EGM. The vote required for such proposal is different at each of the meetings, however. As set out in full under the section entitled *Part 2 Explanatory Statement Consents and Meetings*, the approval required at the special court-ordered meeting is a majority in number of the Cooper shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Cooper ordinary shares held by such holders, present and voting either in person or by proxy.

Because the vote required to approve the proposal at the Cooper special court-ordered meeting is based on votes properly cast at the meeting, and because abstentions and broker non-votes are not considered votes properly cast, abstentions and broker non-votes, along with failures to vote, will have no effect on such proposal.

The merger and the acquisition are conditioned on approval of the scheme at the Cooper special court-ordered meeting.

The Cooper board of directors recommends that Cooper shareholders vote FOR the proposal to approve the scheme of arrangement at the special court-ordered meeting.

In considering the recommendation of the board of directors of Cooper, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Cooper*.

Cooper Extraordinary General Meeting

Set forth below is a table summarizing certain information with respect to the EGM Resolutions:

EGM Resolution #	Resolution	Ordinary or Special Resolution?	Transaction Conditioned on Approval of Resolution?
1	Approve the scheme of arrangement and authorize the directors of Cooper to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.	Ordinary	Yes
2	Approve the cancellation of any Cooper ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.	Special	Yes
3	Authorize the directors of Cooper to allot and issue new Cooper shares, fully paid up, to New Eaton in connection with effecting the scheme.	Ordinary	Yes
4	Amend the articles of association of Cooper so that any ordinary shares of Cooper that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration.	Special	Yes
5	Approve the reduction of the share premium of New Eaton resulting from (i) the issuance of New Eaton shares pursuant to the scheme and (ii) a subscription for New Eaton shares by Eaton Sub prior to the merger, in order to create distributable reserves of New Eaton.	Ordinary	No
6	Approve, on a non-binding advisory basis, specified compensatory arrangements between Cooper and its named executive officers relating to the transaction.	Ordinary	No
7	Approve the Cooper EGM adjournment proposal.	Ordinary	No

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At the Cooper EGM, the requisite approval of each of the EGM resolutions depends on whether it is an ordinary resolution (EGM resolutions 1, 3, 5, 6 and 7), which requires the approval of the holders of at least a majority of the votes cast by the holders of Cooper ordinary shares present and voting, either in person or by proxy, or a special resolution (EGM resolutions 2 and 4), which requires the approval of the holders of at least 75 percent of the votes cast by the holders of Cooper ordinary shares present and voting, either in person or by proxy.

For all the EGM resolutions, because the votes required to approve such resolutions are based on votes properly cast at the meeting, and because abstentions and broker non-votes are not considered votes properly cast, abstentions and broker non-votes, along with failures to vote, will have no effect on the EGM resolutions.

The Cooper board of directors recommends that Cooper shareholders vote FOR the proposals to approve each of the EGM resolutions.

In considering the recommendations of the board of directors of Cooper described above, you should be aware that certain directors and executive officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Cooper*.

Voting Your Ordinary Shares

Cooper shareholders may vote by proxy or in person at the special meetings. Cooper recommends that you submit your proxy even if you plan to attend the special meetings. If you vote by proxy, you may change your vote, among other ways, if you attend and vote at the special meetings.

If you own shares in your own name, you are considered, with respect to those shares, the shareholder of record. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name.

If you are a Cooper shareholder of record you may use the enclosed proxy card(s) to tell the persons named as proxies how to vote your shares. If you are a Cooper shareholder of record, the shares listed on your proxy card will include the following shares, if applicable:

- shares held in the Cooper Dividend Reinvestment and Stock Purchase Plan;
- shares held in custody for your account by State Street Bank, as Trustee of the Cooper Industries Retirement Savings and Stock Ownership Plan (CO-SAV);
- shares held in custody for your account by Fidelity Management Trust Company, as Trustee of the Apex Tool 401(k) Savings Plan (Apex Savings Plan); and
- shares held in a book-entry account at Computershare Trust Company, N.A., Cooper s transfer agent.

If you properly complete, sign and date your proxy card(s), your shares will be voted in accordance with your instructions. The named proxies will vote all shares at the meeting for which proxies have been properly submitted and not revoked. If you sign and return your proxy card(s) appointing the Chairman as your proxy but do not mark your card(s) to tell the proxy how to vote on a voting item, your shares will be voted with respect to such item in accordance with the recommendations of the Cooper board of directors.

If you hold Cooper shares through CO-SAV and do not provide proper instructions to the trustee of CO-SAV on how to vote your shares by marking the appropriate boxes on the relevant proxy card, the trustee will

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vote your shares in your CO-SAV account in proportion to the way the other CO-SAV participants voted their shares and will also vote Cooper ordinary shares not yet allocated to participants accounts in proportion to the way that CO-SAV participants voted their shares. If you hold shares through the Apex Savings Plan and do not provide proper instructions to the trustee of the Apex Savings Plan on how to vote your shares by marking the appropriate boxes on the relevant proxy card, the trustee will NOT vote your shares in your Apex Savings Plan account.

Cooper shareholders may also vote over the Internet at www.proxyvote.com or by telephone at +1-800-690-6903 anytime up to 11:59 p.m. (Eastern Time in the U.S.) on the day immediately preceding the relevant meeting. Voting instructions are printed on the proxy cards or voting information form you received. Either method of submitting a proxy will enable your shares to be represented and voted at the special meetings.

Voting Ordinary Shares Held in Street Name

If your shares are held in an account through a bank, broker or other nominee, you must likewise instruct the bank, broker or other nominee how to vote your shares by following the instructions that the bank, broker or other nominee provides you along with this joint proxy statement/prospectus. Your bank, broker or other nominee, as applicable, may have an earlier deadline by which you must provide instructions to it as to how to vote your shares, so you should read carefully the materials provided to you by your bank, broker or other nominee.

If you do not provide a signed voting instruction form to your bank, broker or other nominee, your shares will not be voted on any proposal on which the bank, broker or other nominee does not have discretionary authority to vote. This is referred to in this joint proxy statement/prospectus and in general as a broker non-vote. In these cases, the bank, broker or other nominee will not be able to vote your shares on those matters for which specific authorization is required. Brokers do not have discretionary authority to vote on any of the proposals.

Accordingly, if you fail to provide a signed voting instruction form to your bank, broker or other nominee, your shares held through such bank, broker or other nominee will not be voted.

Revoking Your Proxy

If you are a Cooper shareholder of record, you may revoke your proxy at any time before it is voted at the special meeting by:

- delivering a written revocation letter to the Secretary of Cooper;
- submitting your voting instructions again by telephone or over the Internet;
- signing and returning by mail a proxy card with a later date so that it is received prior to the special meeting; or
- attending the special meeting and voting by ballot in person.

Attendance at the special meeting will not, in and of itself, revoke a proxy.

If your shares are held in street name by a bank, broker or other nominee, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

Costs of Solicitation

Cooper will bear the cost of soliciting proxies from its shareholders, except that Eaton will bear the costs associated with the filing, printing, publication and mailing this joint proxy statement/prospectus to both Cooper s shareholders and Eaton s shareholders, provided that Cooper will pay, upon Eaton s written request, one half of such costs if the transaction is not completed by December 31, 2012.

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Cooper will solicit proxies by mail. In addition, the directors, officers and employees of Cooper may solicit proxies from its shareholders by telephone, electronic communication, or in person, but will not receive any additional compensation for their services. Cooper will make arrangements with brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy solicitation material to the beneficial owners of Cooper ordinary shares held of record by those persons and will reimburse them for their reasonable out-of-pocket expenses incurred in forwarding such proxy solicitation materials.

Cooper has engaged a professional proxy solicitation firm D. F. King & Co., Inc., to assist in soliciting proxies for a fee of $25,000 to $50,000, which will be mutually agreed upon by Cooper and D. F. King & Co., Inc. based on the size and scope of the solicitation. In addition, Cooper will reimburse D. F. King & Co., Inc. for its reasonable out-of-pocket expenses.

Other Business

Cooper is not aware of any other business to be acted upon at the special meetings. If, however, other matters are properly brought before the special meetings, the proxies will have discretion to vote or act on those matters according to their best judgment and they intend to vote the shares as the Cooper board of directors may recommend.

Adjournment; Postponement

Any adjournment or postponement of the special court-ordered meeting will result in an adjournment or postponement, as applicable, of the EGM.

Assistance

If you need assistance in completing your proxy card or have questions regarding Cooper s special meetings, please contact D.F. King & Co., Inc., the proxy solicitation agent for Cooper, by mail at 48 Wall Street, 22nd Floor, New York, NY 10005, by telephone at (800) 859-8508 (toll free) or (212) 269-5550 (collect), or by e-mail at cooper@dfking.com.

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THE TRANSACTION

The Merger and the Acquisition

On May 21, 2012, Eaton, Cooper, New Eaton, Abeiron II, Turlock and Merger Sub entered into the transaction agreement. On June 22, 2012, Eaton, Cooper, New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub entered into amendment no. 1 to the transaction agreement.

Subject to the terms and conditions of the transaction agreement, New Eaton will acquire Cooper by means of a scheme of arrangement, as described in this joint proxy statement/prospectus. A scheme or a scheme of arrangement is an Irish statutory procedure pursuant to the Companies Act 1963 under which the Irish High Court may approve, and thus bind, a company to an arrangement with some or all of its shareholders. In the context of the acquisition, the scheme involves the cancellation of all of the shares of Cooper which are not already owned by New Eaton or any of its affiliates, and the payment by New Eaton to the applicable shareholders in consideration of that cancellation. New shares of Cooper are then issued directly to New Eaton. At the completion of the transaction, the holder of each Cooper share (other than Eaton or any of its affiliates) will be entitled to receive from New Eaton (i) $39.15 in cash and (ii) 0.77479 of a New Eaton ordinary share. As a result, based on the number of outstanding shares of Eaton and Cooper as of the record date, Cooper shareholders are expected to hold approximately 27% of the New Eaton ordinary shares.

Simultaneously with and conditioned on the concurrent consummation of the acquisition, Eaton will be merged with and into Merger Sub, with Eaton surviving the merger as a wholly owned subsidiary of New Eaton. Pursuant to the transaction agreement, each Eaton common share outstanding immediately prior to the effective time of the merger will be cancelled and automatically converted into the right to receive one New Eaton ordinary share. After giving effect to the merger and the acquisition, based on the number of outstanding shares of Eaton and Cooper as of the record date, Eaton shareholders are expected to hold approximately 73% of the New Eaton ordinary shares.

Upon the completion of the transaction, each of Eaton and Cooper will be wholly owned subsidiaries of New Eaton.

Eaton reserves the right, subject to the prior written approval of the Panel, to effect the acquisition by way of a takeover offer, as an alternative to the scheme, in the circumstances described in and subject to the terms of the transaction agreement. In such event, such takeover offer will be implemented on terms and conditions that are at least as favorable to Cooper shareholders (except for an acceptance condition set at 80 percent of the nominal value of the Cooper shares to which such offer relates and which are not already beneficially owned by Eaton) as those which would apply in relation to the scheme, among other requirements.

Background of the Transaction

The Cooper board of directors has on an ongoing basis discussed the long-term strategy of Cooper and strategic opportunities that might be available to improve the long-term competitive position of Cooper and enhance shareholder value, including additional investments in new growth opportunities, potential acquisitions and joint ventures, as well as the possible sale of Cooper. Major competitors of Cooper in the worldwide electrical equipment industry are extremely large enterprises with global operations. In recent years, major electrical industry participants have been increasing their scale and geographic scope, including through acquisitions, and the board of directors and management of Cooper believe this trend will continue because size and global reach offer competitive advantages in this industry. Accordingly, for the past several years, Cooper has sought to increase its scale, access to technology and global reach, principally through acquisitions, and also has considered the desirability of a business combination transaction with or sale to a large electrical equipment industry participant. In this regard, representatives of Cooper have held discussions from time to time with representatives of other companies in the industry, including Eaton, regarding a range of potential transactions, including possible acquisitions, a possible sale of or other business combination involving Cooper and other strategic opportunities.

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Over the last decade, Eaton has frequently publicly stated its strong interest in growing its electrical, hydraulics and aerospace businesses. This is evidenced by the many acquisitions in these business segments that Eaton has completed in recent years, including Powerware, Argo-Tech, The Moeller Group, Phoenixtec Power Co., and more recently Polimer Kauçuk. Eaton has been interested in acquisitions of size and scale that would materially alter the mix of its businesses to conform with its stated strategic growth objectives. The approach by Cooper in 2012 offered Eaton a timely opportunity to advance significantly these strategic priorities.

Following an initial conversation on May 3, 2010 between Kirk S. Hachigian, the Chairman, President and Chief Executive Officer of Cooper, and Alexander M. Cutler, the Chairman and Chief Executive Officer of Eaton, regarding a potential strategic transaction between the two companies, Cooper and Eaton periodically discussed combining their businesses in a stock-for-stock acquisition by Eaton from May through August of 2010. In connection with those discussions, Cooper and Eaton entered into a confidentiality agreement dated August 9, 2010, but the parties did not reach agreement on the terms of a potential business combination due to the parties inability to reach agreement on the relative valuation of the two companies. Nonetheless, the board of directors and management of Cooper continued to believe that the businesses of Cooper and Eaton were complementary and that combining them would create an enterprise that would be a more effective competitor in the electrical equipment industry throughout the world.

In October 2010 Cooper and another industry participant, which is referred to as Company A, had discussions regarding possible ways in which Cooper and Company A could increase sales of products to each other. These discussions arose out of ordinary course commercial dealings between the companies. Those discussions did not result in an agreement on any significant new commercial arrangements, although Cooper and Company A continued to sell products to each other in the ordinary course of business.

In October 2011 at the request of Company A, representatives of Company A met in Houston, Texas with Mr. Hachigian and Bruce M. Taten, Senior Vice President, General Counsel and Chief Compliance Officer of Cooper. During this meeting, the participants discussed possible ways in which Cooper and Company A could increase sales of products to each other and discussed generally information related to the product offerings and performance of various Cooper business units.

In November 2011 Company A requested a series of meetings with members of the management of Cooper s various business units to discuss possible ways in which Cooper and Company A could increase sales of products to each other. Cooper responded that it would require the execution of a mutual confidentiality agreement to continue such discussions. Although Cooper and Company A engaged in negotiations regarding the terms of a mutual confidentiality agreement through February 2012, the parties were unable to agree on the inclusion of standstill provisions in such agreement and thus did not enter into a mutual confidentiality agreement.

In December 2011 a representative of another industry participant, which is referred to as Company B, met with members of the board of directors of Cooper as well as Mr. Hachigian, David A. Barta, Cooper s Senior Vice President and Chief Financial Officer, Mr. Taten and Heath B. Monesmith, Cooper s Vice President, Human Resources, to discuss a possible business combination transaction between Cooper and Company B, which would be structured as a stock-for-stock transaction not intended to provide a meaningful acquisition premium, as outlined in a term sheet sent by Cooper to Company B the previous month. These discussions arose out of ordinary course commercial dealings between the companies. Discussions between Company B and Cooper continued for several months. Those discussions did not, however, result in an agreement on the terms of a potential business combination because the parties were unable to agree on the exchange ratio for the proposed stock-for-stock transaction and the governance of the combined company.

Also in December 2011 Mr. Hachigian had discussions with another industry participant, which is referred to as Company C, regarding the possibility of Cooper and Company C selling their products through each other s distribution channels. These discussions arose out of ordinary course commercial dealings between the companies. During these discussions, Company C indicated that it was not interested in pursuing an acquisition of Cooper.

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During the time period between termination of discussions in 2010 and the approach by Cooper in February 2012, there were no discussions between Eaton and Cooper concerning a potential transaction.

On February 13 and 14, 2012, the Cooper board of directors held a regularly scheduled meeting in Houston, Texas. During this meeting, Mr. Hachigian updated the Cooper board of directors concerning the discussions with Company A and Company B.

On February 14, 2012, Mr. Hachigian called Mr. Cutler to discuss a possible business combination between Eaton and Cooper, noting the recently announced agreement by ABB Ltd. to acquire Thomas & Betts Corporation. Mr. Hachigian believed that the industry was in the early stages of consolidation, that Eaton s product offerings were more complementary to Cooper s than those of other industry participants and that the earlier discussions between the companies should be revisited.

On February 22, 2012, at a regularly scheduled meeting of the Eaton board of directors, Mr. Cutler apprised the directors of his discussion with Mr. Hachigian. The Eaton board of directors expressed interest in exploring the possibility of a business combination between the two companies and authorized the management of Eaton to re-open discussions with Cooper regarding a possible transaction.

Following a number of discussions between Mr. Cutler and Mr. Hachigian, on February 29, 2012, Mr. Cutler indicated that Eaton may be interested in pursuing an acquisition of Cooper at a price representing a roughly 15% premium to Cooper s market value, with approximately two thirds of the consideration to be in Eaton shares and one third in cash.

On March 15 and 16, 2012, the Cooper directors participated in conference calls with Cooper s management and representatives of Goldman, Sachs & Co., Cooper s financial advisor in connection with the transaction, and Wachtell, Lipton, Rosen & Katz, Cooper s legal advisor in connection with the transaction. During these calls, Mr. Hachigian discussed Cooper s strategy and long-range financial forecast, as well as the expression of interest from Eaton. In addition, presentations were given by Goldman Sachs and Wachtell Lipton. The consensus of the directors was that management should act to further develop a potential acquisition proposal from Eaton and should ascertain whether Company A would be interested in pursuing an acquisition of Cooper.

On March 18, 2012, Messrs. Hachigian and Cutler again discussed a potential transaction, and Mr. Hachigian indicated that the Cooper board of directors believed that a 15% premium to the then-current Cooper share price was inadequate but suggested that it was possible that Cooper would be interested in a sale transaction with a higher premium.

On March 20, 2012, at Company A s request, Mr. Hachigian met with a representative of Company A. At this meeting, the representative of Company A suggested an acquisition of several of Cooper s businesses, although price was not discussed. In response, Mr. Hachigian indicated, in accordance with the consensus expressed by the directors, that if Company A were interested in pursuing an acquisition of Cooper, it should express that interest.

On March 23, 2012, the Eaton board of directors had a special telephonic meeting. Mr. Cutler updated the Eaton board of directors on his discussions with Mr. Hachigian concerning Eaton s expression of interest. The Eaton board of directors authorized Eaton management to continue discussions with Cooper based on the terms communicated by Mr. Cutler to Mr. Hachigian on February 29.

On March 26, 2012, Mr. Cutler contacted Mr. Hachigian to express Eaton s need to understand more about Cooper s corporate and tax structure in order to further evaluate the terms of a potential transaction. As a result of this conversation, on March 29 and 30, 2012, John S. Mitchell, Eaton s Senior Vice President Taxes, Patricia L. Hennis, Eaton s Vice President Federal Tax Strategy and Eaton s outside tax advisor met with John B. Reed, Cooper s Vice President, Taxes and Messrs. Barta and Taten of Cooper in Houston, Texas for purposes of conducting due diligence with respect to tax matters.

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On March 30, 2012, Mr. Hachigian suggested to a representative of Company A that they continue their discussions regarding a combination of certain of their businesses to determine whether there was a transaction of mutual interest that could be accomplished.

On April 5, 2012, the Eaton board of directors held a special telephonic meeting to discuss further a possible acquisition of Cooper. At the meeting, Eaton management answered questions from the directors on a number of topics, including the strategic rationale of the potential acquisition, including with respect to enhanced operating efficiencies, the penetration of new, emerging markets and the expansion of Eaton s market participation upstream into utility applications and downstream into the management of a variety of electrical loads, the complementary nature of Eaton s and Cooper s businesses, including with respect to the strategic fit between the two companies product offerings, and certain financial aspects of a potential transaction, including with respect to the potential synergies resulting from the transaction and Eaton s likely credit rating following a transaction and certain governance aspects of a potential transaction, including the composition of Eaton s board of directors following a transaction.

After the Eaton board meeting on April 5, 2012, Mr. Cutler sent a letter to Mr. Hachigian setting forth a proposal for the acquisition of Cooper. The letter proposed aggregate consideration of $74.00 per Cooper share, consisting of $32.55 in cash and $41.45 per share in newly issued Eaton common stock. The letter further stated that the number of Eaton shares to be delivered to Cooper shareholders would be determined pursuant to a fixed ratio based on the price for Eaton common stock in an unspecified period preceding the announcement of the transaction. (The closing prices per share of Cooper ordinary shares and Eaton common shares on April 5, 2012 were $62.13 and $48.00, respectively.) The letter stated that Eaton s proposal assumed that the transaction will be structured such that the surviving parent entity would be incorporated outside the United States. The decision that the parent company would have a non-United States location was made because the transaction was not economically feasible without incorporation outside the United States due to material competitive advantages currently enjoyed by Cooper as a result of its non-United States incorporation. Amongst those advantages are greater flexibility and lower cost of cash management, an enhanced ability to grow faster through organic growth and acquisitions, as well as a lower worldwide effective tax rate.

Loss of these existing Cooper competitive advantages would have caused a large dis-synergy that would have prevented the acquisition from occurring. The same issue arose in the parties discussions concerning a possible combination in 2010 and consideration of this general framework continued in the parties discussions in 2012. It was determined early in those discussions that the new entity would have to be incorporated outside the United States. It was ultimately concluded that incorporating in Ireland would provide the combined entities with enhanced global cash management and flexibility and associated financial benefits, including increased global liquidity and free global cash flow among the various entities of the combined enterprise without negative tax effects. Eaton also considered all the requirements of section 7874 of the Code, including the requirement that former stockholders of Eaton own less than 80%, by vote and value, of the stock of New Eaton, as well as other applicable laws. In addition, the letter requested that Cooper enter into an exclusivity agreement with Eaton. The letter also stated that Eaton was prepared to recommend that two members of the Cooper board of directors join the Eaton board of directors upon closing of the transaction. Following receipt of this letter, Mr. Hachigian had a series of conversations regarding Eaton s proposal with other members of the board of directors of Cooper. The consensus of the directors was that the companies appeared to be a good strategic fit; that enhanced scale would benefit Cooper and better position it to compete against other larger competitors; and Cooper management should continue to pursue and develop a transaction with Eaton, but should seek to improve the price to be received by Cooper shareholders.

On April 6, 2012, Mr. Hachigian and Mr. Cutler had a discussion regarding Eaton s proposal. During this discussion, Mr. Hachigian requested that Eaton raise its proposed price. Mr. Cutler responded that he believed the proposal fully valued Cooper and that Eaton was unwilling to increase the price. Mr. Hachigian and Mr. Cutler also discussed Eaton s request for exclusivity, though no agreement was reached with respect to that request.

On April 6, 2012, Mr. Cutler sent to Mr. Hachigian a list of due diligence requests.

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On April 9, 2012, the Cooper board of directors had a special telephonic meeting. During this meeting, Mr. Hachigian reviewed strategic considerations, including Cooper s alternatives for enhancing shareholder value, and updated the Cooper board of directors on the status of discussions with Eaton and Company A. During this discussion, the participants in this meeting expressed their view that Eaton s strategic fit with Cooper appeared strong; that a transaction with Eaton would enable Cooper to increase the scale of its operations and to thereby achieve an important goal; that it was unlikely that other industry participants would pursue an acquisition of or business combination with Cooper on terms more favorable than those being proposed by Eaton, based on Cooper s interactions with those other companies; that, based on the discussions it had engaged in and its view of the other companies in the electrical equipment industry, Cooper was unlikely to be able to appreciably increase its scale in the foreseeable future through acquisitions at attractive valuations; and that the Eaton proposal was sufficiently attractive to merit engaging in more serious negotiation and further development. In addition, presentations were given at this meeting by representatives of Goldman Sachs and Wachtell Lipton.

On April 10, 2012, representatives of Simpson Thacher & Bartlett LLP, Eaton s legal advisor in connection with the transaction, had a discussion with representatives of Wachtell Lipton. During this discussion, the representatives of Simpson Thacher and Wachtell Lipton discussed the process of negotiating and documenting the transaction, including requirements of the Irish Takeover Rules. They also discussed Eaton s request for exclusivity, though no agreement was reached with respect to that request.

On April 12, 2012, Mr. Cutler, Richard H. Fearon, Eaton s Vice Chairman and Chief Financial and Planning Officer, Mark M. McGuire, Eaton s Executive Vice President and General Counsel, Thomas S. Gross, Eaton s Vice Chairman and Chief Operating Officer Electrical Sector, and Cynthia K. Brabander, Executive Vice President and Chief Human Resources Officer, met with Messrs. Hachigian, Barta, Taten and Monesmith of Cooper in Houston, Texas for purposes of conducting due diligence as to various matters.

On April 17, 2012, Mr. Hachigian and Mr. Taten met with representatives of Company A as a follow-up to the prior discussions, as they had agreed to do several weeks earlier. The representatives of Company A proposed an exchange of selected businesses only. In furtherance of the direction of the Cooper board of directors, Mr. Hachigian again informed Company A that, if they had an interest in pursuing an acquisition of Cooper, it should express that interest. During this discussion, the representatives of Company A indicated that it would prefer an acquisition of only certain of Cooper s businesses, rather than acquiring Cooper as a whole.

On April 22 and 23, 2012, the board of directors of Cooper held a regularly scheduled meeting in Ireland. During this discussion, members of management and of the board of directors of Cooper reviewed the status of the discussions with Eaton and with Company A. The Cooper board of directors believed that Company A s proposal to exchange certain of Cooper s businesses for businesses of Company A was not attractive for financial, operational and strategic reasons. In this regard, the Cooper board of directors held the view that Company A s proposal involved an exchange of higher margin (but lower revenue) businesses of Cooper for lower margin (but higher revenue) businesses of Party A; that at least one of the major businesses to be transferred to Cooper had unattractive prospects; and that Cooper s mix of businesses following the proposed exchange would not be as complementary, and would not be perceived by financial markets as favorably, as the current configuration of Cooper s businesses. The Cooper board of directors authorized Cooper management to continue discussions with Eaton concerning a possible acquisition of Cooper by Eaton.

On April 23, 2012, Mr. Mitchell and Ms. Hennis of Eaton, Mary E. Huber, Eaton s mergers and acquisitions counsel, and Eaton s outside tax advisor met with Messrs. Reed and Monesmith of Cooper in Houston, Texas for purposes of conducting due diligence with respect to tax matters. Over the course of the following weeks, additional diligence discussions occurred between members of Eaton and Cooper management and their outside advisors.

On April 24, 2012, representatives of Simpson Thacher had a discussion with representatives of Wachtell Lipton, during which they discussed the preparation of transaction documentation and other aspects of the transaction negotiation process. During this call, the representatives of Simpson Thacher indicated that Eaton

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expected the ultimate parent entity resulting from the transaction to be organized under the laws of Ireland, and that the transaction would involve the acquisition by that entity of Cooper by means of a scheme of arrangement and of Eaton by means of a merger.

On April 25, 2012, the board of directors of Eaton held a regularly scheduled meeting in Cleveland, Ohio. At this meeting, members of management made several presentations regarding various aspects of the potential transaction, including with respect to the business and financial performance of Cooper, the strategic rationale for the potential transaction, the proposed structure of the potential transaction and certain financing and valuation matters regarding the potential transaction. Representatives of Simpson Thacher reviewed with the Eaton board of directors its fiduciary duties under applicable law and other legal considerations related to a potential transaction.

Between May 1 and May 3, 2012, Mr. Cutler and Mr. Hachigian exchanged emails regarding the timing and process of reaching agreement with respect to the transaction. Mr. Cutler and Mr. Hachigian concurred as to the importance of completing the process expeditiously, including because under the Irish Takeover Rules a leak could require premature public disclosure of the parties discussions.

On May 3, 2012, representatives of Goldman Sachs and representatives of Morgan Stanley and Citi, Eaton s financial advisors in connection with the transaction, informed a representative of the Irish Takeover Panel that Cooper and Eaton were having discussions concerning a possible acquisition of Cooper by Eaton.

On May 3, 2012, Wachtell Lipton delivered to Simpson Thacher drafts of the transaction agreement, the expenses reimbursement agreement and the conditions appendix.

On May 4, 2012, Mr. Hachigian informed Company A that the Cooper board of directors was not interested in pursuing Company A s proposal with respect to an asset exchange, though there was an interest in working on a partnership with respect to one of Cooper s lines of business in which Company A also participates.

During the week of May 7, 2012, representatives of Eaton informed representatives of Cooper about Eaton s discussions with credit rating agencies regarding their possible reactions to the transaction.

On May 10, 2012, Simpson Thacher delivered to Wachtell Lipton revised drafts of the transaction agreement, the expenses reimbursement agreement and the conditions appendix.

On May 14, 2012, Messrs. Barta and Taten of Cooper and representatives of Goldman Sachs had a discussion with Mr. Fearon, Billie K. Rawot, Eaton s Senior Vice President and Controller and Michael C. Chambers, Manager, Eaton s Corporate Development and Planning and representatives of Morgan Stanley and Citi regarding due diligence with respect to Eaton and the potential benefits of the transaction.

On May 14, 2012, a representative of Company A contacted Mr. Hachigian and indicated that Company A would also consider a revised proposal involving the contribution of assets of Company A in exchange for the issuance to Company A of shares in Cooper. On May 15, 2012, Mr. Hachigian had a discussion with representatives of Company A regarding its revised proposal. The representatives of Company A proposed exchanging one of Company A s businesses for a combination of Cooper shares and cash, or a combination of Cooper shares and assets, such that Company A would become a significant minority shareholder in Cooper.

On May 14, 2012, Wachtell Lipton delivered to Simpson Thacher revised drafts of the transaction agreement, the expenses reimbursement agreement and the conditions appendix. Also on this day, Wachtell Lipton had a discussion with Simpson Thacher regarding Eaton s anticipated financing of the transaction, including the 364-day bridge loan credit agreement, the treatment of existing Cooper and Eaton debt in the transaction and the requirement under Irish law that resources be available to Eaton which would be sufficient to satisfy in full the cash consideration payable pursuant to the scheme.

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On May 14, 2012, Mr. Cutler contacted Mr. Hachigian to discuss the status of certain issues relating to the Irish Takeover Panel and potential methods of determining the exchange ratio for the share component of the consideration to be paid to Cooper shareholders, although no agreement was reached.

Starting on May 15, 2012 and continuing until execution of the transaction documentation on May 21, 2012, representatives of Wachtell Lipton and representatives of Simpson Thacher negotiated the terms of the proposed transaction documentation and each received input during the negotiation from their respective Irish co-counsel. The issues discussed in connection with these negotiations included the ability of each party s board to change its recommendation with respect to the transaction, the ability of Cooper to terminate the merger agreement to enter into an agreement with respect to a superior proposal and the ability of Eaton to match such superior proposal, the definition of material adverse effect, covenants and closing conditions relating to regulatory approvals, the treatment of Cooper equity awards and employment compensation issues and the events that would trigger payment of a termination fee or expense reimbursement. Also during this process, the parties stayed in contact with the Irish Takeover Panel and raised issues with and received responses from the Irish Takeover Panel.

In addition to the negotiation of transaction documentation, during the week of May 14, 2012, representatives of Eaton held numerous discussions with representatives of Cooper regarding certain due diligence matters with respect to Eaton and Cooper.

On May 17 and 18, 2012, Mr. Hachigian, Mr. Cutler and Mr. Fearon had a series of negotiations regarding the pricing of the proposed transaction. The parties negotiations sought to address the effects of the decline in the trading price of Eaton (approximately 11.5% since April 5, 2012, based on the closing prices on April 5, 2012 and May 17, 2012). During the same period, Cooper s trading price had declined approximately 9.3% (comparing the closing prices on April 5, 2012 and May 17, 2012). During these negotiations, after the close of trading on the New York Stock Exchange on May 18, 2012, Mr. Cutler and Mr. Fearon proposed increasing the cash portion of the proposed consideration and reducing the share portion of the consideration, resulting in a proposed price of $39.15 in cash and 0.761 of a share of New Eaton for each Cooper share.

On May 18, 2012, the Cooper board of directors held a special meeting in Toronto, Ontario, Canada, together with members of Cooper s senior management and Goldman Sachs, Wachtell Lipton and Arthur Cox, Cooper s Irish legal advisor in connection with the proposed transaction, to consider the proposed transaction. Management discussed the strategic rationale of the proposed transaction, Cooper s alternative of continuing as an independent company and pursuing growth by acquisitions, and the potential interest in a transaction with Cooper by the other significant industry participants. Representatives of Goldman Sachs reviewed the financial terms and provided a financial analysis of the proposed transaction. Representatives of Wachtell Lipton and Arthur Cox reviewed with the Cooper board of directors its fiduciary duties under Irish law and its obligations under the Irish Takeover Rules and described to the Cooper board of directors the draft transaction agreement and expenses reimbursement agreement and Rule 2.5 announcement, including the expenses reimbursement provisions, reverse termination fees, regulatory covenants, closing conditions, non-solicitation provisions, treatment of equity awards, employee benefits provisions and expected composition of the board of directors of New Eaton, and addressed various other issues and related matters. At this meeting, the directors expressed their view that a combination with Eaton would create an enterprise that is a more effective competitor in the electrical equipment industry throughout the world, and their expectation that the combination would produce benefits for Cooper s shareholders which exceed what could be achieved by Cooper as an independent company, notwithstanding Cooper s strong historical performance and the directors confidence in Cooper s ability to continue delivering excellent results for its shareholders. As part of their deliberations, the directors considered their familiarity with other potential strategic opportunities available to Cooper, based on discussions Cooper has had with other companies in its industry. In particular, the directors considered that the discussions with Company A over several years did not result in any proposal to acquire Cooper or any other proposal that they viewed as more attractive than Eaton s proposal; that the prior discussions with Companies B and C did not result in any agreement on a potential transaction or any proposal that the directors considered to merit further

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development; and that a transaction with Eaton would accelerate Cooper s strategy of achieving size and scale. The Cooper board of directors also discussed their view that the financial terms proposed by Eaton ($39.15 in cash and 0.761 of a share of New Eaton) reflected the recent turmoil in global financial markets, which had resulted in broad declines in equity trading prices, and directed Mr. Hachigian to seek to obtain an increase in the proposed transaction consideration and directed senior management of Cooper and Cooper s advisors to continue to negotiate the terms of the transaction documentation. The meeting was then adjourned and scheduled to be reconvened telephonically on the evening of May 20, 2012.

On the morning of May 19, 2012, Mr. Hachigian spoke to Mr. Cutler. After discussion, Mr. Cutler and Mr. Hachigian agreed to recommend to their respective boards of directors a price of $39.15 in cash and 0.77479 New Eaton shares per Cooper share, which had an implied value of $72.00 per Cooper share based on the closing price of Eaton s shares on May 18, 2012, subject to agreement on the remaining terms of the definitive documentation. Mr. Cutler and Mr. Hachigian also agreed that, subject to approval by their respective boards of directors, the parties would aim to complete the definitive documentation in time to announce the transaction prior to the open of trading in the United States on May 21, 2012.

On May 20, 2012, the Cooper board of directors reconvened telephonically the meeting that had been adjourned on May 18, 2012. At this meeting, representatives of Goldman Sachs reviewed the financial terms of the revised proposal from Eaton and provided an update of the financial analyses provided to the Cooper board on May 18, 2012. Representatives of Wachtell Lipton provided to the Cooper board of directors an update as to the terms of the draft transaction documentation that had changed since the terms were reviewed with the board on May 18, 2012. Goldman Sachs delivered to the Cooper board of directors an oral opinion, which opinion was subsequently confirmed in writing on May 21, 2012, to the effect that, as of that date and based upon and subject to the factors and assumptions set forth therein, the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the transaction agreement, dated May 21, 2012, was fair from a financial point of view to such holders. The full text of the written opinion of Goldman Sachs, dated May 21, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex G to this joint proxy statement/prospectus.

After considering the proposed terms of the transaction agreement, expenses reimbursement agreement and Rule 2.5 announcement and the various presentations of its legal and financial advisors, and taking into consideration the matters discussed during that meeting and prior meetings of the board and prior discussions with management, including the factors described under *Recommendation of the Cooper Board of Directors and Cooper s Reasons for the Transaction,* the Cooper board of directors unanimously determined that the transaction agreement and the transactions contemplated thereby, including the scheme, were fair to and in the best interests of Cooper and its shareholders and that the terms of the scheme were fair and reasonable, approved the transaction agreement and resolved to recommend that the Cooper shareholders vote in favor of the scheme.

On May 20, 2012, the Eaton board of directors held a special meeting in Cleveland, Ohio together with members of Eaton s senior management and Morgan Stanley, Citi, Simpson Thacher and A&L Goodbody, Eaton s Irish legal advisor in connection with the proposed transaction, to consider the proposed transaction. Management discussed the status of the negotiations with Cooper, certain financial aspects of the transaction, including with respect to Eaton s proposed debt financing, the final results of Eaton s due diligence review of Cooper and some of the material corporate governance similarities and differences between Ohio law and Irish law. Simpson Thacher reviewed with the Eaton board of directors its fiduciary duties under applicable law and described to the Eaton board of directors the draft transaction agreement and expenses reimbursement agreement and Rule 2.5 announcement, including the expenses reimbursement provisions, reverse termination fees, regulatory covenants, closing conditions, non-solicitation provisions, treatment of equity awards, employee benefits provisions, and expected composition of the board of directors of New Eaton and the responsibilities of the directors of New Eaton under Irish law and addressed various other issues and related matters. Representatives of Citi and Morgan Stanley reviewed the financial terms and provided a financial analysis of the proposed

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transaction. Each of Citi and Morgan Stanley delivered to the Eaton board of directors an oral opinion, which opinion was subsequently confirmed in writing, to the effect that, as of such date, the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition) as provided for in the transaction agreement, dated May 21, 2012, was fair, from a financial point of view, to the Eaton shareholders. The full text of the written opinions of Citi and Morgan Stanley, dated May 20, 2012, which contain assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken, in connection with the opinions, are attached as Annexes F and E, respectively, to this joint proxy statement/prospectus.

After considering the proposed terms of the transaction agreement, expenses reimbursement agreement and Rule 2.5 announcement and the various presentations of its legal and financial advisors, and taking into consideration the matters discussed during that meeting and prior meetings of the board and prior discussions with management, including the factors described under *Recommendation of the Eaton Board of Directors and Eaton s Reasons for the Transaction,* the Eaton board of directors unanimously determined that the transaction agreement and the transactions contemplated therein, including the merger, were advisable and in the best interests of Eaton and the Eaton shareholders, approved the transaction agreement and resolved to recommend that the Eaton shareholders adopt the transaction agreement.

In the morning of May 21, 2012, the Irish Takeover Panel approved the terms of the proposed expenses reimbursement agreement. Later that morning, Cooper and Eaton each executed the definitive transaction agreement and expenses reimbursement agreement. Shortly thereafter, Cooper and Eaton jointly issued the Rule 2.5 announcement.

On June 22, 2012, Eaton and Cooper entered into amendment no. 1 to the transaction agreement.

Recommendation of the Eaton Board of Directors and Eaton s Reasons for the Transaction

At its meeting on May 20, 2012, the Eaton board of directors unanimously approved the transaction agreement and determined that the terms of the acquisition will further the strategies and goals of Eaton. **The Eaton board of directors unanimously recommends that the shareholders of Eaton vote for the adoption of the transaction agreement and the approval of the merger and for the other resolutions at the Eaton special meeting.**

The Eaton board of directors considered many factors in making its determination that the terms of the merger and the acquisition are advisable, consistent with and in furtherance of, the strategies and goals of Eaton and recommending adoption of the transaction agreement by the Eaton shareholders. In arriving at its determination, the board of directors consulted with Eaton s management, legal advisors, financial advisors and other representatives, reviewed a significant amount of information, considered a number of factors in its deliberations and concluded that the transaction is likely to result in significant strategic and financial benefits to Eaton and its shareholders, including:

- enhanced operational cost efficiencies from opportunities to eliminate overlapping costs in both corporate and divisional operations, from the use of best practices of each company to drive greater efficiencies, and from realization of economies in purchasing due to the greater scale of New Eaton;

- incremental revenue opportunities through the leveraging of two leading industrial companies with complementary electrical technologies and product offerings;

- the acceleration of Eaton s long-term growth potential through greater exposure to faster growing end markets, as critical electrical power management technologies are in increasing demand as a result of the rising cost of electricity as well as the lack of reliable electricity supply in certain parts of the world;

- improved ability to service our customers through enhanced operating efficiencies and reliability and a fuller range of products and services;

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the diversification of Eaton s revenue and profit streams through the expansion of its market participation upstream into utility applications and downstream into the management of a variety of electrical loads, including lighting and wiring;

enhanced global cash management flexibility and associated financial benefits through the incorporation of New Eaton in Ireland;

the generation of approximately $375 million in expected annual pre-tax operating synergies, comprised of sales synergies and cost savings synergies, with approximately 80% of them realized by the third year. Eaton made the assessments of cost synergies based upon a detailed analysis of areas of overlap in the corporate functions and operations of Eaton and Cooper, incorporating Eaton s experiences with similar overlaps from prior acquisitions, as well as an analysis of savings based on Eaton s past experiences in realizing improved efficiencies in manufacturing from the use of tools and processes Eaton has deployed over the last decade and also efficiencies in sourcing as a result of the larger size of the combined enterprise. For the assessment of sales synergies, Eaton made the assessment based upon a detailed examination of areas in which additional sales opportunities were likely to be realized based upon knowledge of the marketplace, the benefits of the combined company being able to sell a broader product offering and Eaton s experience from prior acquisitions;

the generation by 2016 of approximately $160 million annually from global cash management and resultant tax benefits;

increased earnings and cash flow and better access to capital markets as a result of enhanced size and business line diversification;

the beneficial impact on the revenue mix of Eaton and the growth in Eaton s electrical capability (following the transaction, approximately 59% of New Eaton s revenue is expected to come from its electrical business, compared to approximately 45% in 2011);

added breadth to Eaton s global geographic exposure through an attractive EMEA business, strong position in the oil & gas industry, and complementary component and utility business in APAC; and

strengthened position to address long-term global requirements including an aging electrical grid, increasing spending on energy and infrastructure, and protecting people, equipment, and data.

These beliefs are based in part on the following factors that the Eaton board of directors considered:

the anticipated market capitalization, strong balance sheet, free cash flow, liquidity and capital structure of New Eaton;

the significant value represented by the expected increased cash flow and earnings improvement of New Eaton;

that Eaton s and Cooper s product lines and geographic scopes are complementary and do not present areas of significant overlap;

that, subject to certain limited exceptions, Cooper is prohibited from soliciting, participating in any discussion or negotiations, providing information to any third party or entering into any agreement providing for the acquisition of Cooper;

the limited number and nature of the conditions to Cooper s obligation to complete the transaction;

that Cooper must reimburse certain of Eaton s expenses in connection with the transaction in an amount up to 1% of the equity value of Cooper if the transaction agreement is terminated under the circumstances specified in the expenses reimbursement agreement;

the fact that the transaction is subject to the adoption of the transaction agreement by the Eaton shareholders;

the likelihood that the transaction will be completed on a timely basis;

its knowledge of the Eaton business, operations, financial condition, earnings, strategy and future prospects;

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its knowledge of the Cooper business, operations, financial condition, earnings, strategy and future prospects and the results of Eaton s due diligence review of Cooper;

the financial statements of Cooper;

the likelihood that Eaton would be able to obtain the necessary financing given the financing commitments from the commitment parties;

the current and prospective competitive climate in the industry in which Eaton and Cooper operate, including the potential for further consolidation;

the global cash management and resultant tax benefits to New Eaton as an Irish tax resident and corporation, the benefits of which would accrue to Eaton shareholders as shareholders of New Eaton;

the presentation and the financial analyses of Citi and Morgan Stanley and the opinion of each that, as of May 20, 2012, and based upon the various assumptions, considerations, qualifications and limitations set forth in its written opinion, the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger was fair from a financial point of view to such shareholders, in each case as more fully described in the section entitled *Opinions of Eaton s Financial Advisors* ; and

the current and prospective economic environment and increasing competitive burdens and constraints facing Eaton.

The Eaton board of directors weighed these factors against a number of uncertainties, risks and potentially negative factors relevant to the transaction, including the following:

the fixed exchange ratio will not adjust downwards to compensate for changes in the price of Eaton s common stock or Cooper s ordinary shares prior to the consummation of the transaction, and the terms of the transaction agreement do not include termination rights triggered by a decrease in the value of Cooper relative to the value of Eaton;

the restrictions on Eaton s operations until completion of the transaction which could have the effect of preventing Eaton from pursuing other strategic transactions during the pendency of the transaction agreement as well as taking a number of other actions relating to the conduct of its business without the prior consent of Cooper;

the adverse impact that business uncertainty pending completion of the transaction could have on the ability to attract, retain and motivate key personnel until the consummation of the transaction;

the risk of the provisions in the transaction agreement relating to the potential payment of a termination fee of $300 million under certain circumstances specified in the transaction agreement;

that Eaton is limited pursuant to Irish law to recovering its expenses from Cooper in an amount up to 1% of the equity value of Cooper if the transaction agreement is terminated under the circumstances specified in the expenses reimbursement agreement;

the challenges inherent in the combination of two business enterprises of the size and scope of Eaton and Cooper, including the possibility that the anticipated cost savings and synergies and other benefits sought to be obtained from the transaction might not be achieved in the time frame contemplated or at all or the other numerous risks and uncertainties which could adversely affect New Eaton s operating results;

the risk that the transaction might not be consummated in a timely manner or at all;

that failure to complete the transaction could cause Eaton to incur significant fees and expenses and could lead to negative perceptions among investors, potential investors and customers;

the transaction is expected to be taxable for U.S. federal income tax purposes to the Eaton shareholders;

the increased leverage of New Eaton compared to Eaton, which will result in interest payments and could negatively affect the combined business credit ratings, limit access to credit markets or make such access more expensive and reduce operational and strategic flexibility;

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the potential failure of Eaton to refinance the bridge loan on favorable terms; and

the risks of the type and nature described under the sections entitled *Risk Factors* and *Cautionary Statement Regarding Forward-Looking Statements*.

The Eaton board of directors concluded that the uncertainties, risks and potentially negative factors relevant to the transaction were outweighed by the potential benefits that it expected Eaton and the Eaton shareholders would achieve as a result of the transaction.

This discussion of the information and factors considered by the Eaton board of directors includes the principal positive and negative factors considered by the Eaton board of directors, but is not intended to be exhaustive and may not include all of the factors considered by the Eaton board of directors. In view of the wide variety of factors considered in connection with its evaluation of the transaction, and the complexity of these matters, the Eaton board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the transaction and to make its recommendations to the Eaton shareholders. Rather, the Eaton board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered. In addition, individual members of the Eaton board of directors may have given differing weights to different factors.

Recommendation of the Cooper Board of Directors and Cooper s Reasons for the Transaction

At its meeting on May 20, 2012, the members of Cooper s board of directors unanimously determined that the transaction agreement and the transaction contemplated thereby, including the scheme, were fair to and in the best interests of Cooper and Cooper s shareholders, and that the terms of the scheme were fair and reasonable. **The Cooper board of directors unanimously recommends that the shareholders of Cooper vote in favor of the scheme at the special court-ordered meeting and in favor of the scheme and other resolutions at the EGM.**

In evaluating the transaction agreement and the proposed transaction, Cooper s board of directors consulted with management, as well as Cooper s internal and outside legal counsel and its financial advisor, and considered a number of factors, weighing both perceived benefits of the transaction as well as potential risks in connection with the transaction.

Cooper s board of directors considered the following factors that it believes support its determinations and recommendations:

Aggregate Value and Composition of the Consideration

that the scheme consideration had an implied value per Cooper share of $72.00, based on the closing price of Eaton shares as of May 18, 2012 (the last trading day prior to announcement of the transaction), which value represented (i) a 29% premium to the closing price per Cooper share on the same date and exceeded the highest trading price ever achieved by Cooper and (ii) an enterprise value multiple of 12.9x Cooper s reported EBITDA for the 12 month period ended March 31, 2012, which the Cooper board of directors viewed as an attractive valuation relative to other transactions and peer comparisons;

that the equity component of the scheme consideration offers Cooper shareholders the opportunity to participate in the future earnings and growth of the combined company, while the cash portion of the scheme consideration provides Cooper shareholders with immediate certainty of value;

that the fixed exchange ratio provides certainty to the Cooper shareholders as to their pro forma percentage ownership of the combined company;

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Synergies and Strategic Considerations

- the potential for Cooper shareholders, as future New Eaton shareholders, to benefit to the extent of their interest in New Eaton from the expected synergies of the transaction;

- the perceived benefits of New Eaton being organized under the laws of Ireland, including significant global cash management flexibility of the combined company;

- the Cooper board s belief that Cooper s and Eaton s businesses are a strong strategic fit and that their complementary technologies and product offerings would result in operational cost efficiencies and incremental revenue opportunities in the industrial and commercial end-markets and allow the combined company to expand into utility power distribution and load management and lighting control;

- the Cooper board s expectation that the transaction would position the combined company to expand its geographic footprint and increase its exposure to attractive end markets and service opportunities and to better satisfy long-term customer global demands in fast-growing market segments and economies;

- the Cooper board s view that the shared core values of Cooper and Eaton, including those of safety, employee development, ethics, operational excellence, innovation and customer satisfaction, will assist in integration and operating the combined company post-consummation;

- the Cooper board s familiarity with and understanding of Cooper s business, results of operations, financial and market position, and its expectations concerning Cooper s future prospects;

- information and discussions with Cooper s management, in consultation with Goldman Sachs, regarding Eaton s business, results of operations, financial and market position, and Cooper s management s expectations concerning Eaton s future prospects, and historical and current share trading prices and volumes of Eaton shares;

- information and discussions regarding the benefits of size and scale, and expected credit profile, of the combined company and the expected pro forma effect of the proposed transaction;

Risks of Status Quo or Pursuing Other Strategic Alternatives

- the current and anticipated future structure and composition of the industry, and the pressures facing industry participants as a result of emerging-market, low-cost competitors and a consolidating customer base, and the risks to Cooper of functioning on a standalone basis in a consolidating, competitive industry, in which size and scale are increasingly significant in responding to challenges in technology and globalization;

- the Cooper board s ongoing evaluation of strategic alternatives for maximizing shareholder value over the long term, including senior management s standalone plan and Cooper s discussions from time to time with Eaton and other third parties regarding potential business combinations and strategic transactions with such parties, including acquisitions of various sizes, and the potential risks, rewards and uncertainties associated with such alternatives, and the Cooper board s belief that the proposed transaction with Eaton was the most attractive option available to Cooper shareholders;

Opinion of Financial Advisor

the opinion of Goldman Sachs to Cooper s board of directors that, as of May 21, 2012 and based upon and subject to the factors and assumptions set forth therein, the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the transaction agreement was fair from a financial point of view to such holders, together with the financial analyses presented by Goldman Sachs to Cooper s board of directors in connection with the delivery of the opinion, as further described under *Opinion of Cooper s Financial Advisor* ;

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Likelihood of Completion of the Transaction

the likelihood that the transaction will be consummated, based on, among other things:

- the closing conditions to the scheme and acquisition, including the fact that the obligations of Eaton are not subject to a financing condition;
- that Eaton has obtained committed debt financing for the transaction from reputable financing sources in accordance with the funds certain requirement of the Irish Takeover Rules;
- the commitment made by Eaton to cooperate and use all reasonable endeavors to obtain regulatory clearances, including under the HSR Act and the EC Merger Regulation, including to divest assets or commit to limitations on the businesses of Cooper and Eaton to the extent provided in the transaction agreement, as discussed further under *The Transaction Regulatory Approvals Required* ;
- the advice of Cooper s legal counsel concerning the likelihood that regulatory approvals and clearances necessary to consummate the transaction would be obtained;

Favorable Terms of the Transaction Agreement and Expenses Reimbursement Agreement

the terms and conditions of the transaction agreement and the expenses reimbursement agreement and the course of negotiations of such agreements, including, among other things:

- the ability of the Cooper board, under certain circumstances, to change its recommendation to Cooper shareholders concerning the scheme, as further described under *The Transaction Agreement Covenants and Agreements* ;
- the ability of the Cooper board to terminate the transaction agreement under certain circumstances, including to enter into an agreement providing for a superior proposal, subject to certain conditions (including certain rights of Eaton giving it the opportunity to match the superior proposal), as further described under *The Transaction Agreement Covenants and Agreements* ; and
- the Cooper board s belief that the expenses reimbursement payment to be made to Eaton upon termination of the transaction agreement under specified circumstances, which is capped at 1% of the equity value of Cooper, is not likely to significantly deter another party from making a superior acquisition proposal;

Cooper s board of directors also considered a variety of risks and other countervailing factors, including:

Taxable Transaction

that the scheme will be a fully taxable transaction for Cooper shareholders for U.S. federal income tax purposes;

Limitations on Cooper s Business Pending Completion of the Transaction

the restrictions on the conduct of Cooper s business during the pendency of the transaction, which may delay or prevent Cooper from undertaking business opportunities that may arise or may negatively affect Cooper s ability to attract and retain key personnel;

the terms of the transaction agreement that restrict Cooper s ability to solicit alternative business combination transactions and to provide confidential due diligence information to, or engage in discussions with, a third party interested in pursuing an alternative business combination transaction, as further discussed under *The Transaction Agreement Covenants and Agreements* ;

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Possible Disruption of Cooper s Business

- the potential for diversion of management and employee attrition and the possible effects of the announcement and pendency of the pending transaction on customers and business relationships;

Risks of Delays or Non-Completion

- the amount of time it could take to complete the transaction, including the fact that completion of the transaction depends on factors outside of Cooper s control, and that there can be no assurance that the conditions will be satisfied even if the scheme is approved by Cooper shareholders;

- the possibility of non-consummation of the transaction and the potential consequences of non-consummation, including the potential negative impacts on Cooper, its business and the trading price of its shares;

Uncertainties Following Completion

- the difficulty and costs inherent in integrating diverse, global businesses and the risk that the cost savings, synergies and other benefits expected to be obtained as a result of the transaction might not be fully or timely realized;

- the increased financial leverage that New Eaton is expected to have following consummation of the transaction, and the impact of that leverage on New Eaton; and

Other Risks

- the risks of the type and nature described under the sections entitled *Risk Factors* and *Cautionary Statement Regarding Forward Looking Statements*.

In considering the recommendation of the board of directors of Cooper, you should be aware that certain directors and officers of Cooper will have interests in the proposed transaction in addition to interests they might have as shareholders. See *Interests of Certain Persons in the Transaction* beginning on page [ ].

The Cooper board of directors concluded that the uncertainties, risks and potentially negative factors relevant to the transaction were outweighed by the potential benefits that it expected Cooper and the Cooper shareholders would achieve as a result of the transaction.

This discussion of the information and factors considered by the Cooper board of directors includes the principal positive and negative factors considered by the Cooper board of directors, but is not intended to be exhaustive and may not include all of the factors considered by the Cooper board of directors. In view of the wide variety of factors considered in connection with its evaluation of the transaction, and the complexity of these matters, the Cooper board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the transaction and to make its recommendations to the Cooper shareholders. Rather, the Cooper board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered. In addition, individual members of the Cooper board of directors may have given differing weights to different factors.

Opinions of Eaton s Financial Advisors

Eaton has retained Citi and Morgan Stanley as its financial advisors to advise the Eaton board of directors in connection with the transaction. Pursuant to Citi s and Morgan Stanley s engagement, Eaton requested Citi and Morgan Stanley to evaluate the fairness, from a financial point of view, to the Eaton shareholders of the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition of Cooper) as provided for in the

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transaction agreement, dated May 21, 2012 (which is referred to in this section *Opinions of Eaton s Financial Advisors* as the original transaction agreement). At the meeting of the Eaton board of directors on May 20, 2012, Citi and Morgan Stanley presented joint materials and each rendered its oral opinion, subsequently confirmed in writing, that as of such date and based upon and subject to the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken set forth therein, the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition of Cooper) as provided for in the original transaction agreement was fair, from a financial point of view, to the Eaton shareholders.

Opinion of Citigroup Global Markets Inc.

The full text of Citi s written opinion, dated May 20, 2012, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken by Citi in rendering its opinion, is attached to this joint proxy statement/prospectus as Annex F and is incorporated into this joint proxy statement/prospectus by reference in its entirety. The summary of Citi s opinion is qualified in its entirety by reference to the full text of the opinion. Citi s opinion, the issuance of which was approved by Citi s internal fairness committee, was provided to the Eaton board of directors in connection with its evaluation of the proposed transactions contemplated by the original transaction agreement and was limited to the fairness, from a financial point of view, as of the date of the opinion, to the Eaton shareholders of the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition of Cooper) as provided for in the original transaction agreement. Citi s opinion does not address any other aspect of the transaction, including the tax consequences of the transaction to Eaton, Cooper or New Eaton or the shareholders of Eaton or Cooper, the underlying business decision of Eaton to effect the transaction, the relative merits of the transaction as compared to any alternative business strategies that might exist for Eaton or the effect of any other transactions in which Eaton may engage, and does not constitute a recommendation to the stockholders of Eaton or stockholders of Cooper as to how to vote at any stockholders meetings held in connection with the transaction and expresses no opinion as to what the value of New Eaton shares actually will be when issued or the price at which New Eaton shares will trade at any time. The following is a summary of Citi s opinion and the methodology that Citi used to render its opinion.

In arriving at its opinion, Citi, among other things:

- reviewed drafts of the original transaction agreement, the expenses reimbursement agreement and the Rule 2.5 Announcement, each dated as of May 20, 2012;
- held discussions with certain senior officers, directors and other representatives and advisors of Eaton and certain senior officers and other representatives and advisors of Cooper concerning the business, operations and prospects of Cooper and Eaton;
- examined certain publicly available business and financial information relating to Cooper and Eaton as well as information relating to the potential strategic implications and operational benefits (including tax benefits and cost and revenue synergies and related expenses and the amount, timing and achievability thereof) estimated by the management of Eaton to result from the transaction;
- examined certain publicly available financial forecasts prepared by certain research analysts concerning the business and financial prospects, including median analyst estimates of 2012 to 2014 projections of revenue, earnings before interest, taxes, depreciation and amortization (EBITDA), depreciation and amortization, tax rate, capital expenditures as a percentage of sales and increases in working capital as a percentage of sales, of Cooper and Eaton;
- reviewed the financial terms of the transaction as set forth in the original transaction agreement in relation to, among other things: current and historical market prices and trading volumes of Cooper shares and Eaton shares; the historical and projected earnings (based on publicly available financial

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forecasts, as applicable) and other operating data of Cooper and Eaton; and the capitalization and financial condition of Cooper and Eaton;

considered, to the extent publicly available, the financial terms of certain other transactions which Citi considered relevant in evaluating the transaction;

analyzed certain financial, stock market and other publicly available information relating to the businesses of other companies whose operations Citi considered relevant in evaluating those of Cooper and Eaton;

evaluated certain pro forma financial effects of the transaction on Eaton based on information provided to Citi by the management of Eaton; and

conducted such other analyses and examinations and considered such other information and financial, economic and market criteria as Citi deemed appropriate in arriving at its opinion.

The issuance of Citi s opinion was authorized by Citi s fairness committee.

In rendering its opinion, Citi assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data publicly available or provided to or otherwise reviewed or discussed with Citi. With respect to certain potential pro forma financial effects of, and strategic implications and operational benefits resulting from, the transaction (including tax benefits and cost and revenue synergies), provided to or otherwise reviewed by or discussed with Citi, Citi assumed, at the direction of the Eaton board of directors, that such information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of Cooper and Eaton as to such financial effects, strategic implications and operational benefits and the other matters covered thereby. At the direction of the Eaton board of directors, Citi assumed that publicly available financial forecasts prepared by certain research analysts concerning the business and financial prospects, including median analyst estimates of 2012 to 2014 projections of revenue, EBITDA, depreciation and amortization, tax rate, capital expenditures as a percentage of sales and increases in working capital as a percentage of sales, of Cooper and Eaton, were a reasonable basis upon which to evaluate the business and financial prospects of Cooper and Eaton and relied on such analyses, estimates and forecasts for purposes of its analyses and opinion. With Eaton s consent, Citi expressed no view as to any such analyses, estimates or forecasts or the assumptions on which they were based.

Citi did not make, and was not provided with, an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of Cooper nor did Citi make any physical inspection of the properties or assets of Cooper. Citi assumed, with Eaton s consent, that the transaction will be consummated in accordance with the terms of the transaction documents reviewed by Citi, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the transaction, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on New Eaton or the contemplated benefits to New Eaton of the transaction, including, without limitation, the availability of cash resources to New Eaton to satisfy the cash consideration to be paid in connection with the acquisition of Cooper. With the consent of Eaton, Citi did not provide any tax, accounting, legal or regulatory advice in connection with the transaction, including, without limitation, advice with respect to the tax consequences to Eaton, Cooper or New Eaton or the shareholders of Eaton or Cooper, of the transaction and any related pre- or post-transaction restructuring transactions, or the effect of the transaction or any such restructuring transactions on the operating tax liabilities or effective tax rate of New Eaton, and Citi relied on the assessments made by Eaton and its advisors with respect to such matters.

Citi expressed no view as to, and Citi s opinion did not address, the underlying business decision of Eaton to effect the transaction, the relative merits of the transaction (including, without limitation, the structure of the transaction and the tax consequences thereof) as compared to any alternative business strategies that might exist for Eaton or the effect of any other transactions in which Eaton might engage. Citi expressed no opinion as to what the value of the New Eaton shares actually will be when issued in accordance with the exchange ratio pursuant to the transaction or the price at which the New Eaton shares will trade at any time. Furthermore, Citi

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expressed no view as to, and Citi s opinion did not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the transaction, or any class of such persons, relative to the exchange ratio. Citi s opinion was necessarily based upon information available to it, and financial, stock market and other conditions and circumstances existing, as of the date of its opinion and Citi assumed no obligation to update, revise or reaffirm its opinion based on changes to such conditions and circumstances occurring after May 20, 2012. Citi expressed no opinion or view as to any potential effects of the unusual volatility in the credit, financial and stock markets on Eaton, Cooper or the contemplated benefits of the transaction.

Opinion of Morgan Stanley & Co. LLC

The full text of Morgan Stanley s written opinion, dated May 20, 2012, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the scope of the review undertaken by Morgan Stanley in rendering its opinion, is attached to this joint proxy statement/prospectus as Annex E and is incorporated into this joint proxy statement/prospectus by reference in its entirety. The summary of Morgan Stanley s opinion is qualified in its entirety by reference to the full text of the opinion. You are urged to, and should, read the opinion carefully and in its entirety. Morgan Stanley s opinion was directed to the Eaton board of directors in connection with its evaluation of the proposed transaction and was limited to the fairness, from a financial point of view, as of the date of the opinion, to the Eaton shareholders of the exchange ratio of one New Eaton ordinary share for each outstanding Eaton share (other than Eaton shares held by Eaton) in connection with the merger (taking into account the acquisition of Cooper) as provided for in the original transaction agreement. Morgan Stanley s opinion does not address any other aspect of the transaction, including the underlying business decision of Eaton to effect the transaction, the relative merits of the transaction as compared to any alternative business strategies that might exist for Eaton or the effect of any other transactions in which Eaton may engage, and does not constitute a recommendation to the stockholders of Eaton or stockholders of Cooper as to how to vote at any stockholders meetings held in connection with the transaction and expresses no opinion as to what the value of New Eaton shares actually will be when issued or the price at which New Eaton shares will trade at any time. The following is a summary of Morgan Stanley s opinion and the methodology that Morgan Stanley used to render its opinion.

In connection with rendering its opinion, Morgan Stanley, among other things:

- reviewed certain publicly available financial statements and other business and financial information of Cooper and Eaton, respectively;

- reviewed certain publicly available financial projections concerning the business and financial prospects of Eaton prepared by certain research analysts, including (i) estimates of revenue, earnings before interest, taxes, depreciation and amortization (EBITDA), earnings before interest and taxes (EBIT), tax rate based on the median of ranges of the surveyed research reports for 2012 through 2014, (ii) EPS estimates based on the median of ranges of I/B/E/S consensus estimates as of May 9, 2012 for 2012 through 2014 and (iii) cash flow and balance sheet estimates based on available research analyst estimates;

- reviewed certain publicly available financial projections concerning the business and financial prospects of Cooper prepared by certain research analysts, including (i) estimates of revenue, EBITDA, EBIT, net interest expense and tax rate based on the median of ranges of the surveyed research reports for 2012 through 2014, (ii) EPS estimates based on the median of ranges of I/B/E/S consensus estimates as of May 9, 2012 for 2012 through 2014 and (iii) cash flow and balance sheet estimates based on available research analyst estimates;

- reviewed information relating to certain strategic, financial, tax and operational benefits anticipated from the transaction, prepared by the managements of Eaton and Cooper;

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discussed the past and current operations and financial condition and the prospects of Cooper, including information relating to certain strategic, financial, tax and operational benefits anticipated from the transaction, with the management of Cooper;

discussed the past and current operations and financial condition and the prospects of Eaton, including information relating to certain strategic, financial, tax and operational benefits anticipated from the transaction, with the management of Eaton;

reviewed the pro forma impact of the transaction on Eaton s earnings, cash flow, consolidated capitalization and financial ratios;

reviewed the reported individual and relative prices and trading activity for shares of Cooper and Eaton common stock;

compared the financial performance of Cooper and Eaton with that of certain other publicly-traded companies comparable to Cooper and Eaton, respectively;

reviewed the financial terms, to the extent publicly available, of certain comparable acquisition transactions;

participated in certain discussions among representatives of Cooper and Eaton and their financial and legal advisors;

reviewed the original transaction agreement, the expenses reimbursement agreement and the Rule 2.5 Announcement, each in the form of the draft dated May 20, 2012, and certain related documents; and

performed such other analyses and considered such other factors as Morgan Stanley deemed appropriate.

In rendering its opinion, Morgan Stanley assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to Morgan Stanley by Eaton and Cooper, and formed a substantial basis for Morgan Stanley s opinion. With respect to certain strategic, financial, tax and operational benefits anticipated from the transaction, Morgan Stanley assumed that they were reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective management of Eaton and Cooper. Morgan Stanley relied upon, without independent verification, the assessment by the management of Eaton of net operating synergies (including revenue synergies, cost synergies, their respective tax effects and the costs to achieve such synergies) and tax synergies expected to result from the transaction. At the direction of the Eaton board of directors, Morgan Stanley s analyses relating to the business and financial prospects of Eaton for purposes of Morgan Stanley s opinion were made on the bases of certain publicly available financial forecasts prepared by certain research analysts. In rendering its opinion, Morgan Stanley did not evaluate forecasts, analyses or estimates internally prepared by Cooper and Cooper did not comment on publicly available financial forecasts prepared by research analysts or any other publicly available forecasts relating to the business and financial prospects of Cooper. With the consent of the Eaton board of directors, Morgan Stanley assumed that certain publicly available financial forecasts prepared by certain research analysts were reasonable bases upon which to evaluate the business and financial prospects of Eaton and Cooper and used such publicly available financial forecasts for purposes of its analyses and its opinion. Morgan Stanley expressed no view as to any such analyses, estimates or forecasts, including publicly available financial forecasts prepared by research analysts, net operating synergies, tax synergies or the assumptions on which they were based.

In addition, Morgan Stanley assumed that the transaction will be consummated in accordance with the terms set forth in the Rule 2.5 Announcement and the original transaction agreement without any waiver, amendment or delay of any terms or conditions including without limitation, that Eaton will obtain financing in accordance with the terms set forth in the senior unsecured bridge credit agreement, substantially in the form of the draft dated May 20, 2012 reviewed by Morgan Stanley. Morgan Stanley assumed that in connection with the receipt of all the necessary governmental, regulatory or other approvals and consents required for the proposed transaction,

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no delays, limitations, conditions or restrictions will be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the proposed transaction.

Morgan Stanley is not a legal, tax or regulatory advisor. It is a financial advisor only and relied upon, without independent verification, the assessment of Eaton and its legal, tax or regulatory advisors with respect to legal, tax or regulatory matters. Morgan Stanley expressed no opinion with respect to the fairness of the amount or nature of the compensation to any of Eaton s officers, directors or employees, or any class of such persons, relative to the consideration to be received by the holders of Eaton common stock in the transaction. Morgan Stanley did not make any independent valuation or appraisal of the assets or liabilities of Cooper or Eaton, nor was Morgan Stanley furnished with any such valuations or appraisals.

Morgan Stanley s opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to it as of, May 20, 2012. Events occurring after May 20, 2012 may affect Morgan Stanley s opinion and the assumptions used in preparing it, and Morgan Stanley did not assume any obligation to update, revise or reaffirm its opinion.

Morgan Stanley s opinion was approved by a committee of Morgan Stanley investment banking and other professionals in accordance with its customary practice.

Summary of Material Analyses

The following is a summary of material financial analyses of Citi and Morgan Stanley presented on a joint basis to the Eaton board of directors and a summary of the material data upon which such analyses were based. The summary set forth below does not purport to be a complete description of the analyses performed by, and underlying the opinions of, Citi and Morgan Stanley, nor does the order of the analyses described represent the relative importance or weight given to those analyses by Citi or Morgan Stanley. The financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses performed by Citi and Morgan Stanley, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by Citi and Morgan Stanley.

Historical Share Price Analysis

Citi and Morgan Stanley reviewed the share price performance of Eaton and Cooper during various periods ending on May 18, 2012 (the last trading day prior to the Eaton board of directors meeting approving the execution of the original transaction agreement). Citi and Morgan Stanley noted that the range of low and high trading prices of Eaton common stock during the prior 52-week period was approximately $33 to $53. Citi and Morgan Stanley noted that the range of low and high trading prices of Cooper ordinary shares during the prior 52-week period was approximately $41 to $65.

Equity Research Future Price Targets

Citi and Morgan Stanley reviewed the public market trading price targets for Eaton common stock prepared and published by research analysts between April 24, 2012 and May 11, 2012. These price targets reflected each analyst s estimate of the future public market trading price of Eaton common stock one year in the future. Citi and Morgan Stanley noted that such price targets for Eaton ranged from $49 to $65 per share. Using a range of discount rates encompassing both Morgan Stanley and Citi s estimated costs of equity for Eaton of 9.4% and 9.7%, respectively, Citi and Morgan Stanley discounted the analysts price targets back one year to the present to arrive at a range of present values for these targets. Citi s and Morgan Stanley s analysis of the present value of research analysts future price targets implied a value per share of Eaton common stock in the range of approximately $45 to $59 per share.

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Citi and Morgan Stanley reviewed the public market trading price targets for Cooper ordinary shares prepared and published by equity research analysts between May 2, 2012 and May 14, 2012. These price targets reflected each analyst s estimate of the future public market trading price of Cooper ordinary shares one year in the future. Citi and Morgan Stanley noted that such price targets for Cooper ranged from $58 to $75 per share. Using a range of discount rates encompassing both Morgan Stanley and Citi s estimated costs of equity for Cooper of 7.6% and 9.7%, respectively, Citi and Morgan Stanley discounted the analysts price targets back one year to the present to arrive at a range of present values for these targets. Citi s and Morgan Stanley s analysis of the present value of equity research analysts future price targets implied a value per ordinary share of Cooper in the range of approximately $53 to $70 per share.

The public market trading price targets published by equity research analysts do not necessarily reflect current market trading prices for Eaton common stock and Cooper ordinary shares and these estimates are subject to uncertainties, including the future financial performance of Cooper and future financial market conditions.

Comparable Company Analysis

Citi and Morgan Stanley performed a comparable company analysis, which is an analysis designed to provide an implied value of a company by comparing it to similar companies. Citi and Morgan Stanley compared certain financial information of Eaton and Cooper with publicly-available information for selected peer group companies which Citi and Morgan Stanley judged to be analogous to Eaton and Cooper, respectively, based on, among other things, line(s) of business and company size. The selected peer group companies operate in, or are exposed to, businesses similar to those of Eaton and Cooper, namely businesses in the electrical equipment and multi-industrial sectors. No publicly traded company is identical to Eaton or Cooper, and Citi and Morgan Stanley included publicly traded companies that, based on the professional judgment and experience of Citi and Morgan Stanley, were most relevant to Eaton and Cooper for purposes of this analysis.

The peer group for Eaton included:

ABB Ltd. (on a pro forma basis for its acquisition of Thomas & Betts)

Danaher Corp.

Dover Corp.

Emerson Electric Co.

Honeywell International Inc.

Illinois Tool Works Inc.

Ingersoll-Rand Plc

Parker Hannifin Corporation

Schneider Electric S.A.

Siemens AG

United Technologies Corp. (on a pro forma basis for its acquisition of Goodrich)

3M Co.

The peer group for Cooper included:

ABB Ltd. (on a pro forma basis for its acquisition of Thomas & Betts)

Acuity Brands, Inc.

Crompton Greaves Ltd.

Havells India Ltd.

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Hubbell Incorporated

Legrand SA

Schneider Electric S.A.

Weg SA.

For this analysis, Citi and Morgan Stanley analyzed the following statistics for each of these companies, as of May 18, 2012 and based on both publicly available research analyst estimates for the peer group companies and public filings by such companies:

the ratio (AV/EBITDA) of (1) market capitalization plus total debt plus minority interests less cash and cash equivalents (referred to as aggregate value or AV) to (2) estimated calendar year 2012 EBITDA;

the ratio (AV/EBITDA) of aggregate value to estimated calendar year 2013 EBITDA;

the ratio (P/E) of the closing price as of May 18, 2012 to estimated calendar year 2012 earnings per diluted share outstanding; and

the ratio (P/E) of the closing price as of May 18, 2012 to estimated calendar year 2013 earnings per diluted share outstanding.

The following tables set forth the aggregate value to EBITDA and price to earnings multiples calculated for each of the companies in the selected peer groups for Eaton and Cooper, in addition to the median and mean of such multiples for each of the Eaton peer group and Cooper peer group:

Eaton Peer Group

	AV /Estimated EBITDA		Price / Estimated Earnings per Share	
	CY2012	CY2013	CY2012	CY2013
ABB Ltd.(1)	6.4x	5.7x	11.1x	9.7x
Danaher Corp.	9.9x	9.2x	15.5x	13.9x
Dover Corp.	6.8x	6.1x	11.1x	10.0x
Emerson Electric Co.	7.2x	6.5x	12.4x	11.0x
Honeywell International Inc.	7.8x	7.1x	12.3x	11.0x
Illinois Tool Works Inc.	8.0x	7.4x	12.6x	11.4x
Ingersoll-Rand Plc	7.7x	7.1x	13.4x	11.0x
Parker Hannifin Corporation	6.5x	6.1x	10.6x	9.4x
Schneider Electric S.A.	7.3x	6.8x	10.8x	9.8x
Siemens AG	6.8x	6.4x	10.2x	9.2x
United Technologies Corp.(2)	8.6x	7.2x	13.1x	10.8x
3M Co.	7.7x	7.2x	13.0x	11.9x
Median	7.5x	7.0x	12.3x	10.9x
Mean	7.6x	6.9x	12.2x	10.8x

(1) Calculated on a pro forma basis for the acquisition of Thomas & Betts by ABB Ltd.

(2) Calculated on a pro forma basis for the acquisition of Goodrich by United Technologies Corp.

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Cooper Peer Group

	AV / Estimated EBITDA		Price / Estimated Earnings per Share	
	CY2012	CY2013	CY2012	CY2013
ABB Ltd.(1)	6.4x	5.7x	11.1x	9.7x
Acuity Brands, Inc.	8.6x	7.3x	15.6x	12.7x
Crompton Greaves Ltd.	7.5x	6.1x	12.2x	9.4x
Havells India Ltd.	9.8x	8.7x	14.7x	12.4x
Hubbell Inc.	8.1x	7.4x	14.6x	13.2x
Legrand SA	7.9x	7.6x	13.0x	12.1x
Schneider Electric S.A.	7.3x	6.8x	10.8x	9.8x
Weg SA	11.9x	10.1x	17.6x	15.3x
Median	8.0x	7.3x	13.8x	12.3x
Mean	8.5x	7.5x	13.7x	11.8x

(1) Calculated on a pro forma basis for the acquisition of Thomas & Betts by ABB Ltd.

Based on the analysis of the relevant metrics for each of the comparable companies and on the experience and judgment of Citi and Morgan Stanley, a representative range of financial multiples of the comparable companies was applied to the relevant financial statistics for Eaton and Cooper to estimate an implied value per share of Eaton common stock and Cooper ordinary share.

Based on Eaton s current outstanding shares and options, Citi and Morgan Stanley estimated the implied value per share of Eaton common stock as of May 18, 2012 as follows:

Metric	Comparable Company Multiple Statistic Range		Implied Value Per Share of Eaton Common Stock	
AV / EBITDA:				
Aggregate Value to Estimated CY2012 EBITDA	6.5x	8.0x	$39	$50
Aggregate Value to Estimated CY2013 EBITDA	6.0x	7.5x	$42	$54
P/E:				
Price / CY2012 Earnings per Share	9.5x	12.5x	$43	$57
Price / CY2013 Earnings per Share	8.0x	11.0x	$41	$57

Based on Cooper s current outstanding shares and options, Citi and Morgan Stanley estimated the implied value per ordinary share of Cooper as of May 18, 2012 as follows:

Metric	Comparable Company Multiple Statistic Range		Implied Value Per Ordinary Share of Cooper	
AV / EBITDA:				
Aggregate Value to Estimated CY2012 EBITDA	8.00x	10.0x	$47	$60
Aggregate Value to Estimated CY2013 EBITDA	7.50x	9.0x	$49	$60
P/E:				
Price / CY2012 Earnings per Share	13.0x	16.0x	$57	$70
Price / CY2013 Earnings per Share	11.5x	13.5x	$56	$66

No company in the comparable company analysis is identical to Eaton or Cooper. In evaluating the peer group, Citi and Morgan Stanley made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Eaton and Cooper, such as the impact of competition on the business of Eaton, Cooper or the industry generally, industry growth and the absence of any material adverse change in the financial condition and prospects of Eaton, Cooper or the industry or in the financial markets in general. Mathematical analysis, such as determining the average or median, is not in itself a meaningful method of using peer group data.

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Precedent Transaction Analysis

Using publicly available information, Citi and Morgan Stanley reviewed the terms of 20 selected precedent transactions involving companies that operated in, or were exposed to, the electrical equipment business and additional large transactions in the multi-industrial sector having transaction values of approximately $5 billion or greater announced in or after 2010. Citi and Morgan Stanley selected these transactions in the exercise of their professional judgment and experience because Citi and Morgan Stanley deemed them to be most similar to Cooper or otherwise relevant to the transaction. No Company or transaction was, however, identical to Cooper or the transaction.

Citi and Morgan Stanley reviewed the price paid and calculated the ratio of aggregate value to the last twelve months of EBITDA (referred to as LTM EBITDA) at the time of announcement of each of the comparable transactions.

The following table sets forth the 20 selected precedent transactions and the approximate aggregate value and LTM EBITDA multiple calculated for each:

Selected Transactions

Acquiror	Target	Announcement Date	Approximate Aggregate Value (in millions)	LTM EBITDA
Pentair	Tyco Flow Control	3/28/12	$ 4,880	11.2x
ABB	Thomas & Betts	1/30/12	$ 3,890	10.4x
United Technologies	Goodrich	9/21/11	$ 18,064	12.9x
General Electric	Converteam	3/29/11	$ 4,930	20.7x
ABB	Baldor Electric	11/28/10	$ 4,188	13.5x
Caterpillar	Bucyrus	11/15/10	$ 8,609	13.5x
Emerson Electric	Chloride Group	6/29/10	$ 1,563	20.8x
Alstom & Schneider Electric	Areva Transmission & Distribution Assets	1/30/10	$ 5,680	7.5x
Schneider Electric	Xantrex Technology	7/27/08	$ 545	24.1x
Eaton	Moeller	12/20/07	$ 2,230	9.1x
Eaton	Phoenixtec Power	12/20/07	$ 568	10.9x
Cooper Industries	MTL Instruments	12/19/07	$ 319	14.8x
Philips Electronics N.V.	Genlyte Group	11/26/07	$ 2,871	10.8x
Thomas & Betts	Lamson & Sessions	8/15/07	$ 462	7.8x
Eaton	MGE UPS Systems	6/21/07	$ 612	10.9x
Schneider Electric	American Power Conversion	10/28/06	$ 6,100	33.1x
Molex	Woodhead Industries	6/30/06	$ 256	8.9x
Emerson Electric	Artesyn Technologies	2/1/06	$ 472	12.2x
Schneider Electric	Juno Lighting	6/30/05	$ 610	10.5x
Schneider Electric	Legrand	1/15/01	$ 7,150	12.2x

The median and mean LTM EBITDA multiples calculated for the 20 selected precedent transactions were 11.7x and 13.8x, respectively.

Based on this analysis and on the experience and judgment of Citi and Morgan Stanley, a representative range of LTM EBITDA multiples was selected and applied to the LTM EBITDA statistic for Cooper, derived from publicly available information. The representative range used for the precedent transactions was 10.4x to 14.0x LTM EBITDA. This range of multiples resulted in an implied value per ordinary share of Cooper ranging from approximately $57 to $78 per share.

No company or transaction utilized as a comparison in the selected precedent transactions analysis is identical to Eaton or Cooper, nor are any such precedent transactions identical to the transaction. In evaluating the transactions listed above, Citi and Morgan Stanley made judgments and assumptions with respect to industry

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performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Eaton and Cooper, including, but not limited to, the impact of competition on the business of Eaton, Cooper or the industry generally, industry growth, and the absence of any adverse material change in the financial condition and prospects of Eaton, Cooper or the industry or in the financial markets in general, which could affect the public trading value of the companies and the aggregate value of the transactions to which they are being compared. Mathematical analysis, such as determining the average or median, is not in itself a meaningful method of using comparable transaction data.

Precedent Premium Paid Analysis

Using publicly available information, Citi and Morgan Stanley reviewed the premiums paid historically in acquisitions of over $5 billion in transaction value since 2007. In this analysis, Citi and Morgan Stanley analyzed 105 acquisitions. This sample set excluded real estate and financial institution transactions, which, based on the professional judgment and experience of Citi and Morgan Stanley, were not comparable to the transaction. Based on this data and the experience and judgment of Citi and Morgan Stanley, and recognizing that no company or transaction is identical to Cooper or to the transaction, respectively, a representative range of premiums of 25% to 40% was selected and applied to the Cooper share price as of May 18, 2012. This analysis resulted in an implied value per ordinary share of Cooper ranging from approximately $70 to $78 per share.

Discounted Cash Flow Analysis

Citi and Morgan Stanley performed discounted cash flow analyses, which are analyses of the present value of projected unlevered free cash flows, using terminal year aggregate value to EBITDA multiples derived from the projected EBITDA based on certain publicly available financial forecasts prepared by certain research analysts (such forecasts, as they relate to Eaton, are referred to as the Eaton Street Forecasts and, as they relate to Cooper, are referred to as the Cooper Street Forecasts).

Citi and Morgan Stanley analyzed Eaton s business using Eaton Street Forecasts for the years 2012 through 2014. The terminal value was calculated by applying terminal multiples ranging from 7.5x to 8.5x to calendar year 2014 EBITDA derived from the Eaton Street Forecasts.

For purposes of this analysis, Morgan Stanley calculated Eaton s discounted unlevered free cash flow value using discount rates ranging from 7.75% to 8.25% based on Morgan Stanley s estimate of Eaton s weighted average cost of capital. This analysis resulted in an implied value per share of Eaton common stock ranging from approximately $53 to $61 per share. Separately, Citi calculated Eaton s discounted unlevered free cash flow value using discount rates ranging from 7.3% to 9.2% based on its estimate of Eaton s weighted average cost of capital. This analysis resulted in an implied value per share of Eaton common stock ranging from approximately $53 to $63 per share.

Citi and Morgan Stanley analyzed Cooper s business using Cooper Street Forecasts for the years 2012 through 2014. The terminal value was calculated by applying terminal multiples ranging from 10.0x to 11.0x to calendar year 2014 EBITDA derived from the Cooper Street Forecasts.

For purposes of this analysis, Morgan Stanley calculated Cooper s discounted unlevered free cash flow value using discount rates ranging from 6.5% to 7.0% based upon Morgan Stanley s estimate of Cooper s weighted average cost of capital. Based on the discounted cash flow analyses described above, Morgan Stanley estimated the implied value per ordinary share of Cooper as follows:

Projection Case	Implied Value Per Ordinary Share of Cooper	Implied Value Including Synergies Per Ordinary Share of Cooper
Cooper Street Forecasts	$70 $77	up to $108

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Separately, Citi calculated Cooper s discounted unlevered free cash flow value using discount rates ranging from 7.5% to 9.5% based upon Citi s estimate of Cooper s weighted average cost of capital. Based on the discounted cash flow analyses described above, Citi estimated the implied value per ordinary share of Cooper as follows:

Projection Case	Implied Value Per Ordinary Share of Cooper	Implied Value Including Synergies Per Ordinary Share of Cooper
Cooper Street Forecasts	$67 $76	up to $108

Based upon estimates provided by Eaton management, Morgan Stanley valued the potential synergies from net operating and tax benefits at $31 per share based on an 8% discount rate and zero growth of synergies in perpetuity. Citi estimated a value of synergies of $32 per share based on a 7.5% to 9.5% weighted average cost of capital and perpetuity growth ranges of 0% to 2% for net operating synergies and (1%) to 1% for potential tax benefits.

Value Creation and Allocation to Eaton

Citi and Morgan Stanley performed a value creation analysis to determine the impact of the transaction on the intrinsic equity value of Eaton shares owned by Eaton shareholders (other than shares of Eaton owned by Eaton).

A discounted cash flow analysis was performed to calculate the estimated present intrinsic equity value of the standalone unlevered, after-tax free cash flows of Eaton and Cooper, as well as the anticipated sales synergies, cost-out synergies, global cash management benefits and resultant tax benefits, net of acquisition integration costs (described above under *Discounted Cash Flow Analysis*).

To calculate the pro forma intrinsic equity value of New Eaton, Citi and Morgan Stanley summed the intrinsic equity values of Eaton and Cooper and all potential synergies and tax benefits calculated using the respective terminal value multiple ranges and discount rates, before subtracting incremental net debt associated with financing the transaction and other transaction-related expenses.

Citi and Morgan Stanley then compared the value differential between Eaton shareholders 73% ownership of the pro forma intrinsic equity value of New Eaton to Eaton s standalone intrinsic equity value. Citi and Morgan Stanley noted that the transaction was accretive to Eaton shareholders upon the application of the full range of terminal value multiples and mid-point discount rates (as described above under *Discounted Cash Flow Analysis*):

Estimated Percentage Increase / (Decrease) to Eaton Shareholders

Share of Intrinsic Equity Value

Citi		Morgan Stanley
6.6%	15.3%	12%

General

In connection with the review of the transaction by Eaton s board of directors, Citi and Morgan Stanley performed a variety of financial and comparative analyses for purposes of rendering their opinions. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the applications of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to a partial analysis or a summary description. Citi and Morgan Stanley arrived at their ultimate opinions based on the results of all analyses undertaken by each and assessed as a whole, and did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis for purposes of their opinions. Accordingly, Citi and Morgan Stanley

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believe that their analyses must be considered as a whole and that selecting portions of their analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying their analyses and opinions. In addition, Citi and Morgan Stanley may have given various analyses and factors more or less weight than other analyses and factors, and may have deemed various assumptions more or less probable than other assumptions. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described above should not be taken to be the view of Citi or Morgan Stanley with respect to the actual value of Eaton or Cooper.

In performing their analyses, Citi and Morgan Stanley considered and made numerous assumptions with respect to industry performance, general business, regulatory, economic, market and financial conditions and other matters existing as of the date of their opinions, many of which are beyond the control of Eaton and Cooper. No company, business or transactions used in those analyses as a comparison is identical or directly comparable to Eaton, Cooper or the transaction, and an evaluation of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, business segments or transactions analyzed.

The estimates contained in analyses performed by Citi and Morgan Stanley and the valuation ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by such estimates. In addition, analyses relating to the value of the businesses or securities do not necessarily purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. At the direction of the Eaton board of directors, Citi and Morgan Stanley relied on Eaton Street Forecasts and Cooper Street Forecasts. Accordingly, the estimates used in, and the results derived from, the analyses performed by Citi and Morgan Stanley are inherently subject to substantial uncertainty.

The type and amount of consideration payable in the transaction was determined through arms-length negotiations between Eaton and Cooper and were approved by the Eaton board of directors. Citi and Morgan Stanley provided advice to Eaton during such negotiations; however, neither Citi nor Morgan Stanley recommended any specific exchange ratio of New Eaton shares for Eaton shares or that any specific exchange ratio constituted the only appropriate exchange ratio of New Eaton shares for Eaton shares in connection with the proposed transaction. The opinions of Citi and Morgan Stanley and their joint presentation to the Eaton board of directors of directors were among many factors considered by the Eaton board of directors in its evaluation of the transaction and should not be viewed as determinative of the views of the Eaton board of directors of directors or Eaton management with respect to the transaction or the exchange ratio of New Eaton shares for Eaton shares.

In selecting Citi and Morgan Stanley as its financial advisors in connection with the transaction, Eaton considered, among other things, their qualifications, capabilities, and reputations for providing high-quality financial advisory services. In addition, Citi and Morgan Stanley have long-standing relationships and are familiar with Eaton and have substantial knowledge of and experience in the electrical and multi-industrial sectors. Citi and Morgan Stanley are internationally recognized investment banking firms which regularly engage in the valuation of businesses and their securities in connection with mergers and acquisitions, underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. For the foregoing reasons, Eaton selected Citi and Morgan Stanley as its financial advisors.

Pursuant to the terms of their respective engagement letters, Citi and Morgan Stanley acted as financial advisors to the Eaton board of directors in connection with the transaction and Eaton agreed to pay each of Citi and Morgan Stanley a transaction fee of approximately $12 million in connection therewith, contingent upon the closing of the transaction, plus an additional fee of up to $3 million, payable at the sole discretion of Eaton upon the closing of the transaction. The intended purpose of the discretionary fee is to supplement the fixed transaction

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fee payable in respect of the financial advisory services provided by Citi and Morgan Stanley, as an incentive in connection therewith, payable at the sole discretion of Eaton upon the closing of the transaction. In addition, Citi and one or more of its affiliates, and Morgan Stanley and one or more of its affiliates, expect to provide for or arrange a portion of the financing required in connection with the transaction, including acting as joint lead arrangers and joint book managers of the $6.75 billion bridge credit facility, and have been engaged in connection with the refinancing or amendment of certain of Eaton s existing revolving credit facilities and the underwriting of securities to be issued by Eaton in connection with the transaction. For a more complete description of Eaton s debt financing for the transaction, see the section titled *Financing Relating to the Transaction* beginning on page [ ]. In connection with such financing transactions, each of Citi (or its affiliates) and Morgan Stanley (or its affiliates) have received certain fees and may be entitled to receive additional fees, depending on, among other things, the timing of the closing of the transaction, the amount drawn, if any, on the bridge credit facility, and the amount and type of securities, if any, issued by Eaton in connection with the transaction and the portion of any such securities underwritten by Citi (or its affiliates) and Morgan Stanley (or its affiliates). Each of Citi (or its affiliates) and Morgan Stanley (or its affiliates) expect to receive aggregate fees of approximately $34 million in connection with the transaction (including the related financing). Eaton has also agreed to reimburse Citi and Morgan Stanley for their expenses incurred in performing their services, including customary out-of-pocket travel and other expenses and reasonable fees and expenses of their legal counsel. In addition, Eaton has agreed to indemnify Citi, Morgan Stanley and their respective affiliates, directors, officers, agents and employees and each person, if any, controlling Citi and Morgan Stanley or any of their affiliates against certain liabilities and expenses, including certain liabilities under the federal securities laws, related to or arising out of Citi s and Morgan Stanley s engagements.

In the two years prior to the date of their opinions, Citi and Morgan Stanley have provided, and are currently providing, to Eaton, and Citi has provided, and is currently providing, to Cooper, financial advisory and financing services. Between May 20, 2010 and the date of its opinion, Citi and its affiliates have received aggregate fees of approximately $0.4 million for investment banking services provided to Eaton and its affiliates, excluding any fees payable in connection with the pending transaction. Between May 20, 2010 and the date of its opinion, Morgan Stanley and its affiliates have received aggregate fees of approximately $1.5 million for investment banking services provided to Eaton and its affiliates, excluding any fees payable in connection with the pending transaction. In addition, since May 20, 2012, each of Citi (or its affiliates) and Morgan Stanley (or its affiliates) received additional fees of $1.5 million for investment banking services provided to Eaton and its affiliates, excluding any fees payable in connection with the transaction. In the ordinary course of their businesses, Citi, Morgan Stanley and their respective affiliates may actively trade or hold the securities of Eaton and Cooper for their own account or for the account of their customers and, accordingly, may at any time hold a long or short position in such securities.

Opinion of Cooper s Financial Advisor

Goldman Sachs delivered its opinion to Cooper s board of directors that, as of May 21, 2012 and based upon and subject to the factors and assumptions set forth therein, the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the transaction agreement, dated May 21, 2012 (which is referred to in this section *Opinion of Cooper s Financial Advisor* as the original transaction agreement), was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated May 21, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex G to this joint proxy statement/prospectus. Goldman Sachs provided its opinion for the information and assistance of Cooper s board of directors in connection with its consideration of the transaction. Goldman Sachs opinion does not constitute a recommendation as to how any holder of ordinary shares of Cooper should vote with respect to the transaction or any other matter.

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In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

- the original transaction agreement;
- the Rule 2.5 Announcement;
- the expenses reimbursement agreement;
- annual reports to shareholders and Annual Reports on Form 10-K of Cooper and Eaton for the five fiscal years ended December 31, 2011;
- certain interim reports to shareholders and Quarterly Reports on Form 10-Q of Cooper and Eaton;
- certain other communications from Cooper and Eaton to their respective shareholders;
- certain publicly available research analyst reports for Cooper and Eaton; and
- certain internal financial analyses and forecasts for Cooper prepared by its management and for Eaton prepared by its management, in each case, as approved for Goldman Sachs use by Cooper (the Forecasts), and certain cost savings and operating and tax synergies projected by the management of Eaton to result from the transaction, as adjusted and approved for Goldman Sachs use by Cooper (the Synergies).

Goldman Sachs also held discussions with members of the senior management of Cooper regarding their assessment of the strategic rationale for, and the potential benefits of, the transaction and the past and current business operations, financial condition and future prospects of Cooper and Eaton; held a discussion with the senior management of Eaton regarding its assessment of the strategic rationale for, and the potential benefits of, the transaction and the past and current business operations, financial condition and future prospects of Eaton; reviewed the reported price and trading activity for ordinary shares of Cooper and common shares of Eaton; compared certain financial and stock market information for Cooper and Eaton with similar information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the electrical products and diversified industrials industries and in other industries; and performed such other studies and analyses, and considered such other factors, as Goldman Sachs deemed appropriate.

For purposes of rendering its opinion, Goldman Sachs relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by Goldman Sachs and Goldman Sachs has, with the consent of Cooper s board of directors, relied on such information as being complete and accurate in all material respects. In that regard, Goldman Sachs assumed with the consent of Cooper s board of directors that the Forecasts, and the Synergies, have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Cooper. Goldman Sachs has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Cooper or Eaton or any of their respective subsidiaries and Goldman Sachs has not been furnished with any such evaluation or appraisal. Goldman Sachs assumed that all governmental, regulatory or other opinions, consents and approvals necessary for the consummation of the transaction will be obtained without any adverse effect on Cooper, Eaton or New Eaton or on the expected benefits of the transaction in any way meaningful to its analysis. Goldman Sachs has also assumed that the transaction will be consummated on the terms set forth in the original transaction agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to Goldman Sachs analysis.

Goldman Sachs opinion does not address the underlying business decision of Cooper to engage in the transaction, or the relative merits of the transaction as compared to any strategic alternatives that may be available to Cooper; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs opinion addresses

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only the fairness from a financial point of view, as of May 21, 2012, of the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the original transaction agreement. Goldman Sachs does not express any view on, and its opinion does not address, any other term or aspect of the original transaction agreement or the transaction or any term or aspect of any other agreement or instrument contemplated by the original transaction agreement or entered into or amended in connection with the transaction, including, without limitation, the fairness of the transaction to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of Cooper; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Cooper, or class of such persons, in connection with the transaction, whether relative to the consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the original transaction agreement or otherwise. Goldman Sachs is not expressing any opinion as to the prices at which ordinary shares of New Eaton will trade at any time or as to the impact of the transaction on the solvency or viability of Cooper, Eaton or New Eaton or the ability of Cooper, Eaton or New Eaton to pay their respective obligations when they come due. Goldman Sachs opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of, May 21, 2012, and Goldman Sachs assumes no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after May 21, 2012. Goldman Sachs advisory services and its opinion were provided for the information and assistance of Cooper s board of directors in connection with its consideration of the transaction and such opinion does not constitute a recommendation as to how any holder of ordinary shares of Cooper or common shares of Eaton should vote with respect to the transaction or any other matter. Goldman Sachs opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to Cooper s board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent the relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of the financial analyses performed by Goldman Sachs. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before May 18, 2012, which was the last trading day prior to the date that Goldman Sachs delivered its opinion to Cooper s board of directors, and is not necessarily indicative of current market conditions.

Historical Stock Trading Analysis. Goldman Sachs analyzed the consideration to be paid to holders of ordinary shares of Cooper pursuant to the original transaction agreement, assuming a $72.00 value for such consideration (the Implied Transaction Consideration, calculated as the cash consideration plus the implied stock consideration per ordinary share of Cooper based on the closing price of $42.40 per common share of Eaton on May 18, 2012) in relation to the historical trading price of ordinary shares of Cooper. This analysis indicated that the Implied Transaction Consideration in the amount of $72.00 per ordinary share of Cooper represented:

Reference Point	Market Value of Ordinary Share of Cooper		Premium
Then-Current (5/18/12)	$	55.84	29%
30-day average closing price	$	61.26	18%
6-month average closing price	$	59.04	22%
12-month average closing price	$	56.05	28%

Selected Companies Analysis. Goldman Sachs reviewed and compared certain financial information, ratios and public market multiples for Cooper and Eaton to the corresponding financial information, ratios and public market multiples for the following companies in the electrical products and diversified industrials industries:

Acuity Brands, Inc.

Thomas & Betts Corporation

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Hubbell Incorporated

Littelfuse, Inc.

Legrand SA

Schneider Electric SA

Although none of the selected companies is entirely comparable to Cooper or Eaton, the companies included were chosen because they are publicly traded companies in the electrical products and diversified industrials industries with operations, market sizes and product profiles that for purposes of analysis may be considered similar to certain operations, market sizes and product profiles of Cooper and Eaton. Companies that met the foregoing criteria, once selected, were not excluded in the course of this analysis.

The estimates for earnings and for earnings before interest, taxes, depreciation, and amortization (EBITDA) contained in the analysis set forth below were based on Institutional Brokers Estimate System (IBES) consensus estimates as of May 18, 2012.

In its analysis, Goldman Sachs derived and compared for Cooper, Eaton and the selected companies:

enterprise value (which is defined as fully diluted equity value plus total debt, less total cash and cash equivalents), as of May 18, 2012, as a multiple of estimated EBITDA for calendar year 2012, which is referred to below as 2012E EV/EBITDA ;

price per share, as of May 18, 2012, as a multiple of estimated earnings for calendar year 2012, which is referred to below as 2012E P/E ;

The results of this analysis are summarized as follows:

	2012E EV/EBITDA	2012E P/E
Acuity Brands, Inc.	8.7x	15.3x
Hubbell Incorporated	8.0x	14.6x
Legrand SA	7.9x	13.0x
Littelfuse, Inc.	8.2x	14.5x
Schneider Electric SA	7.3x	10.8x
Thomas & Betts Corporation [1]	7.7x	14.8x
Cooper	9.4x	12.8x
Eaton	6.8x	9.4x
Range of the Selected Companies (excluding Cooper and Eaton)	7.3x 8.7x	10.8x 15.3x
Median of the Selected Companies (excluding Cooper and Eaton)	7.9x	14.6x

[1] Trading multiple as of January 27, 2012, the trading day prior to the ABB acquisition announcement.

Sources: Bloomberg, IBES, company filings and market data as of May 18, 2012.

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Selected Precedent Transactions Analysis. Goldman Sachs analyzed certain information relating to transactions in the electrical products and diversified industrials industries since 2001. Specifically, Goldman Sachs reviewed the following transactions:

Transaction	Announcement Date	Enterprise Value as a Multiple of LTM EBITDA	Estimated Transaction Value (in millions)
ABB Group s acquisition of Thomas & Betts Corporation	January 30, 2012	9.9x	$ 3,867
Eaton Corporation s acquisition of The Moeller Group	December 20, 2007	9.1x	$ 2,230
Cooper Industries Ltd. s acquisition of The MTL Instruments Group plc[1]	December 19, 2007	10.0x	$ 290
Royal Philips Electronics NV s acquisition of the Genlyte Group Incorporated	November 26, 2007	10.4x	$ 2,810
Wendel Investissement SA s acquisition of the Deutsch Group	April 27, 2006	9.5x	$ 1,040
Schneider Electric SA s attempted acquisition of Legrand SA	January 15, 2001	9.7x	5,400

[1] Multiple of 2007E EBITDA, per press release.
Sources: Company reports and press releases, Thomson Financial and Bloomberg.

Although none of the companies (other than, in the case of Cooper, Cooper and in the case of Eaton, Eaton) that participated in the selected transactions are directly comparable to Cooper and Eaton and none of the transactions in the selected transactions analysis is directly comparable to the transaction, Goldman Sachs selected these transactions because each of the target companies in the selected transactions was involved in the electrical products and diversified industrials industries and had operating characteristics and products that for purposes of analysis may be considered similar to certain operating characteristics and products of Cooper. Transactions that met the foregoing criteria, once selected, were not excluded in the course of conducting this analysis.

For each of the selected transactions, Goldman Sachs calculated and compared the enterprise value of the target company, calculated based on the announced purchase price for the transaction as a multiple of the EBITDA of the target for the latest twelve month (LTM) period ended prior to the announcement of the transaction. The following table presents the results of this analysis:

Enterprise Value as a Multiple of LTM EBITDA	
Original Transaction Agreement	12.7x
Range of the Selected Transactions	9.1x 10.4x
Median of the Selected Transactions	9.8x

Illustrative Discounted Cash Flow Analyses. Goldman Sachs performed illustrative discounted cash flow analyses for each of Cooper and Eaton based on the Forecasts.

Goldman Sachs calculated the illustrative standalone discounted cash flow value per ordinary share of Cooper using discount rates ranging from 9.50% to 10.50%, reflecting an estimate of the weighted average cost of capital of Cooper. Goldman Sachs calculated implied prices per ordinary share of Cooper using illustrative terminal values based on assumed perpetuity growth rates ranging from 2.00% to 3.00%, which implied a terminal EBITDA multiple range of 8.0x to 10.5x. These illustrative terminal values were then discounted using the Cooper illustrative discount rates and added to the net present value of the unlevered free cash flows for Cooper for fiscal years 2012, 2013 and 2014 and the illustrative terminal year to calculate implied indications of present values discounted to the beginning of fiscal year 2012. This analysis resulted in a range of illustrative present values of $54.50 to $71.50 per ordinary share of Cooper.

Goldman Sachs calculated the illustrative standalone discounted cash flow value per common share of Eaton using discount rates ranging from 10.00% to 11.00%, reflecting an estimate of the weighted average cost of capital of Eaton. Goldman Sachs calculated implied prices per common share of Eaton using illustrative

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terminal values based on assumed perpetuity growth rates ranging from 2.00% to 3.00%, which implied a terminal EBITDA multiple range of 5.8x to 7.5x. These illustrative terminal values were then discounted using the Eaton illustrative discount rates and added to the net present value of the unlevered free cash flows for Eaton for fiscal years 2012, 2013 and 2014 and the illustrative terminal year to calculate implied indications of present values discounted to the beginning of fiscal year 2012. This analysis resulted in a range of illustrative present values of $43.54 to $57.20 per common share of Eaton.

Illustrative Present Value of Future Stock Price Analyses. Goldman Sachs performed an illustrative analysis of the implied present value of the future stock price of Cooper and Eaton, and an illustrative analysis of the implied per share present value of the consideration to be paid to holders of ordinary shares of Cooper pursuant to the original transaction agreement (taking into account an analysis of the implied present value of the future stock price of the combined entity and the cash portion of such consideration). For these analyses, Goldman Sachs used the Forecasts for fiscal years 2012-2014.

For ordinary shares of Cooper, Goldman Sachs performed an analysis of the illustrative present value of the future stock price by first multiplying the Forecasts of EPS for fiscal years 2013-2014 by P/E multiples of 12.8x (the IBES 2012 P/E multiple for Cooper) to 15.0x to determine the implied equity value of ordinary shares of Cooper. These implied per share future equity values for the years ending December 31, 2013 and 2014 were then discounted by 1 year and 2 years, respectively, using a discount rate of 10.3%, reflecting an estimate of Cooper s cost of equity. This analysis yielded an illustrative range of implied per share present values of ordinary shares of Cooper of $55.29 to $65.97 for fiscal years 2013-2014.

For common shares of Eaton, Goldman Sachs performed an analysis of the illustrative present value of the future stock price by first multiplying the Forecasts of EPS for fiscal years 2013-2014 by P/E multiples of 9.4x (the IBES 2012 P/E multiple for Eaton) to 13.0x to determine the implied equity value of common shares of Eaton. These implied per share future equity values for the years ending December 31, 2013 and 2014 were then discounted by 1 year and 2 years, respectively, using a discount rate of 12.5%, reflecting an estimate of Eaton s cost of equity. This analysis yielded an illustrative range of implied per share present values of common shares of Eaton of $45.79 to $63.18 for fiscal years 2013-2014.

For shares of the combined entity, Goldman Sachs performed an analysis of the illustrative implied present value of the future stock price of the combined entity for 2013 and 2014 by using the Forecasts, the Synergies and P/E multiples of 10.0x to 13.0x. The implied per share future equity values were then discounted using a discount rate of 11.7%, reflecting an estimate of the combined entity s cost of equity. The implied per share future equity values for the years ending December 31, 2013 and 2014 were then discounted by 2 years and 3 years, respectively. These implied per share future equity values were then multiplied by 0.77479 and increased by $39.15, reflecting the share portion and the cash portion, respectively, of the consideration to be received by holders of ordinary shares of Cooper pursuant to the original transaction agreement. This analysis yielded an illustrative range of implied per share present values of the consideration to be paid to holders of ordinary shares of Cooper pursuant to the original transaction agreement (taking into account the analysis of the implied present value of the future stock price of the combined entity described in this paragraph and the cash portion of such consideration) of $77.20 to $91.56 for fiscal years 2013-2014.

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summaries set forth below, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses.

Goldman Sachs prepared these analyses for purposes of providing its opinion to Cooper s board of directors that, as of May 21, 2012 and based upon and subject to the factors and assumptions set forth therein, the

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consideration to be paid to the holders (other than Eaton and its affiliates) of ordinary shares of Cooper pursuant to the original transaction agreement was fair from a financial point of view to such holders. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Cooper, Eaton, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The consideration was determined through arm s-length negotiations between Cooper and Eaton and was approved by Cooper s board of directors. Goldman Sachs provided advice to Cooper s board of directors during these negotiations. Goldman Sachs did not, however, recommend any specific consideration to Cooper or Cooper s board of directors or recommend that any specific consideration constituted the only appropriate consideration for the transaction.

As described above, Goldman Sachs opinion to Cooper s board of directors was one of many factors taken into consideration by Cooper s board of directors in making its determination to approve the original transaction agreement. The summary below does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with its opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex G to this joint proxy statement/prospectus.

Goldman Sachs and its affiliates are engaged in commercial and investment banking and financial advisory services, market making and trading, research and investment management (both public and private investing), principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates, and funds or other entities in which they invest or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of Cooper, Eaton and any of their respective affiliates and third parties, or any currency or commodity that may be involved in the transaction contemplated by the original transaction agreement for the accounts of Goldman Sachs and its affiliates and their customers. Goldman Sachs acted as financial advisor to Cooper in connection with, and participated in certain of the negotiations leading to, the transaction.

Goldman Sachs has provided certain investment banking services to Cooper and its affiliates from time to time for which Goldman Sachs Investment Banking Division has received, and may receive, compensation, including having acted as a joint book-running manager for Cooper US, Inc., an indirect, wholly owned subsidiary of Cooper, with respect to a public offering of 2.375% Senior Notes due 2016 (aggregate principal amount $250,000,000) and 3.875% Senior Notes due 2020 (aggregate principal amount $250,000,000) in December 2010 and as a participant in Cooper s revolving credit facility (aggregate principal amount $500,000,000) in May 2011. Goldman Sachs has also provided certain investment banking services to Eaton from time to time for which Goldman Sachs Investment Banking Division has received, and may receive, compensation, including having acted as a dealer in Eaton s commercial paper programs in December 2010 and in February 2011, as a participant in the refinancing of Eaton s five-year revolving credit facility (aggregate principal amount $500,000,000) in June 2011 and as a co-manager on Eaton s offering of floating rate notes due June 2014 (aggregate principal amount $300,000,000) in June 2011. During the two year period ended the date of the filing of this joint proxy statement/prospectus, the Investment Banking Division of Goldman Sachs has received compensation for services provided to Cooper and its affiliates of approximately $750,000. Goldman Sachs may also in the future provide investment banking services to Cooper, Eaton, New Eaton and their respective affiliates for which Goldman Sachs Investment Banking Division may receive compensation.

The Cooper board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the

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transaction. Pursuant to a letter agreement dated April 9, 2012, Cooper engaged Goldman Sachs to act as its financial advisor in connection with the contemplated transaction. Pursuant to the terms of this engagement letter, Cooper has agreed to pay Goldman Sachs a transaction fee of $27 million, all of which is contingent upon consummation of the transaction. In addition, Cooper has agreed to reimburse certain of Goldman Sachs expenses arising, and indemnify Goldman Sachs against certain liabilities that may arise, out of its engagement.

Cooper Unaudited Prospective Financial Information

Cooper does not make public long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, in connection with Cooper s evaluation of the transaction, in early May 2012, Cooper made available certain unaudited prospective financial information relating to Cooper on a stand-alone, pre-transaction basis to Cooper s financial advisor. The unaudited prospective financial information was not prepared with a view toward public disclosure and the inclusion of this information should not be regarded as an indication that any of Cooper, Eaton or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results.

The unaudited prospective financial information was, in general, prepared solely for internal use and is subjective in many respects and thus subject to interpretation. While presented with numeric specificity, the unaudited prospective financial information reflects numerous estimates and assumptions made by the management of Cooper with respect to industry performance and competition, general business, economic, market and financial conditions and matters specific to Cooper s business, all of which are difficult to predict and many of which are beyond Cooper s control. Many of these assumptions are subject to change and the unaudited prospective financial information does not reflect revised prospects for Cooper s business, changes in general business or economic conditions or any other transaction or event that has occurred or that may occur and that was not anticipated at the time such financial information was prepared. As a result, there can be no assurance that the results reflected in the unaudited prospective financial information will be realized or that actual results will not materially vary from this unaudited prospective financial information. In addition, since the unaudited prospective financial information covers multiple years, such information by its nature becomes less predictive with each successive year. Therefore, the inclusion of the unaudited prospective financial information in this joint proxy statement/prospectus should not be relied on as necessarily predictive of actual future events nor construed as financial guidance. Cooper shareholders and Eaton shareholders are urged to review Cooper s most recent SEC filings for a description of risk factors with respect to Cooper s business. See *Cautionary Statement Regarding Forward-Looking Statements* beginning on page [ ] and *Where You Can Find More Information* beginning on page [ ].

The unaudited prospective financial information was not prepared with a view toward complying with GAAP, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Neither Cooper s independent registered public accounting firm, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or the achievability of the results reflected in such information, and assume no responsibility for the unaudited prospective financial information.

Readers of this joint proxy statement/prospectus are cautioned not to unduly rely on the unaudited prospective financial information. Some or all of the assumptions which have been made regarding, among other things, the timing of certain occurrences or impacts, may have changed since the date such information was prepared. Cooper has not updated and does not intend to update or otherwise revise the unaudited prospective financial information to reflect circumstances existing after the date when such information was prepared or to reflect the occurrence of future events. Cooper has made no representation to Eaton or any other person in the transaction agreement or otherwise concerning the unaudited prospective financial information.

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The unaudited prospective financial information set forth below does not give effect to the transaction. Cooper shareholders and Eaton shareholders are urged to review Cooper s most recent SEC filings for a description of Cooper s reported results of operations, financial condition and capital resources during 2012.

The following table presents a summary of the unaudited prospective financial information:

	Cooper Management Projections (in millions, except per share amounts)		
	2012	2013	2014
Sales	$ 5,718	$ 6,069	$ 6,475
EBITDA*	$ 1,045	$ 1,178	$ 1,314
EBIT*	$ 902	$ 1,033	$ 1,165
Earnings Per Share*	$ 4.25	$ 4.75	$ 5.35

* EBITDA, EBIT and Earnings Per Share include Cooper s proportionate share of the projected operating results of the Apex Tool Group joint venture.

The Panel considers the prospective financial information for Cooper for each of the three years ending 2014, as set out above, used by Goldman Sachs in connection with its financial analyses for the purpose of preparing its fairness opinion to be profit forecasts within the meaning of Rule 28 of the Takeover Rules. However, the Panel decided to waive the requirement under Rule 28.3 to have these forecasts examined and reported on by Cooper s auditors, Ernst & Young LLP, as a result of the following exceptional circumstances:

(i) the prospective financial information is included in this joint proxy statement/prospectus as it is required to be included pursuant to SEC regulations;

(ii) the prospective financial information was not prepared as part of Cooper s normal budgeting process and therefore does not meet the exacting criteria of profit forecasts within the meaning of Rule 28 of the Takeover Rules; and

(iii) Ernst & Young LLP has confirmed that they would be unable, as auditors, to provide the profit forecast reports required under Rule 28.3 of the Takeover Rules in respect of this prospective financial information.

While the prospective financial information above (including that relating to the year ending 31 December 2012) has not been reported upon in accordance with Rule 28 of the Takeover Rules, your attention is drawn to the Cooper Profit Forecast (as defined on page [ ]) for the year ending December 31, 2012 included in Cooper s first quarter earnings release issued on May 2, 2012, set out on pages [ ] and [ ] of this joint proxy statement/prospectus, which has been reported upon in accordance with Rule 28 of the Takeover Rules and which states, inter alia, that Cooper s guidance for earnings per share from continuing operations for 2012 was in the range of $4.25 to $4.40. Please see pages [ ] to [ ] for further discussion on the Cooper Profit Forecast, including the underlying bases and assumptions. As noted on page [ ], on July 25, 2012, in its second quarter earnings release, Cooper stated that, because of the previously announced transaction with Eaton, Cooper has suspended providing earnings guidance updates.

Cooper s and Goldman Sachs Use of Eaton Unaudited Prospective Financial Information.

Eaton does not make public long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, in connection with Cooper s evaluation of the transaction, in early May 2012, at the request of Cooper, Eaton made available certain unaudited prospective financial information relating to Eaton on a stand-alone, pre-transaction basis to Cooper. The unaudited prospective financial information was not made available to Eaton s financial advisors. The unaudited prospective financial information was not prepared with a view toward public disclosure and the inclusion of this information should not be regarded as an indication that any of Eaton, Cooper or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results.

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The unaudited prospective financial information was, in general, prepared solely for internal use and is subjective in many respects and thus subject to interpretation. While presented with numeric specificity, the unaudited prospective financial information reflects numerous estimates and assumptions made by the management of Eaton with respect to industry performance and competition, general business, economic, market and financial conditions and matters specific to Eaton s business, all of which are difficult to predict and many of which are beyond Eaton s control. In connection with its evaluation of the transaction, Cooper inquired whether Eaton expected its amortization for the years 2012, 2013 and 2014 would be broadly consistent with amortization in 2011, and Eaton responded that it did. Cooper determined that it was reasonable to take this expectation into account in connection with its evaluation of the transaction, and this expectation is reflected in the EBITDA forecasts noted below. Many of these assumptions are subject to change and the unaudited prospective financial information does not reflect revised prospects for Eaton s business, changes in general business or economic conditions or any other transaction or event that has occurred or that may occur and that was not anticipated at the time such financial information was prepared. As a result, there can be no assurance that the results reflected in the unaudited prospective financial information will be realized or that actual results will not materially vary from this unaudited prospective financial information. In addition, since the unaudited prospective financial information covers multiple years, such information by its nature becomes less predictive with each successive year. Therefore, the inclusion of the unaudited prospective financial information in this joint proxy statement/prospectus should not be relied on as necessarily predictive of actual future events nor construed as financial guidance. Eaton shareholders and Cooper shareholders are urged to review Eaton s most recent SEC filings for a description of risk factors with respect to Eaton s business. See *Cautionary Statement Regarding Forward-Looking Statements* beginning on page [ ] and *Where You Can Find More Information* beginning on page [ ].

The unaudited prospective financial information was not prepared with a view toward complying with GAAP, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Neither Eaton s independent registered public accounting firm, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or the achievability of the results reflected in such information, and assume no responsibility for the unaudited prospective financial information.

Readers of this joint proxy statement/prospectus are cautioned not to unduly rely on the unaudited prospective financial information. Some or all of the assumptions which have been made regarding, among other things, the timing of certain occurrences or impacts, may have changed since the date such information was prepared. Eaton has not updated and does not intend to update or otherwise revise the unaudited prospective financial information to reflect circumstances existing after the date when such information was prepared or to reflect the occurrence of future events. Eaton has made no representation to Cooper or any other person in the transaction agreement or otherwise concerning the unaudited prospective financial information.

The unaudited prospective financial information set forth below does not give effect to the transaction. Eaton shareholders and Cooper shareholders are urged to review Eaton s most recent SEC filings for a description of Eaton s reported results of operations, financial condition and capital resources during 2012.

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The following table presents a summary of the unaudited prospective financial information:

	Eaton Management Projections (in millions, except per share amounts)		
	2012	2013	2014
Sales	$ 17,287	$ 19,188	$ 20,618
EBITDA	$ 2,482	$ 2,997	$ 3,304
EBIT	$ 1,938	$ 2,409	$ 2,677
Earnings Per Share	$ 4.43	$ 5.47	$ 6.15

The Panel considers the prospective financial information for Eaton for each of the three years ending 2014, as set out above and used by Goldman Sachs in connection with its financial analyses for the purpose of preparing its fairness opinion, to be profit forecasts within the meaning of Rule 28 of the Takeover Rules. However, the Panel has decided to waive the requirement under Rule 28.3 of the Takeover Rules to have these forecasts examined and reported on by Eaton s auditors, Ernst & Young LLP, as a result of the following exceptional circumstances:

(iv) the prospective financial information is included in this joint proxy statement/prospectus as it is required to be included pursuant to SEC regulations;

(v) the prospective financial information was not prepared as part of Eaton s normal budgeting process and therefore does not meet the exacting criteria of profit forecasts within the meaning of Rule 28 of the Irish Takeover Rules; and

(vi) Ernst & Young LLP has confirmed that it would be unable, as reporting accountants, to provide the profit forecast reports required under Rule 28.3 of the Irish Takeover Rules in respect of this prospective financial information.

While the prospective financial information above (including that relating to the year ending December 31, 2012) has not been reported upon in accordance with Rule 28 of the Takeover Rules, your attention is drawn to the Eaton Profit Forecast (as defined on page [ ]) for the year ending December 31, 2012 included in Eaton s second quarter update issued on July 23, 2012, as set out on pages and of this joint proxy statement/prospectus, which has been reported upon in accordance with Rule 28 of the Takeover Rules and which states that absent any impact from the completion of the acquisition of Cooper transaction, Eaton s forecast for operating earnings per share, which exclude charges to integrate its recent acquisitions, is between $4.20 and $4.50 and for net income per share is forecast between $4.09 and $4.39.

Financing

Merger Sub has received a financing commitment from Morgan Stanley Senior Funding, Inc., Morgan Stanley Bank, N.A. and Citibank, N.A., to provide an unsecured financing in the aggregate principal amount of up to $6,750,000,000. The committed financing will be used in part to satisfy the cash component of the transaction and pay certain transactional expenses. The initial borrower under the financing commitment is Merger Sub; however, once the merger and the acquisition are consummated, Eaton, as the surviving entity of the merger, will be the borrower.

The financing commitment is documented under a bridge facility will be available in a single drawing on the acquisition closing date and will mature on the first anniversary of the closing date, with all outstanding loans payable in full at that time. The borrower has the option to voluntarily prepay the loans at anytime without premium or penalty.

Citigroup Global Markets Limited and Morgan Stanley & Co. Limited are satisfied that resources are available to Eaton sufficient to satisfy in full the cash consideration payable pursuant to the scheme.

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Neither the payment of interest on, nor the repayment of, or security for, any liability (contingent or otherwise) in connection with the Bridge Credit Agreement, will depend on the financial results of Cooper.

Transaction-related costs

Eaton currently estimates that, upon the consummation of the transaction, transaction-related costs incurred by the combined company, including fees and expenses relating to financing, will be approximately $153 million.

Interests of Certain Persons in the Transaction

Eaton

In considering the recommendation of the board of directors of Eaton, Eaton shareholders should be aware that certain directors and executive officers of Eaton will have interests in the proposed transaction that are different from, or in addition to, the interests of Eaton shareholders generally and which may create potential conflicts of interest. These interests are described in more detail below, and with respect to named executive officers of Eaton, are quantified in the table below. The board of directors of Eaton was aware of these interests and considered them when it adopted the transaction agreement and approved the business combination. Other than the interests described below, the proposed transaction will have no impact on the compensation and benefits payable to Eaton s directors or named executive officers.

Deferred Compensation Plans. Under the Deferred Incentive Compensation Plan and 1996 Non-Employee Director Fee Deferral Plan, if certain directors and/or executive officers experience a termination of employment or service, as applicable, for any reason within the three years following a change in control (the definition of which includes the consummation of the proposed transaction), such directors and executive officers would be entitled to receive either full payment, or commencement of installments (determined by the election previously made by such director or executive officer), of amounts then due under the respective plans, within thirty (30) days following such termination of employment or service.

Rabbi Trusts. Eaton is a party to two trust agreements, which are intended to provide benefits payable to directors and executive officers under Eaton s Deferred Incentive Compensation Plan I, and 1996 Non-Employee Director Fee Deferral Plan. The consummation of the proposed transaction will result in a change in control under both such plans and, as a result, no later than the date on which the proposed transaction is consummated, and on each of the first and second twelve-month anniversaries of that date, the trust agreements provide that Eaton is obligated to make a contribution to the trust in an amount equal to the difference, if any, between (a) 100% of the vested liabilities under the plans and (b) the value of the trust assets. The vested liabilities under the plans is currently $18,595,000. However, as a result of the current funded status of Eaton s defined benefit pension plans, provisions of the Pension Protection Act of 2006 prohibit Eaton from funding such obligations at this time. Further, upon the termination of employment or service of a participant of a covered plan after the proposed transaction is consummated, such participant will be entitled to receive the amounts deferred under the covered plans either as a lump-sum or in installments, based upon a prior election made by such participant.

Excise Tax Gross Up

With respect to the merger, Section 4985 of the Code imposes an excise tax (15% in 2012) on the value of certain stock compensation held at any time during the six months before and six months after the closing of the merger by individuals who were and/or are directors and executive officers of Eaton and subject to the reporting requirements of Section 16(a) of the Exchange Act during the same period. This excise tax applies to all payments (or rights to payment) granted to such persons by Eaton and its affiliates in connection with the performance of services to Eaton and its affiliates if the value of such payment or right is based on (or determined by reference to) the value (or change in value) of stock in Eaton or its affiliates (excluding certain statutory incentive stock options and holding in tax qualified plans), which would include any outstanding

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(1) unexercised vested or unvested nonqualified stock options, (2) unvested restricted stock awards and (3) other stock-based compensation, referred to as the relevant equity awards, held by such Eaton directors and executive officers during this twelve month period and becomes effective contemporaneously with the closing of the merger. However, the excise tax will not apply to (1) any stock option which is exercised on the expatriation date (closing date of the merger) or during the 6-month period before such date and to the stock acquired in such exercise, if income is recognized under section 83 on or before the expatriation date with respect to the stock acquired pursuant to such exercise, and (2) any other specified stock compensation which is exercised, sold, exchanged, distributed, cashed-out, or otherwise paid during such period in a transaction in which income, gain, or loss is recognized in full.

The Eaton board of directors has determined that it is appropriate to provide these directors and executive officers with a gross up payment with respect to the excise tax, so that, on a net after-tax basis, they would be in the same position as if no such excise tax had been applied. These gross up payments will be non-deductible and will themselves be subject to the Section 4985 excise tax (15% in 2012). These amounts would be paid following the closing of the merger, which is subject to adoption of the transaction agreement and the merger by Eaton s shareholders. The actual amounts due on behalf of such directors and executive officers will be determinable following the consummation of the proposed transaction. Payment of the excise tax plus tax reimbursement will result in no unique benefit to the named executive officers but is intended only to place them in the same position as other equity compensation holders after the merger.

Quantification of Payments and Benefits to Eaton s Named Executive Officers

The following table and the related footnotes present information about the compensation payable to Eaton s named executive officers in connection with the proposed transaction. The compensation shown in this table is subject to a vote, on a non-binding advisory basis, of the stockholders of Eaton at the special meeting, as described herein in *Eaton Shareholder Vote on Specified Compensation Arrangements.*

Golden Parachute Compensation

Name	Pension/NQDC ($)[1]	Tax Reimbursement ($)[2]	Total ($)
Named Executive Officers			
A.M. Cutler	$ 831,248	$ 8,497,047	$ 9,328,295
R.H. Fearon	$ 0	$ 2,144,598	$ 2,144,598
C. Arnold	$ 0	$ 2,014,011	$ 2,014,011
T.S. Gross	$ 0	$ 1,793,621	$ 1,793,621
M.M. McGuire	$ 0	$ 1,144,945	$ 1,144,945

(1) Such amount reflects the amount due to Mr. Cutler under the Deferred Incentive Compensation Plan in the event that his employment is terminated for any reason either by Eaton or by Mr. Cutler within three years of the consummation of the transaction. For purposes of this table, it is assumed that Mr. Cutler s employment is terminated immediately following the consummation of the proposed transaction.

(2) Such amounts consist of the payments, which will be payable on behalf of Eaton s named executive officers, who along with Eaton s directors and certain other executives, become subject to the excise tax under Section 4985 of the Code as a result of the consummation of the proposed transaction. Under the Code, the excise tax becomes effective contemporaneously with the consummation of the proposed merger. Consequently, the amount of the payment that will be made will be calculated based on the closing price of Eaton s stock as of the consummation of the merger and each named executive officer s relevant equity awards held as of that date. For purposes of the table above, the payment is based on: (1) an assumed price of Eaton s stock of $42.89 (the average closing price per Eaton share over the five business days following the public announcement of the transaction on May 21, 2012); (2) the named executive officers relevant

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stock-based compensation held as of May 21, 2012; (3) a 15% excise tax rate; (4) a maximum federal tax rate of 35% and average state and local tax rates of 5.925% and 2.0%, respectively; (5) the assumption that no stock options are exercised between May 21, 2012 and the consummation of the proposed transaction; (6) the assumption that no additional relevant stock-based compensation grants will be made to the named executive officers within the applicable 12-month window as previously described; and (7) the assumption that the proposed transaction will be consummated on or before December 31, 2012. The actual amount of the tax reimbursement for each affected executive will be determinable following the consummation of the proposed transaction.

The consummation of the transaction is not expected to result in the accelerated vesting or payment of compensation or benefits under any other equity or other plans of Eaton.

Indemnification and Insurance

Pursuant to the terms of the transaction agreement, Eaton s directors and executive officers will be entitled to certain ongoing indemnification and coverage under directors and officers liability insurance policies from New Eaton. See *The Transaction Agreement Covenants and Agreements Directors and Officers Indemnification and Insurance.*

Cooper

In considering the recommendation of the board of directors of Cooper, Cooper shareholders should be aware that certain directors and officers of Cooper will have interests in the scheme. These interests are described in more detail below, and certain of them are quantified in the narrative and the table below.

Equity-Based Awards

Treatment of Cooper Stock Options

Stock Options Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan. Each award of stock options granted under Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive the consideration per share payable to Cooper shareholders under the scheme with respect to the net number of Cooper ordinary shares subject to the stock option (as determined pursuant to the following formula), less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). The net number of Cooper ordinary shares subject to the stock option will be determined by multiplying (a) the number of Cooper ordinary shares subject to the stock option, by (b) the excess, if any, of the closing price of a Cooper share on the effective date of the scheme or such earlier date on which Cooper shares were last traded over the per share exercise price of the stock option, and dividing by (c) the value of the consideration per share payable to Cooper shareholders under the scheme.

All Other Stock Options. Each award of stock options granted under a plan other than Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive a cash payment equal to (a) the number of Cooper ordinary shares subject to the stock option, multiplied by (b) the excess, if any, of the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded) over the per share exercise price of the stock option, less any applicable tax withholdings.

Treatment of Other Cooper Equity-Based Awards

Restricted Share Units and Performance Shares Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s Amended and Restated Stock Incentive Plan. Each award of restricted share units or performance shares granted under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s

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Amended and Restated Stock Incentive Plan that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, become fully vested and be converted into the right to receive the consideration per share payable to Cooper shareholders, less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). With respect to performance share awards, (a) for any such award granted under Cooper s Amended and Restated Stock Incentive Plan, the number of Cooper ordinary shares subject thereto will be determined based on target performance levels and (b) for any such award granted under Cooper s 2011 Omnibus Incentive Compensation Plan, the number of Cooper ordinary shares subject thereto will be determined based on the greater of target and actual performance levels.

Deferred Performance Shares Granted Under Cooper s Amended and Restated Stock Incentive Plan. Each award of performance shares that has been deferred under Cooper s Amended and Restated Stock Incentive Plan and that is outstanding as of the effective time of the scheme will, in accordance with the terms of the plan, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Cooper Share Awards Granted Under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan. Each Cooper share award granted under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan or included in a deferral account under such plans that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, whether or not then vested, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Dividend Equivalents. All dividend equivalents associated with outstanding Cooper equity-based awards will become payable in the form of consideration (i.e., cash or the consideration payable to Cooper shareholders) that corresponds to the associated Cooper equity-based award.

Quantification of Payments. For an estimate of the amounts that would be payable to Cooper s named executive officers on settlement of their unvested equity-based awards, see *Quantification of Payments and Benefits to Cooper s Named Executive Officers* below. We estimate that the aggregate value of the settlement of unvested equity-based awards held by Cooper s executive officers who are not named executive officers if the effective time of the scheme were August 15, 2012 is approximately $11 million, assuming a price per Cooper share of $70.78. Because the consideration payable in respect of Cooper equity-based awards is not a fixed dollar amount, Cooper has used the average closing price per Cooper share over the five business days following the public announcement of the scheme on May 21, 2012 to determine the aggregate amounts reflected in this section. All Cooper directors, other than Kirk S. Hachigian, are fully vested in their outstanding stock options as well as Cooper ordinary shares credited to deferral accounts under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan. All restricted share units granted to directors, other than Kirk S. Hachigian, before 2009 are fully vested and any restricted stock units granted to directors since 2009 remain unvested while the director continues to serve on the Cooper board and immediately vest upon the date the director ceases to serve on the board or upon the effective time of the scheme. We estimate that the aggregate amount that would be payable to all of Cooper s directors on settlement of their unvested restricted share unit awards if the effective time of the scheme were August 15, 2012 is approximately $18 million, assuming a price per Cooper share of $70.78.

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Management Continuity Agreements

Each of Cooper s executive officers is party to a management continuity agreement that provides for certain compensation and benefits described below in the event that his or her employment was terminated by Cooper or Eaton for any reason other than cause, death, disability or retirement, or by the executive officer for good reason, at any time either within the two-year period following the effective time of the scheme or prior to the effective time of the scheme if the termination of employment were at the direction of Eaton (each a Qualifying Termination). Cooper will fund the amounts payable under the management continuity agreements into a rabbi trust.

Severance Payment. Upon a Qualifying Termination, the executive officer would become entitled to a lump sum cash payment equal to the product of (a) three (in the case of the Chief Executive Officer and Senior Vice Presidents) or two (in the case of all other executive officers) and (b) the sum of the executive officer s (i) base salary in effect immediately prior to the termination date (or, if higher, immediately prior to the scheme) and (ii) annual bonus. For purposes of the lump sum cash payment, the bonus is based on the highest of (A) the executive officer s target bonus in effect for the year in which the scheme occurs, (B) the executive officer s target bonus in effect for the year in which the termination date occurs and (C) the average annual bonus earned by the executive officer during the three years preceding the year in which either the scheme or the termination date occurs (whichever is greater).

Welfare Benefits Continuation. Upon a Qualifying Termination, the executive officer would become entitled to continued life, disability, accident and health insurance benefits for three years (in the case of the Chief Executive Officer and Senior Vice Presidents) or two years (in the case of all other executive officers) following his or her date of termination. For up to five years thereafter, the executive officer is eligible for health insurance benefits until such benefits are made available to him or her by a subsequent employer or the executive officer attains age 65.

Pro-Rata Annual Bonus. Upon a Qualifying Termination, the executive officer would become entitled to a lump sum cash payment equal to his or her target annual bonus for the year in which the termination occurred, pro-rated based on the number of full and partial months elapsed from the beginning of the then current calendar year through the effective time of the scheme.

Pension Benefits. Upon a Qualifying Termination, the executive officer would become entitled to a lump sum cash payment equal to the value of the incremental benefits and contributions that the executive officer would have received under the Cooper Retirement Savings and Stock Ownership Plan and the Cooper Supplemental Executive Retirement Plan, based on the terms of the plans as in effect immediately prior to the scheme and assuming the executive officer made the maximum allowable pre-tax contributions, for the three years (in the case of the Chief Executive Officer and Senior Vice Presidents) or two years (in the case of all other executive officers) following the executive officer s date of termination.

Outplacement Services. Upon a Qualifying Termination, the executive officer would become entitled to outplacement services suitable to the executive officer s position for up to one year.

Cutback for or Reimbursement of Excise Taxes. Each executive officer is entitled to reimbursement of any federal excise taxes imposed on the payments and benefits described above, unless the value of the payments and benefits does not exceed 110% of the maximum amount payable without triggering the tax, in which case the payments and benefits would be reduced to such maximum amount.

Quantification of Payments. For an estimate of the value of the payments and benefits described above that would be payable to each of Cooper s named executive officers, see *Quantification of Payments and Benefits to Cooper s Named Executive Officers*. We estimate that the aggregate amount of the cash severance payments, the pro-rata annual bonus payments and the pension benefits payments described above that would be payable to all of Cooper s executive officers who are not named executive officers if the effective time of the scheme were August 15, 2012 and all such executive officers experienced a Qualifying Termination at such time is approximately $13 million.

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Indemnification Insurance

Pursuant to the terms of the transaction agreement, Cooper s directors and executive officers will be entitled to certain ongoing indemnification and coverage under directors and officers liability insurance policies from New Eaton. In addition, the management continuity agreements require Cooper to maintain officers indemnification insurance for each executive officer for a period of five years following a Qualifying Termination and Cooper s directors and executive officers are party to individual indemnification agreements that provide for indemnification of any claims relating to their services to Cooper to the fullest extent permitted by applicable law.

Quantification of Payments and Benefits to Cooper s Named Executive Officers

The table below sets forth the amount of payments and benefits that each Cooper named executive officer would receive in connection with the scheme, assuming the consummation of the transaction occurred on August 15, 2012, and the named executive officer experienced a Qualifying Termination on such date.

Golden Parachute Compensation

Name	Cash ($)(1)	Equity ($)(2)	Pension/ NQDC ($)(3)	Perquisites/ Benefits ($)(4)	Tax Reimbursement ($)(5)	Total ($)
Named Executive Officers						
Kirk S. Hachigian	16,200,000	39,594,369	6,963,669	157,709	16,411,995	79,327,742
David A. Barta	3,956,267	8,000,005	972,593	150,192	3,614,595	16,693,652
Bruce M. Taten	3,018,633	5,937,605	696,995	87,113	2,904,122	12,644,468
Ivo Jurek	1,980,000	4,250,543	503,095	117,675	2,063,148	8,914,461
Kris Beyen	1,411,862	3,001,968	30,000	113,750	0	4,557,580

(1) The cash payments payable to the named executive officers consist of the following:
(a) a pro-rata target annual bonus for 2012.

(b) a lump sum cash severance payment equal to the product of (i) three (in the case of Messrs. Hachigian, Barta and Taten) or two (in the case of Messrs. Jurek and Beyen) and (ii) the sum of the named executive officer s (A) base salary in effect immediately prior to the termination date (or, if higher, immediately prior to the scheme) and (B) annual bonus. For purposes of the lump sum cash payment, the bonus is based on the highest of (x) the named executive officer s target bonus in effect for the year in which the scheme occurs, (y) the named executive officer s target bonus in effect for the year in which the termination date occurs and (z) the average annual bonus earned by the executive officer during the three years preceding the year in which either the scheme or the termination date occurs (whichever is greater).

These components of the cash payments are set forth in the table below. All cash payments are double-trigger, meaning that they are payable only upon a termination of employment during the two-year period following the consummation of the scheme (or upon a termination of employment prior to consummation of the scheme if the termination of employment occurs at the direction of Eaton).

Name	Pro-Rata Target Annual Bonus ($)	Severance Payment ($)
Kirk S. Hachigian	1,950,000	14,250,000
David A. Barta	386,267	3,570,000
Bruce M. Taten	278,133	2,740,500
Ivo Jurek	270,000	1,710,000
Kris Beyen	172,954	1,238,908

(2) All unvested equity-based awards held by the named executive officers would be vested and settled on a single-trigger basis upon the consummation of the scheme. The amounts above assume a price per Cooper share of $70.78 (the average closing price per Cooper share over the five business days following the public announcement of the transaction on May 21, 2012) and that performance shares settle based on target

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performance levels. Set forth below are the values of each type of equity-based award that would be settled in connection with the scheme.

Name	Stock Options ($)	Restricted Share Units ($)	Performance Shares ($)	Dividend Equivalents ($)
Kirk S. Hachigian	6,118,993	10,776,680	21,833,862	864,834
David A. Barta	657,654	4,529,920	2,602,227	210,204
Bruce M. Taten	639,511	2,831,200	2,312,383	154,511
Ivo Jurek	473,199	2,052,620	1,632,896	91,828
Kris Beyen	363,574	1,274,040	1,314,385	49,969

(3) Each amount above represents the value of a lump sum cash payment equal to the value of the incremental benefits and contributions that the named executive officer would have received under the Cooper Retirement Savings and Stock Ownership Plan and the Cooper Supplemental Executive Retirement Plan, based on the terms of the plans as in effect immediately prior to the scheme and assuming the executive officer made the maximum allowable pre-tax contributions, for the three years (in the case of Messrs. Hachigian, Barta and Taten) or two years (in the case of Messrs. Jurek and Beyen) following the named executive officer s date of termination. All such payments are double-trigger, meaning that they are payable only upon a termination of employment during the two-year period following the consummation of the scheme (or upon a termination of employment prior to consummation of the scheme if the termination of employment occurs at the direction of Eaton).

(4) The amounts above include the estimated value of (a) continued participation in Cooper s life, disability and accident benefits plans for three years (in the case of Messrs. Hachigian, Barta and Taten) or two years (in the case of Messrs. Jurek and Beyen) following his date of termination and (b) continued participation in Cooper s health insurance plans for eight years (in the case of Messrs. Hachigian, Barta and Taten) or seven years (in the case of Messrs. Jurek and Beyen) following his date of termination. With respect to each named executive officer, the value of such benefits is estimated to be the following: Mr. Hachigian, $147,709; Mr. Barta, $140,192; Mr. Taten, $77,113; Mr. Jurek, $107,675; and Mr. Beyen, $103,750. In addition, each named executive officer would be eligible for outplacement services for one year following the date of termination, the value of which is estimated to be $10,000 for each named executive officer. All such compensation and benefits are double-trigger, meaning that they are payable only upon termination of employment during the two-year period following the consummation of scheme (or upon a termination of employment prior to consummation of the scheme if the termination of employment occurs at the direction of Eaton).

(5) Estimated excise tax reimbursements are subject to change based on the actual closing date of the scheme, date of termination of employment (if any) of the named executive officer, interest rates then in effect and certain other assumptions used in the calculations. The estimates do not take into account the value of any non-competition covenants with a named executive officer or certain amounts that may be reasonable compensation provided to the named executive officer, either before or after the closing of the scheme, each of which may, in some cases, significantly reduce the amount of the potential excise tax reimbursements. Excise tax reimbursements are single-trigger, although the value of certain double trigger payments and benefits may require incremental excise tax reimbursements, subject to the same conditions described in this paragraph.

Other Compensation Matters

With respect to change of control agreements Eaton has entered into with its executive officers, the proposed transaction does not constitute a change of control thereunder and Eaton has obtained acknowledgements from such executive officers to that effect.

Other than as set forth on page 91 of this joint proxy statement/prospectus, the emoluments of the board of directors of Eaton will not be affected by the transaction.

In addition, under the terms of the Limited Eaton Service Supplemental Retirement Income Plan, Excess Benefits Plan and Supplemental Benefits Plan, the Eaton board of directors may waive the requirement to make

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lump sum payments to participating executive officers upon a proposed change in control (the definition of which includes the proposed transaction). On June 16, 2012, Eaton s board of directors took action to waive such requirement and the executive officers who participate in such plans will not be entitled to any payments thereunder as a result of the consummation of the proposed transaction.

Eaton s Intentions Regarding Cooper and Eaton

Following the closing of the transaction, Eaton will commence a comprehensive evaluation of the enlarged group s operation and will identify the best way to integrate the organizations in order to further improve the support of our customers, as well as achieve revenue and cost synergies. Employees from both Eaton and Cooper will be involved in both evaluation, formation of integration plans and execution of those integration plans.

Until these evaluations and formation of plans have been completed, Eaton is not in a position to comment on prospective potential impacts upon employment, specific locations or any redeployment of fixed assets. Based upon Eaton s considerable experience in integrating acquisitions, it is Eaton s expectation that there will be a reduction in headcount for the combined group stemming from the elimination of duplicative activities, functions, facilities or the redeployment of fixed assets.

Pursuant to the terms of the transaction agreement, Eaton has given assurances to Cooper that the existing employment rights of all management and employees of Cooper will be fully safeguarded following completion of the acquisition. The combined organization will be led by Alexander M. Cutler as Chairman and Chief Executive Officer.

Subject to the de-listing of Cooper, Eaton will also seek to reduce costs where appropriate, which have historically been related to Cooper s status as a listed company.

The board of directors of Cooper notes that Eaton will be carrying out an evaluation of the enlarged group following completion of the acquisition, which may well lead to reduction in headcount and elimination of duplicative functions in either or both of Cooper and Eaton following completion. However, the board of directors of Cooper also notes that Cooper employees will have the opportunity to be involved in the evaluation, formation of integration plans and execution of those integration plans. It is also satisfied with the assurance given by Eaton to fully safeguard the employment rights of all management and employees of Cooper following completion of the acquisition.

Board of Directors and Management after the Transaction

Board of Directors

The transaction agreement provides that the board of directors of New Eaton after the transaction will have twelve members consisting of (i) the members of the Eaton board of directors immediately prior to the effective time of the merger and (ii) two individuals, who were members of the Cooper board of directors on the date of the transaction agreement, to be selected by the Governance Committee of the Eaton board of directors pursuant to Eaton s director nomination process.

As of the date of this joint proxy statement/prospectus, the Governance Committee of the Eaton board of directors has not finally determined which Cooper directors will be elected to the board of directors of New Eaton. The two Cooper directors that will serve on the New Eaton board will be selected prior to the completion of the transaction.

Biographical information with respect to the current Eaton directors is contained in Eaton s proxy statement for its 2012 annual meeting of shareholders and is incorporated herein by reference. Biographical information with respect to the current Cooper directors from among whom the designees to the board of directors of New

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Eaton after the acquisition will be selected, is contained in Cooper s proxy statement for its 2012 annual meeting of shareholders and is incorporated herein by reference.

Committees of the New Eaton Board

The New Eaton board of directors is expected to form the following board committees: Audit, Compensation and Organization, Executive, Finance and Governance.

No board committees have been designated at this time.

Management

The New Eaton senior management team after the acquisition and the merger will be the same as the current senior management team of Eaton. Biographical information with respect to the current management of Eaton is contained in Eaton s Annual Report on 10-K for the fiscal year ended December 31, 2011, and is incorporated herein by reference.

Compensation of New Eaton s Executive Officers

New Eaton did not have any employees during the year ended December 31, 2011 and, accordingly, has not included any compensation and other benefits information with respect to that or prior periods.

Information concerning the historical compensation paid by Eaton to its executive officers, all of whom are expected to be the executive officers of New Eaton, is contained in Eaton s proxy statement for its 2012 annual meeting of shareholders under the heading Executive Compensation beginning on page 19 thereto and is incorporated herein by reference.

Following the proposed transaction, it is expected that a compensation and organization committee of New Eaton will be formed, will oversee and determine the compensation of the chief executive officer and other executive officers of New Eaton and will evaluate and determine the appropriate executive compensation philosophy and objectives for New Eaton. This compensation committee would evaluate and determine the appropriate design of the New Eaton executive compensation program and the appropriate process for establishing executive compensation. With respect to base salaries, annual incentive compensation and long-term incentive awards (or their equivalents), it is expected that New Eaton s compensation committee will develop programs reflecting appropriate measures, goals, targets and business objectives based on New Eaton s competitive marketplace. It is expected that the New Eaton compensation and organization committee will also determine the appropriate benefits, perquisites and severance arrangements, if any, that it will make available to executive officers and may retain a compensation consultant with respect to these executive compensation evaluations and determinations.

This New Eaton compensation committee is expected to review its compensation policies with respect to the executive officers of New Eaton after the proposed transaction. Although New Eaton s future executive officer compensation practices are expected to be based on Eaton s historical executive officer compensation practices, New Eaton s compensation committee may review the impact of the merger on executive officer compensation practices and may make adjustments that it believes are appropriate in structuring New Eaton s future executive officer compensation arrangements.

Compensation of New Eaton s Directors

Information concerning the historical compensation paid by Eaton to its non-employee directors, all of whom are expected to be non-employee directors of New Eaton, is contained in Eaton s proxy statement for its 2012 annual meeting of shareholders under the heading Director Compensation beginning on page 61 thereto

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and is incorporated herein by reference. Information concerning the historical compensation paid by Cooper to its non-employee directors, two of whom are expected to be non-employee directors of New Eaton, is contained in Cooper s proxy statement for its 2012 annual meeting of shareholders under the heading 2011 Director s Compensation beginning on page 42 thereto and is incorporated herein by reference.

Following the proposed transaction, director compensation will be determined by New Eaton s finance and governance committee. Although New Eaton s future director compensation practices are expected to be based on Eaton s historical director compensation practices, New Eaton s finance and governance committee may review the impact of the merger on director compensation practices and may make adjustments that it believes are appropriate in structuring New Eaton s future director compensation arrangements.

Regulatory Approvals Required

United States Antitrust

Under the HSR Act, and the rules and regulations promulgated thereunder by the FTC, the acquisition cannot be consummated until, among other things, notifications have been given and certain information has been furnished to the FTC and the Antitrust Division, and specified waiting period requirements have been satisfied. On June 12, 2012 each of Eaton and Cooper filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the Antitrust Division and the FTC. The waiting period under the HSR Act expired at 11:59 p.m. (Eastern Time in the U.S.) on July 12, 2012. Expiration of the waiting period satisfies a condition to the completion of the transaction.

Other Regulatory Approvals

Eaton and Cooper derive revenues in other jurisdictions where merger or acquisition control filings or approvals are or may be required, including approvals that will be required in the European Union, Canada, Mexico, the People s Republic of China, Russia, South Africa, South Korea and Turkey. The transaction cannot be consummated until after the applicable waiting periods have expired or the relevant approvals have been obtained under the antitrust and competition laws of the countries listed above where merger control filings or approvals are or may be required. The parties filed in Brazil under the prior rules, which do not prevent consummation of the proposed transaction prior to antitrust clearance. Eaton and Cooper have agreed that clearance under the antitrust laws of The Republic of China (Taiwan) is not required pursuant to the transaction. Eaton and Cooper have filed or will file as soon as possible in each of these other countries.

Irish Court Approvals

The scheme of arrangement requires the approval of the Irish High Court, which involves an application by Cooper to the Irish High Court to sanction the scheme. The Irish High Court must also confirm the reduction of capital of Cooper that would be effected by EGM resolution #2, which is a necessary step in the implementation of the scheme.

The creation of distributable reserves of New Eaton, which involves a reduction of New Eaton s share premium, also requires the approval of the Irish High Court. See *Creation of Distributable Reserves of New Eaton*.

Payment of Consideration

Settlement of the scheme consideration to which any Cooper shareholder is entitled will be paid to Cooper shareholders of record within 14 days of completion of the transaction. For further information regarding the settlement of consideration, see *Part 2 Explanatory Statement Settlements, Listings and Dealings*.

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NO DISSENTERS RIGHTS

Under the Ohio General Corporation Law, holders of Eaton common shares do not have appraisal or dissenters rights with respect to the merger or any of the other transactions described in this joint proxy statement/prospectus.

Under Irish law, holders of Cooper ordinary shares do not have appraisal or dissenters rights with respect to the acquisition or any of the other transactions described in this joint proxy statement/prospectus.

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ACCOUNTING TREATMENT OF THE TRANSACTION

Eaton will account for the acquisition of Cooper pursuant to the transaction agreement and using the acquisition method of accounting in accordance with U.S. GAAP. Eaton will allocate the final purchase price to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values as of the closing of the transaction. Any excess of the purchase price over those fair values will be recorded as goodwill.

Definite lived intangible assets will be amortized over their estimated useful lives. Intangible assets with indefinite useful lives and goodwill will not be amortized but will be tested for impairment at least annually. All intangible assets and goodwill are also tested for impairment when certain indicators are present. If in the future, Eaton determines that intangible assets or goodwill are impaired, an impairment charge would be recorded at that time.

The purchase price allocation reflected in the unaudited pro forma condensed consolidated financial statements included in this joint proxy statement/prospectus is based on preliminary estimates using assumptions that Eaton management believes are reasonable utilizing information currently available. The amount of the estimated purchase price allocated to goodwill and intangibles is approximately $11.5 billion. The final purchase price allocation will be based in part on detailed valuation studies which have not yet been completed. Differences between preliminary estimates in the pro forma statements and the final acquisition accounting will occur and could have a material impact on the pro forma statements and the combined company s future results of operations and financial position. We expect to complete the final purchase price allocation no later than 12 months following the closing of the transaction.

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CERTAIN TAX CONSEQUENCES OF THE TRANSACTION

This section contains a general discussion of the material tax consequences of (i) the transaction and (ii) post-transaction ownership and disposition of New Eaton ordinary shares.

The discussion under the caption *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations* addresses (i) application of section 7874 of the Internal Revenue Code of 1986, as amended, which is referred to in this joint proxy statement/prospectus as the Code, which is referred to in this joint proxy statement/prospectus as section 7874, to Eaton and New Eaton, (ii) the material U.S. federal income tax consequences of the transaction to Eaton and New Eaton, and (iii) the material U.S. federal income tax consequences to U.S. holders (as defined below) of (a) exchanging Eaton common shares for New Eaton ordinary shares in the transaction, (b) exchanging Cooper ordinary shares for New Eaton ordinary shares and cash in the transaction and (c) owning and disposing of New Eaton ordinary shares received in the transaction.

The discussion of the transaction and of ownership and disposition of shares received in the transaction under *Certain Tax Consequences of the Transaction Irish Tax Considerations* addresses certain Irish tax considerations of the transaction and subsequent ownership and disposition of New Eaton ordinary shares.

The discussion below is not a substitute for an individual analysis of the tax consequences of the transaction or post-transaction ownership and disposition of shares of New Eaton. You should consult your own tax advisor regarding the particular U.S. (federal, state and local), Irish and other non-U.S. tax consequences of these matters in light of your particular situation.

U.S. Federal Income Tax Considerations

Scope of Discussion

The following discussion describes the material U.S. federal income tax consequences of the transaction generally expected to be applicable to the U.S. holders (as defined below) of Eaton common shares and Cooper ordinary shares and their receipt and ownership of New Eaton ordinary shares and, with respect to U.S. holders of Cooper ordinary shares, cash. The discussion set forth below is applicable only to U.S. holders (i) who are residents of the United States for purposes of the current income tax treaty between Ireland and the United States, which is referred to in this joint proxy statement/prospectus as the Tax Treaty, (ii) whose Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares are not, for purposes of the Tax Treaty, effectively connected with such U.S. holder s permanent establishment in Ireland and (iii) who otherwise qualify for the full benefits of the Tax Treaty. Except where noted, this discussion deals only with Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares held as capital assets within the meaning of section 1221 of the Code (generally, property held for investment). As used herein, the term U.S. holder means a holder of Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares that is for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

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This discussion does not represent a detailed description of all of the U.S. federal income tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws, including if you are:

- a dealer in securities or currencies;
- a financial institution;
- a regulated investment company;
- a corporation that accumulates earnings to avoid U.S. federal income tax;
- a real estate investment trust;
- an insurance company;
- a tax-exempt organization;
- a person holding Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;
- a person that acquired your Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares through the exercise of employee stock options or other compensation arrangements;
- a trader in securities that has elected the mark-to-market method of accounting for your securities;
- a person liable for alternative minimum tax;
- a person who owns or is deemed to own 5% or more of Cooper ordinary shares;
- a person who owns or is deemed to own 10% or more of New Eaton voting stock;
- a partnership or other pass-through entity for U.S. federal income tax purposes; or
- a person whose functional currency is not the U.S. dollar.

The discussion below is based upon the provisions of the Code, and regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified so as to result in U.S. federal income tax consequences different from those discussed below. No ruling is intended to be sought from the Internal Revenue Service with respect to the transaction.

If a partnership holds Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding Eaton common shares, Cooper ordinary shares or New Eaton ordinary shares, you should consult your tax advisors.

This discussion does not contain a detailed description of all the U.S. federal income tax consequences to you in light of your particular circumstances and does not address any state, local or foreign or any U.S. federal tax consequences other than U.S. federal income tax consequences, such as estate and gift tax or U.S. Medicare contribution tax consequences. **You should consult your own tax advisor concerning the U.S. federal income tax consequences to you in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction.**

Tax Consequences of the Transaction to Eaton and New Eaton

U.S. Federal Income Tax Classification of New Eaton as a Result of the Transaction

For U.S. federal income tax purposes, a corporation generally is considered a tax resident in the place of its organization or incorporation. Because New Eaton is an Irish incorporated entity, it would be classified as a foreign corporation (and, therefore, a non-U.S. tax resident) under these general rules. Section 7874, however,

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contains rules (more fully discussed below) that can result in a foreign corporation being treated as a U.S. corporation for U.S. federal income tax purposes. The application of these rules is complex, and there is little or no guidance on many important aspects of section 7874.

Under section 7874, a corporation created or organized outside the United States (i.e., a foreign corporation) will nevertheless be treated as a U.S. corporation for U.S. federal income tax purposes (and, therefore, a U.S. tax resident) when (1) the foreign corporation directly or indirectly acquires substantially all of the assets held directly or indirectly by a U.S. corporation (including the indirect acquisition of assets by acquiring all the outstanding shares of the U.S. corporation), (2) the shareholders of the acquired U.S. corporation hold at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the U.S. acquired corporation (including the receipt of the foreign corporation s shares in exchange for the U.S. corporation s shares), and (3) the foreign corporation s expanded affiliated group does not have substantial business activities in the foreign corporation s country of organization or incorporation relative to the expanded affiliated group s worldwide activities.

Pursuant to the transaction agreement, New Eaton will indirectly acquire all of Eaton s assets through the indirect acquisition of the Eaton common shares in the transaction at the effective time. As a result, for New Eaton to avoid being treated as a U.S. corporation for U.S. federal income tax purposes under section 7874, either (1) the former shareholders of Eaton must own (within the meaning of section 7874) less than 80% (by both vote and value) of New Eaton s ordinary shares by reason of holding shares in Eaton, which is referred to in this joint proxy statement/prospectus as the ownership test, or (2) New Eaton must have substantial business activities in Ireland after the transaction (taking into account the activities of New Eaton s expanded affiliated group), which is referred to in this joint proxy statement/prospectus as the substantial business activities test.

Based on the rules for determining share ownership under section 7874, the Eaton shareholders will receive less than 80% (by both vote and value) of the shares in New Eaton by reason of their ownership of Eaton common shares. As a result, under current law, New Eaton should be treated as a foreign corporation for U.S. federal income tax purposes under section 7874. However, it is possible that there could be a change in law under section 7874 or otherwise that could adversely affect New Eaton s status as a foreign corporation for U.S. federal income tax purposes.

Potential Limitation on the Utilization of Eaton s (and Its U.S. Affiliates) Tax Attributes

Following the acquisition of a U.S. corporation by a foreign corporation, section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize U.S. tax attributes (including net operating losses and certain tax credits) to offset U.S. taxable income resulting from certain transactions. Specifically, if (1) substantially all the assets of a U.S. corporation are directly or indirectly acquired by a foreign corporation, (2) the shareholders of the acquired U.S. corporation hold at least 60% (but less than 80%), by either vote or value, of the shares of the foreign acquiring corporation by reason of holding shares in the U.S. corporation, and (3) the foreign corporation does not satisfy the substantial business activities test, the taxable income of the U.S. corporation (and any person related to the U.S. corporation) for any given year, within a ten-year period beginning on the last date the U.S. corporation s properties were acquired, will be no less than that person s inversion gain for that taxable year. A person s inversion gain includes gain from the transfer of shares or any other property (other than property held for sale to customers) and income from the license of any property that is either transferred or licensed as part of the acquisition, or, if after the acquisition, is transferred or licensed to a foreign related person.

Pursuant to the transaction agreement, New Eaton will indirectly acquire all of Eaton s assets at the effective time. The Eaton shareholders are expected to receive at least 60% (but less than 80%) of the vote and value of the New Eaton ordinary shares by reason of holding Eaton common shares. Based on the limited guidance available for determining whether the substantial business activities test is satisfied, Eaton currently expects that this test will not be satisfied. As a result, Eaton and its U.S. affiliates could be limited in their ability

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to utilize their U.S. tax attributes to offset their inversion gain, if any. However, neither Eaton nor its U.S. affiliates expects to recognize any inversion gain as part of the transaction, nor do they currently intend to engage in any transaction in the near future that would generate inversion gain. Accordingly, Eaton expects that it will be able to fully utilize its U.S. net operating losses prior to their expiration, to offset U.S. taxable income generated after the transaction through ordinary business operations. If, however, Eaton or its U.S. affiliates were to engage in any transaction that would generate any inversion gain in the future, it may take Eaton longer to use its net operating losses and tax credits and thus Eaton may pay U.S. federal income tax sooner than it otherwise would have. Additionally, if Eaton does not generate taxable income consistent with its expectations, it is possible that the limitation under section 7874 on the utilization of U.S. tax attributes could prevent Eaton and/or its U.S. affiliates from fully utilizing its U.S. tax attributes prior to their expiration.

U.S. Federal Income Tax Treatment of the Transaction

Neither New Eaton nor Eaton will be subject to U.S. federal income tax as a result of the transaction, although Eaton may be subject to limitations on the utilization of its tax attributes, as described above. In conjunction with the transaction, New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub will engage in certain additional intercompany transactions. The discussion herein does not address the U.S. federal income tax treatment of such transactions.

Tax Consequences of the Transaction to U.S. Holders of Eaton Common Shares

The receipt of New Eaton ordinary shares and cash in lieu of fractional New Eaton ordinary share for Eaton common shares pursuant to the transaction will be a taxable transaction for U.S. federal income tax purposes. Under such treatment, in general, for U.S. federal income tax purposes, a U.S. holder will recognize gain or loss equal to the difference between (1) the shareholder s adjusted tax basis in the Eaton common shares surrendered in the exchange and (2) the sum of the fair market value of the New Eaton ordinary shares and any cash in lieu of fractional New Eaton ordinary shares received as consideration in the transaction. A U.S. holder s adjusted basis in the Eaton common shares generally will equal the holder s purchase price for such Eaton common shares, as adjusted to take into account stock dividends, stock splits, or similar transactions.

A U.S. holder s gain or loss on the receipt of New Eaton ordinary shares and cash in lieu of fractional New Eaton ordinary shares for Eaton common shares generally will be capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. holder has held his or her Eaton common shares for more than one year as of the closing date of the transaction. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. holder will generally be treated as United States source gain or loss. If a U.S. holder acquired different blocks of Eaton common shares at different times and different prices, such holder must determine its adjusted tax basis and holding period separately with respect to each block of Eaton common shares.

U.S. holders are urged to consult their advisors as to the particular consequences of the exchange of Eaton common shares for New Eaton ordinary shares pursuant to the transaction.

Tax Consequences of the Transaction to U.S. Holders of Cooper Ordinary Shares

The receipt of cash and New Eaton ordinary shares for Cooper ordinary shares pursuant to the scheme of arrangement will be a taxable transaction for U.S. federal income tax purposes. Under such treatment, in general, for U.S. federal income tax purposes, a U.S. holder will recognize gain or loss equal to the difference between:

- the shareholder s adjusted tax basis in the Cooper ordinary shares surrendered in the exchange, and
- the sum of the fair market value of the New Eaton ordinary shares received and the amount of cash (including cash in lieu of fractional New Eaton ordinary shares) received in the scheme of arrangement.

A U.S. holder s adjusted basis in the Cooper ordinary shares generally will equal the holder s purchase price for such Cooper ordinary shares, as adjusted to take into account return of capital distributions, stock dividends, stock splits, or similar transactions.

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A U.S. holder s gain or loss on the receipt of New Eaton ordinary shares and cash for Cooper ordinary shares generally will be capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. holder has held his or her Cooper ordinary shares for more than one year as of the closing date of the scheme of arrangement. The deductibility of capital losses is subject to limitations. If a U.S. holder acquired different blocks of Cooper ordinary shares at different times and different prices, such holder must determine its adjusted tax basis and holding period separately with respect to each block of Cooper ordinary shares.

We believe that the Cooper ordinary shares should not be treated as stock of a passive foreign investment company, which is referred to in this joint proxy statement/prospectus as a PFIC, for U.S. federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. With certain exceptions, the Cooper ordinary shares would be treated as stock in a PFIC if Cooper were a PFIC at any time during a U.S. holder s holding period in such U.S. holder s Cooper ordinary shares. There can be no assurance that Cooper will not be treated as a PFIC during a U.S. holder s holding period. If Cooper were to be treated as a PFIC, then, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to the Cooper ordinary shares, gain realized on any sale or exchange of the Cooper ordinary shares would in general not be treated as capital gain. Instead, a U.S. holder would be treated as if such U.S. holder had realized such gain ratably over such U.S. holder s holding period for the Cooper ordinary shares and would be subject to U.S. federal income tax at the highest tax rate in effect for each such year to which the gain was allocated, together with an interest charge in respect of the U.S. federal income tax attributable to each such year.

Information reporting and backup withholding (currently at a rate of 28%) may apply to payments made in connection with the scheme of arrangement. Backup withholding will not apply, however, to a holder of Cooper ordinary shares who (1) furnishes a correct taxpayer identification number, which is referred to in this joint proxy statement/prospectus as a TIN, certifies that such holder is not subject to backup withholding on the Form W-9 (or appropriate successor form) included in the letter of transmittal that such holder will receive, and otherwise complies with all applicable requirements of the backup withholding rules; or (2) provides proof that such holder is otherwise exempt from backup withholding. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is timely furnished to the Internal Revenue Service. The Internal Revenue Service may impose a penalty upon any taxpayer that fails to provide the correct TIN.

U.S. holders are urged to consult their tax advisors as to the particular consequences of the exchange of Cooper ordinary shares for New Eaton ordinary shares and cash pursuant to the scheme of arrangement.

Tax Consequences to U.S. Holders of Holding Shares in New Eaton

Taxation of Dividends

The gross amount of cash distributions on New Eaton ordinary shares (including any withheld taxes) will be taxable as dividends to the extent paid out of New Eaton s current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such income (including any withheld taxes) will be includable in your gross income as ordinary income on the day actually or constructively received by you. Such dividends will not be eligible for the dividends received deduction allowed to corporations under the Code.

With respect to non-corporate U.S. holders (including individuals), certain dividends received in taxable years beginning before January 1, 2013 from a qualified foreign corporation may be subject to reduced rates of taxation. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States which the U.S. Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information provision. The U.S. Treasury Department has determined that the Tax Treaty meets these requirements. However, a foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are

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readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that the New Eaton ordinary shares, which are expected to be listed on the NYSE, will be considered readily tradable on an established securities market in the United States. There can be no assurance that the New Eaton ordinary shares will be considered readily tradable on an established securities market in later years. Non-corporate holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as investment income pursuant to section 163(d)(4) of the Code (dealing with the deduction for investment interest expense) will not be eligible for the reduced rates of taxation regardless of New Eaton s status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met.

Subject to certain conditions and limitations, Irish withholding taxes, if any, on dividends may be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid on New Eaton ordinary shares will be treated as income from sources outside the United States and will generally constitute passive category income. Further, in certain circumstances, if you:

- have held New Eaton ordinary shares for less than a specified minimum period during which you are not protected from risk of loss, or
- are obligated to make payments related to the dividends,

you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on New Eaton ordinary shares. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution exceeds New Eaton s current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of your New Eaton ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain recognized on a sale or exchange.

Distributions of New Eaton ordinary shares or rights to subscribe for New Eaton ordinary shares that are received as part of a pro rata distribution to all New Eaton shareholders generally will not be subject to U.S. federal income tax. Consequently, such distributions generally will not give rise to foreign source income, and you generally will not be able to use the foreign tax credit arising from any Irish withholding tax imposed on such distributions, unless such credit can be applied (subject to applicable limitations) against U.S. federal income tax due on other income derived from foreign sources.

Taxation of Capital Gains

For U.S. federal income tax purposes, you will recognize taxable gain or loss on any sale or exchange of a New Eaton ordinary share in an amount equal to the difference between the amount realized for the share and your tax basis in the share. For U.S. holders of Eaton common shares and Cooper ordinary shares, respectively, your tax basis in New Eaton ordinary shares received in exchange for your Eaton common shares in the acquisition or your Cooper ordinary shares, respectively, will equal the fair market value of the New Eaton ordinary shares at the time of the exchange. The gain or loss you recognize on the sale or exchange will generally be capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if you have held your New Eaton ordinary shares for more than one year as of the date of the sale or exchange. The deductibility of capital losses is subject to limitations. Any gain or loss you recognize on the sale or exchange of New Eaton ordinary shares will generally be treated as U.S. source gain or loss.

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We believe that the New Eaton ordinary shares should not be treated as stock of a passive foreign investment company, which is referred to in this joint proxy statement/prospectus as a PFIC, for U.S. federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. With certain exceptions, the New Eaton ordinary shares would be treated as stock in a PFIC if New Eaton were a PFIC at any time during a U.S. holder s holding period in such U.S. holder s New Eaton ordinary shares. There can be no assurance that New Eaton will not be treated as a PFIC during a U.S. holder s holding period. If New Eaton were to be treated as a PFIC, then, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to the New Eaton ordinary shares, gain realized on any sale or exchange of the New Eaton ordinary shares and certain distributions with respect to New Eaton ordinary shares could be subject to additional U.S. federal income taxes, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules. In addition, dividends that a U.S. holder receives from New Eaton with respect to New Eaton ordinary shares would not be eligible for the special tax rates applicable to qualified dividend income if New Eaton is treated as a PFIC with respect to such U.S. holder either in the taxable year of the distribution or the preceding taxable year, but instead would be subject to U.S. federal income tax rates applicable to ordinary income.

Information reporting and backup withholding

In general, information reporting will apply to dividends in respect of New Eaton ordinary shares and the proceeds from the sale, exchange or redemption of New Eaton ordinary shares that are paid to you within the United States (and in certain cases, outside the United States), unless you are an exempt recipient. A backup withholding tax (currently at a rate of 28%) may apply to such payments if you fail to provide a TIN or certification of other exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is timely furnished to the Internal Revenue Service. The Internal Revenue Service may impose a penalty upon any taxpayer that fails to provide the correct TIN.

Certain U.S. holders holding specified foreign financial assets with an aggregate value in excess of the applicable dollar threshold are required to report information relating to New Eaton ordinary shares, subject to certain exceptions (including an exception for New Eaton ordinary shares held in accounts maintained by certain financial institutions), by attaching a complete Internal Revenue Service Form 8938, Statement of Specified Foreign Financial Assets, with their tax return, for each year in which they hold New Eaton ordinary shares. You are urged to consult your own tax advisors regarding information reporting requirements relating to your ownership of New Eaton ordinary shares.

Irish Tax Considerations

Scope of Discussion

The following is a summary of the material Irish tax considerations for certain beneficial owners of Eaton shares and Cooper shares who receive New Eaton ordinary shares pursuant to the transaction and who are the beneficial owners of such New Eaton ordinary shares. The summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to each of the shareholders. The summary is based upon Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this joint proxy statement/prospectus and correspondence with the Irish Revenue Commissioners. Changes in law and/or administrative practice may result in alteration of the tax considerations described below.

The summary does not constitute tax advice and is intended only as a general guide. The summary is not exhaustive and shareholders should consult their own tax advisors about the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the transaction and of the acquisition, ownership and disposal of New Eaton shares. The summary applies only to shareholders who will own New Eaton shares as capital assets and does not apply to other categories of shareholders, such as dealers in securities, trustees,

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insurance companies, collective investment schemes and shareholders who have, or who are deemed to have, acquired their New Eaton shares by virtue of an Irish office or employment (performed or carried on in Ireland).

Irish Tax on Chargeable Gains

Non-resident shareholders

The rate of tax on chargeable gains (where applicable) in Ireland is 30%. New Eaton shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade or business carried on by such shareholders through an Irish branch or agency will not be liable for Irish tax on chargeable gains realized on a subsequent disposal of their New Eaton shares.

Cooper shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade or business carried on by such shareholders through an Irish branch or agency will not be within the charge to Irish tax on chargeable gains on the cancellation of their Cooper shares, or on the receipt of cash and new Eaton shares pursuant to the scheme of arrangement.

Eaton shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade or business carried on by such shareholders through an Irish branch or agency will not be within the charge to Irish tax on chargeable gains on the cancellation of their shares, or on the receipt of New Eaton shares pursuant to the merger.

Irish resident shareholders

Shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or shareholders that hold their shares in connection with a trade or business carried on by such persons through an Irish branch or agency will, subject to the availability of any exemptions and reliefs, be within the charge to Irish tax on chargeable gains arising on a subsequent disposal of their New Eaton shares.

Cooper shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or shareholders that hold their shares in connection with a trade or business carried on by such persons through an Irish branch or agency will, subject to the availability of any exemptions and reliefs, be within the charge to Irish tax on chargeable gains arising on the cancellation of their Cooper shares, pursuant to the scheme of arrangement.

Eaton shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or shareholders that hold their shares in connection with a trade or business carried on by such persons through an Irish branch or agency, will, subject to the availability of any exemptions and reliefs, be within the charge to Irish tax on chargeable gains arising on the cancellation of their Eaton shares pursuant to the merger.

A shareholder of New Eaton who is an individual and who is temporarily not resident in Ireland may, under Irish anti-avoidance legislation, still be liable to Irish tax on any chargeable gain realized.

Stamp Duty

The rate of stamp duty (where applicable) on transfers of shares of Irish incorporated companies is 1% of the price paid or the market value of the shares acquired, whichever is greater. Where Irish stamp duty arises it is generally a liability of the transferee.

The merger and the scheme will not be within the charge to Irish stamp duty.

Irish stamp duty may, depending on the manner in which the shares in New Eaton are held, be payable in respect of transfers of New Eaton shares after completion of the transaction.

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Shares Held Through DTC

A transfer of New Eaton shares effected by means of the transfer of book entry interests in DTC will not be subject to Irish stamp duty. On the basis that most ordinary shares in New Eaton are expected to be held through DTC, it is anticipated that most transfers of ordinary shares will be exempt from Irish stamp duty.

Shares Held Outside of DTC or Transferred Into or Out of DTC

A transfer of New Eaton shares where any party to the transfer holds such shares outside of DTC may be subject to Irish stamp duty. Shareholders wishing to transfer their shares into (or out of) DTC may do so without giving rise to Irish stamp duty provided:

- there is no change in the beneficial ownership of such shares; and
- the transfer into DTC is not effected in contemplation of a subsequent sale of such shares.

Due to the potential Irish stamp charge on transfers of New Eaton shares, it is strongly recommended that those shareholders who do not hold their Eaton shares through DTC (or through a broker who in turn holds such shares through DTC) should arrange for the transfer of their Eaton shares into DTC as soon as possible and before the transaction is consummated. It is also strongly recommended that any person who wishes to acquire New Eaton shares after completion of the Transaction acquires such shares through DTC (or through a broker who in turn holds such shares through DTC).

Withholding Tax on Dividends

Distributions made by New Eaton will, in the absence of one of many exemptions, be subject to Irish dividend withholding tax (which we refer to as DWT) at a rate of 20%.

For DWT purposes, a distribution includes any distribution that may be made by New Eaton to its shareholders, including cash dividends, non-cash dividends and additional stock taken in lieu of a cash dividend. Where an exemption does not apply in respect of a distribution made to a particular shareholder, New Eaton is responsible for withholding DWT prior to making such distribution.

General Exemptions

Irish domestic law provides that a non-Irish resident shareholder is not subject to DWT on dividends received from New Eaton if such shareholder is beneficially entitled to the dividend and is either:

- an individual resident for tax purposes in a relevant territory (including the U.S.) and is neither resident nor ordinarily resident in Ireland (for a list of relevant territories for DWT purposes, please see Annex H to this joint proxy statement/prospectus);
- a company resident for tax purposes in a relevant territory, provided such company is not under the control, whether directly or indirectly, of a person or persons who is or are resident in Ireland;
- a company, wherever resident, that is controlled, directly or indirectly, by persons resident in a relevant territory and who is or are (as the case may be) not controlled by, directly or indirectly, persons who are not resident in a relevant territory ;
- a company, wherever resident, whose principal class of shares (or those of its 75% direct or indirect parent) is substantially and regularly traded on a recognized stock exchange either in a relevant territory or on such other stock exchange approved by the Irish Minister for Finance; or

a company, wherever resident, that is wholly owned, directly or indirectly, by two or more companies where the principal class of shares of each of such companies is substantially and regularly traded on a recognized stock exchange in a relevant territory or on such other stock exchange approved by the Irish Minister for Finance;

and provided, in all cases noted above, the shareholder has furnished the relevant Irish Revenue Commissioners DWT forms (the DWT Forms) to:

- its broker (and the relevant information is further transmitted to New Eaton or any qualifying intermediary appointed by New Eaton) before the record date for the dividend if its shares are held through DTC, or
- to New Eaton s transfer agent at least seven business days before such record date if its shares are held outside of DTC.

Links to the various DWT Forms are available at:

http://www.revenue.ie/en/tax/dwt/forms/index.html.

For shareholders that cannot avail themselves of one of Ireland s domestic law exemptions from DWT, it may be possible for such shareholders to rely on the provisions of a double tax treaty to which Ireland is party to reduce the rate of DWT.

Shares Held by U.S. Resident Shareholders

Dividends paid in respect of New Eaton shares that are owned by U.S. residents and held through DTC will not be subject to DWT provided the addresses of the beneficial owners of such shares in the records of the broker holding such shares are in the U.S. It is strongly recommended that such shareholders ensure that their information is properly recorded by their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Eaton).

Dividends paid in respect of New Eaton shares that are acquired and owned by residents of the U.S. on or before the date on which the transaction is completed, other than New Eaton shares issued to Cooper shareholders pursuant to the scheme, and held outside of DTC will not be subject to DWT if such shareholders have provided a valid Form W-9 showing a U.S. address to New Eaton s transfer agent. It is strongly recommended that such shareholders ensure that an appropriate Form W-9 has been provided to New Eaton s transfer agent.

Dividends paid in respect of New Eaton shares that are owned by residents of the U.S. and held outside of DTC will not be subject to DWT if such shareholders satisfy the conditions of one of the exemptions referred to above under the heading General Exemptions, including the requirements to furnish completed DWT Forms and that such forms remain valid. Such shareholders must provide the appropriate DWT Forms to New Eaton s transfer agent at least seven business days before the record date for the first dividend payment to which they are entitled. It is strongly recommended that such shareholders complete the appropriate DWT Forms and provide them to New Eaton s transfer agent as soon as possible after acquiring their shares.

Former Cooper shareholders who hold New Eaton shares will be able to rely on forms previously filed with Cooper or Cooper s qualifying intermediary, and such forms are still current and have not expired, to receive dividends without such withholding tax.

If any shareholder that is resident in the U.S. receives a dividend from which DWT has been withheld, the shareholder should generally be entitled to apply for a refund of such DWT from the Irish Revenue Commissioners.

Shares Held by Residents of Relevant Territories Other Than the U.S.

Shareholders who are residents of relevant territories, other than the U.S. and regardless of when such shareholders acquired their shares, must satisfy the conditions of one of the exemptions referred to above under the heading General Exemptions, including the requirement to furnish completed DWT Forms, in order to receive dividends without suffering DWT. If such shareholders hold their shares through DTC, they must provide

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the appropriate DWT Forms to their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Eaton) before the record date for the first dividend to which they are entitled. If such shareholders hold their shares outside of DTC, they must provide the appropriate DWT Forms to New Eaton s transfer agent at least seven business days before such record date. It is strongly recommended that such shareholders complete the appropriate DWT Forms and provide them to their brokers or New Eaton s transfer agent, as the case may be, as soon as possible.

If any shareholder who is resident in a relevant territory receives a dividend from which DWT has been withheld, the shareholder may be entitled to a refund of DWT from the Irish Revenue Commissioners.

Former Cooper shareholders who hold New Eaton shares will be able to rely on forms previously filed with Cooper or Cooper s qualifying intermediary, and such forms are still current and have not expired, to receive dividends without such withholding tax.

Shares Held by Residents of Ireland

Most Irish tax resident or ordinarily resident shareholders will be subject to DWT in respect of dividends paid on their New Eaton shares.

Shareholders that are residents of Ireland, but are entitled to receive dividends without DWT, must complete the appropriate DWT Forms and provide them to their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Eaton) before the record date for the first dividend to which they are entitled (in the case of shares held through DTC), or to New Eaton s transfer agent at least seven business days before such record date (in the case of shares held outside of DTC).

Shares Held by Other Persons

New Eaton shareholders that do not fall within any of the categories specifically referred to above may nonetheless fall within other exemptions from DWT. If any shareholders are exempt from DWT, but receive dividends subject to DWT, such shareholders may apply for refunds of such DWT from the Irish Revenue Commissioners.

Qualifying Intermediary

Prior to paying any dividend, New Eaton will put in place an agreement with an entity that is recognized by the Irish Revenue Commissioners as a qualifying intermediary, which will provide for certain arrangements relating to distributions in respect of shares of New Eaton that are held through DTC, which we refer to as the Deposited Securities. The agreement will provide that the qualifying intermediary shall distribute or otherwise make available to Cede & Co., as nominee for DTC, any cash dividend or other cash distribution with respect to the Deposited Securities after New Eaton delivers or causes to be delivered to the qualifying intermediary the cash to be distributed.

New Eaton will rely on information received directly or indirectly from its qualifying intermediary, brokers and its transfer agent in determining where shareholders reside, whether they have provided the required U.S. tax information and whether they have provided the required DWT Forms. Shareholders that are required to file DWT Forms in order to receive dividends free of DWT should note that such forms are generally valid, subject to a change in circumstances, until December 31 of the fifth year after the year of issue of the forms.

Income Tax on Dividends Paid on New Eaton Shares

Irish income tax may arise for certain persons in respect of dividends received from Irish resident companies.

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A shareholder that is not resident or ordinarily resident in Ireland and that is entitled to an exemption from DWT generally has no liability to Irish income tax or the universal social charge on a dividend from New Eaton. An exception to this position may apply where such shareholder holds New Eaton shares through a branch or agency in Ireland through which a trade is carried on.

A shareholder that is not resident or ordinarily resident in Ireland and that is not entitled to an exemption from DWT generally has no additional Irish income tax liability or a liability to the universal social charge. An exception to this position may apply where the shareholder holds New Eaton shares through a branch or agency in Ireland through which a trade is carried on. The DWT deducted by New Eaton discharges the liability to income tax.

Irish resident or ordinarily resident shareholders may be subject to Irish tax and/or the universal social charge on dividends received from New Eaton.

Capital Acquisitions Tax

Irish capital acquisitions tax (**CAT**) could apply to a gift or inheritance of New Eaton shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because New Eaton shares are regarded as property situated in Ireland as the share register of New Eaton must be held in Ireland. The person who receives the gift or inheritance has primary liability for CAT.

CAT is levied at a rate of 30% above certain tax-free thresholds. The appropriate tax-free threshold is dependent upon (1) the relationship between the donor and the donee and (2) the aggregation of the values of previous gifts and inheritances received by the donee from persons within the same group threshold. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax-free threshold of 250,000 in respect of taxable gifts or inheritances received from their parents. New Eaton shareholders should consult their own tax advisors as to whether CAT is creditable or deductible in computing any domestic tax liabilities.

THE IRISH TAX CONSIDERATIONS SUMMARIZED ABOVE ARE FOR GENERAL INFORMATION ONLY. EACH EATON SHAREHOLDER AND COOPER SHAREHOLDER SHOULD CONSULT HIS OR HER TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES THAT MAY APPLY TO SUCH SHAREHOLDER.

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LISTING OF NEW EATON ORDINARY SHARES ON STOCK EXCHANGE

New Eaton ordinary shares currently are not traded or quoted on a stock exchange or quotation system. New Eaton expects that (and it is condition to the transaction that), following the transaction, New Eaton ordinary shares will be listed for trading on the NYSE under the symbol ETN.

DELISTING AND DEREGISTRATION OF EATON COMMON SHARES

Following the consummation of the transaction, Eaton common shares will be delisted from the NYSE and the Chicago Stock Exchange and deregistered under the Exchange Act.

DELISTING AND DEREGISTRATION OF COOPER ORDINARY SHARES

Following the consummation of the transaction, Cooper ordinary shares will be delisted from the NYSE and deregistered under the Exchange Act.

LEGAL PROCEEDINGS REGARDING THE TRANSACTION

On July 9, 2012, two purported Cooper shareholders, the Louisiana Municipal Police Employees Retirement System and Frank E. Waters, filed a putative class action complaint in the United States District Court for the Northern District of Ohio, Eastern Division, styled Louisiana Municipal Police Employees Retirement System v. Cooper Industries plc, et al., Case No. 1:12-cv-1750. They filed an amended complaint challenging the transaction on August 1, 2012. The amended complaint alleges that Cooper, its directors and Eaton disseminated a preliminary proxy statement in connection with the transaction that contains material omissions and misstatements in violation of federal securities laws. The alleged omissions and misstatements concern: (a) the sales process leading to the proposed acquisition and (b) the analysis performed by Cooper s financial advisor. The amended complaint further alleges that the conduct of Cooper s directors constitutes shareholder oppression in violation of Irish law. Plaintiffs request that consummation of the transaction be enjoined. Eaton and Cooper believe that the claims asserted in the action are without merit and intend to vigorously defend against them.

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INFORMATION ABOUT THE COMPANIES

Eaton

Eaton Corporation is an Ohio corporation which is currently listed (ticker symbol ETN) on the NYSE and the Chicago Stock Exchange. Eaton is a diversified power management company with more than 100 years of experience providing energy-efficient solutions that help its customers effectively manage electrical, hydraulic and mechanical power. With 2011 net sales of $16.0 billion, Eaton is a global technology leader in electrical components, systems and services for power quality, distribution and control; hydraulics components, systems and services for industrial and mobile equipment; aerospace fuel, hydraulics and pneumatic systems for commercial and military use; and truck and automotive drivetrain and powertrain systems for performance, fuel economy and safety. Eaton has approximately 73,000 employees and sells products to customers in more than 150 countries. Eaton s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

New Eaton

New Eaton is a private limited company incorporated in Ireland (registered number 512978), formed on May 10, 2012 for the purpose of holding Cooper, Eaton, Abeiron II, Eaton Sub and Turlock as direct or indirect wholly owned subsidiaries following completion of the transaction. To date, New Eaton has not conducted any activities other than those incident to its formation, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction.

On or prior to the completion of the transaction, New Eaton will be re-registered as a public limited company and renamed Eaton Corporation plc. Following the consummation of the transaction, Eaton will be an indirect wholly owned subsidiary of New Eaton. Immediately following the transaction, based on the number of Eaton and Cooper shares outstanding as of the record date, the former shareholders of Eaton are expected to own approximately 73% of New Eaton and the remaining approximately 27% of New Eaton is expected to be owned by the former shareholders of Cooper.

At and as of the effective time of the transaction, which is referred to in this joint proxy statement/prospectus as the effective time, it is expected that New Eaton will be a publicly traded company listed on the NYSE under the ticker symbol ETN. New Eaton s principal executive offices are located at 70 Sir John Rogerson s Quay, Dublin 2, Ireland, and its telephone number is (216) 523-5000.

Abeiron II

Abeiron II is a private limited liability company incorporated in Ireland and direct, wholly owned subsidiary of New Eaton, formed on May 17, 2012. To date, Abeiron II has not conducted any activities other than those incident to its formation, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the completion of the transaction, Abeiron II will operate as an Irish trading company. Abeiron II s principal executive offices are located at 70 Sir John Rogerson s Quay, Dublin 2, Ireland, and its telephone number is (216) 523-5000.

Turlock

Turlock is a private limited liability company incorporated in the Netherlands and a direct wholly owned subsidiary of Abeiron II, formed on January 9, 2008. To date, Turlock has not conducted any activities other than those incident to its formation and to maintain its corporate existence in the Netherlands, the execution of the transaction agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After completion of the transaction, Turlock will serve as one of New Eaton s major holding companies. Turlock s principal executive offices are located at Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands, and its telephone number is (216) 523-5000.

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Eaton Sub

Eaton Sub is a company incorporated in Ohio and a direct wholly owned subsidiary of Turlock, formed on June 21, 2012. To date, Eaton Sub has not conducted any activities other than those incident to its formation, the execution of amendment no. 1 to the transaction agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction and the execution of the joinder to the bridge credit agreement as a guarantor thereunder. After completion of the transaction, Eaton Sub will serve as the U.S. parent company of the Eaton U.S. group of companies. Eaton Sub s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

Merger Sub

Merger Sub is a company incorporated in Ohio and a direct wholly owned subsidiary of Eaton Sub, formed on May 17, 2012. To date, Merger Sub has not conducted any activities other than those incident to its formation, the execution of the transaction agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction and the execution of the bridge credit agreement as the initial borrower thereunder. Merger Sub s principal executive offices are located at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio, 44114, and its telephone number is (216) 523-5000.

Cooper

Cooper Industries plc was incorporated under the laws of Ireland on June 4, 2009, and became the successor-registrant to Cooper Industries, Ltd. on September 9, 2009. Cooper Industries, Ltd. was incorporated under the laws of Bermuda on May 22, 2001, and became the successor registrant to Cooper Industries, Inc. on May 22, 2002.

Cooper is a diversified global manufacturer of electrical components and tools, with 2011 revenues of $5.4 billion. Founded in 1833, Cooper s sustained success is attributable to a constant focus on innovation and evolving business practices, while maintaining the highest ethical standards and meeting customer needs. Cooper has seven operating divisions with leading positions and world-class products and brands including Bussmann electrical and electronic fuses; Crouse-Hinds and CEAG explosion-proof electrical equipment; Halo and Metalux lighting fixtures; and Kyle and McGraw-Edison power systems products. With this broad range of products, Cooper is uniquely positioned for several long term growth trends including the global infrastructure build out, the need to improve the reliability and productivity of the electric grid, the demand for higher energy-efficient products and the need for improved electrical safety. In 2011, 62% of total sales were to customers in the industrial and utility end-markets and 40% of total sales were to customers outside the United States. Cooper has manufacturing facilities in 23 countries as of 2011 and currently has approximately 25,800 employees. Cooper s principal executive offices are located at Unit F10, Maynooth Business Campus, Maynooth, Ireland, and its telephone number is +353(1) 629-2222.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As described more fully in *The Transaction* section of this joint proxy statement/prospectus, on May 21, 2012, Eaton announced it had entered into a definitive agreement under which Eaton will acquire Cooper. At the close of the transaction, Eaton and Cooper will be combined under a newly created company called Eaton Corporation Limited (New Eaton). The total consideration to be received by Cooper shareholders in the transaction has a value of approximately $72.00 per Cooper share based on the closing share price of Eaton common stock of $42.40 on May 18, 2012, or approximately $11.8 billion in the aggregate. The pro forma statements are based on the closing share price as of May 18, 2012 instead of the closing share price as of the date this joint proxy statement/prospectus was filed as the difference in share price would not have had a material effect on the estimated purchase consideration. See Note 2 within these unaudited pro forma condensed consolidated financial statements (pro forma statements) for a sensitivity analysis on Eaton s closing share price used in determining the total estimated purchase consideration and additional information on the estimated purchase consideration.

The following pro forma statements give effect to Eaton s acquisition of Cooper. The unaudited pro forma condensed consolidated statements of income (pro forma statements of income) for the six months ended June 30, 2012 and the year ended December 31, 2011 give effect to the transaction as if it had occurred on January 1, 2011. The unaudited pro forma condensed consolidated balance sheet (pro forma balance sheet) gives effect to the transaction as if it had occurred on June 30, 2012.

The pro forma statements are primarily based on, and should be read in conjunction with, the historical consolidated financial statements and accompanying notes on Form 10-K for the year ended December 31, 2011 and Form 10-Q for the quarterly period ended June 30, 2012 for both Eaton and Cooper, which are incorporated by reference in this joint proxy statement/prospectus.

The historical consolidated financial information of Eaton and Cooper has been adjusted in the pro forma statements to give effect to pro forma events that are (1) directly attributable to the transaction, (2) factually supportable, and (3) with respect to the statements of income, expected to have a continuing impact on the combined results. The pro forma statements should be read in conjunction with the accompanying notes.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF INCOME

SIX MONTHS ENDED JUNE 30, 2012

(In millions except for per share data)

	Eaton Corporation (as reported)	Cooper Industries plc (as reported)	Reclassification adjustments	Note	Transaction adjustments	Note	Eaton Corporation Limited combined pro forma
Net sales	$ 8,028	$ 2,873	$ 79	4(d)	$		$ 10,980
Cost of products sold	5,569	1,872	(14)	4(d),4(e)	121	3(b),3(d)	7,548
Selling and administrative expense	1,392	578			(11)	3(f)	1,959
Research and development expense	211		91	4(e)			302
Interest expense-net	58	29			75	3(f)	162
Equity in income of APEX Tool Group, LLC		(33)					(33)
Other expense-net	11						11
Income from continuing operations before income taxes	787	427	2		(185)		1,031
Income tax expense	94	77			(55)	3(i)	116
Net income from continuing operations	693	350	2		(130)		915
Less net income for noncontrolling interests			(2)	4(e)			(2)
Net income from continuing operations attributable to common shareholders	$ 693	$ 350	$		$ (130)		$ 913
Net income from continuing operations per common share							
Diluted	$ 2.04						$ 1.96
Basic	2.06						1.98
Weighted-average number of common shares outstanding							
Diluted	339.6				125.3	3(j)	464.9
Basic	336.2				125.3	3(j)	461.5

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF INCOME

YEAR ENDED DECEMBER 31, 2011

(In millions except for per share data)

	Eaton Corporation (as reported)	Cooper Industries plc (as reported)	Reclassification adjustments	Note	Transaction adjustments	Note	Eaton Corporation Limited combined pro forma
Net sales	$ 16,049	$ 5,409	$ 142	4(d)	$		$ 21,600
Cost of products sold	11,261	3,613	(28)	4(d),4(e)	247	3(b),3(d)	15,093
Selling and administrative expense	2,738	1,039					3,777
Research and development expense	417		167	4(e)			584
Interest expense-net	118	63			146	3(f)	327
Equity in income of APEX Tool Group, LLC		(67)					(67)
Other (income) expense-net	(38)	4					(34)
Income from continuing operations before income taxes	1,553	757	3		(393)		1,920
Income tax expense	201	120			(112)	3(i)	209
Net income from continuing operations	1,352	637	3		(281)		1,711
Less net income for noncontrolling interests	(2)		(3)	4(e)			(5)
Net income from continuing operations attributable to common shareholders	$ 1,350	$ 637	$		$ (281)		$ 1,706
Net income from continuing operations per common share							
Diluted	$ 3.93						$ 3.64
Basic	3.98						3.68
Weighted-average number of common shares outstanding							
Diluted	342.8				125.3	3(j)	468.1
Basic	338.3				125.3	3(j)	463.6

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

AS OF JUNE 30, 2012

(In millions)

	Eaton Corporation (as reported)	Cooper Industries plc (as reported)	Reclassification adjustments	Note	Transaction adjustments	Note	Eaton Corporation Limited combined pro forma
Assets							
Current assets							
Cash	$ 525	$ 706	$ (560)	4(a)	$ 6,606	3(f)	
					(6,606)	3(f)	$ 671
Short-term investments	652		560	4(a)			1,212
Accounts receivable-net	2,683	995					3,678
Inventory	1,756	544			190	3(a)	2,490
Prepaid expenses and other current assets	750	264			59	3(f)	1,073
Total current assets	6,366	2,509			249		9,124
Property, plant and equipment-net	2,675	643			193	3(b)	3,511
Goodwill	5,649	2,560			4,852	3(c)	13,061
Other intangible assets	2,218	418			3,632	3(d)	6,268
Other assets	1,646	664			(13)	3(e)	2,297
Total assets	$ 18,554	$ 6,794	$		$ 8,913		$ 34,261
Liabilities and shareholders equity							
Current liabilities							
Short-term debt	$ 86	$ 5	$		$ 6,606	3(f)	$ 6,697
Current portion of long-term debt	609	325					934
Accounts payable	1,556	558	(83)	4(b)			2,031
Other current liabilities	1,579	623	83	4(b)	51	3(g)	2,336
Total current liabilities	3,830	1,511			6,657		11,998
Noncurrent liabilities							
Long-term debt	3,678	1,097			128	3(f)	4,903
Pension liabilities	1,495		139	4(c)			1,634
Other noncurrent liabilities	1,593	336	(155)	4(c)	713	3(e)	2,487
Total noncurrent liabilities	6,766	1,433	(16)		841		9,024
Shareholders equity							
Common shares[1]	169	2			(1)	3(h)	170
Capital in excess of par value	4,212	31			5,281	3(h)	9,524
Treasury shares		(672)			672	3(h)	
Retained earnings	5,539	4,717			(4,765)	3(h)	5,491
Accumulated other comprehensive loss	(1,979)	(228)			228	3(h)	(1,979)
Deferred compensation plans	(4)						(4)
Shareholders equity	7,937	3,850			1,415		13,202

Noncontrolling interests	21		16	4(c)	37
Total equity	7,958	3,850	16	1,415	13,239
Total liabilities and equity	$ 18,554	$ 6,794	$	$ 8,913	$ 34,261

(1) As of June 30, 2012, Eaton Corporation had 382.7 million and 337.6 million common shares issued and outstanding, respectively. As of June 30, 2012, Cooper Industries plc had 174.2 million and 159.9 million common shares issued and outstanding, respectively. As of June 30, 2012, on a combined pro forma basis, 462.9 million common shares were issued and outstanding.

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NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In millions except for per share data, unless indicated otherwise)

Note 1. BASIS OF PRESENTATION

The pro forma statements have been compiled from historical consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP), and should be read in conjunction with the Form 10-K for the year ended December 31, 2011 and Form 10-Q for the quarterly period ended June 30, 2012 for both Eaton and Cooper. These pro forma statements are presented for informational purposes only and are not necessarily indicative of what the combined company s financial position or results of operations actually would have been had the transaction been completed as of the dates indicated. In addition, the pro forma statements do not purport to project the future financial position or operating results of the combined company.

The pro forma statements have been prepared using the acquisition method of accounting. For accounting purposes, Eaton has been treated as the acquirer in the transaction. Acquisition accounting is dependent upon certain valuations and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments included herein are preliminary and have been presented solely for the purpose of providing pro forma statements and will be revised as additional information becomes available and as additional analyses are performed. The process for estimating the fair values of identifiable intangible assets and certain tangible assets requires the use of judgment in determining the appropriate assumptions and estimates. Differences between preliminary estimates in the pro forma statements and the final acquisition accounting will occur and could have a material impact on the accompanying pro forma statements and the combined company s future results of operations and financial position.

The transaction has been accounted for using Eaton s historical information and accounting policies and combining the assets and liabilities of Eaton Corporation Limited (see *Eaton Corporation Limited Consolidated Balance Sheet* in this joint proxy statement/prospectus for additional information) and Cooper at their respective estimated fair values. Eaton Corporation Limited was formed in May 2012 for purposes of facilitating the acquisition and does not maintain any material balances nor has it had any material activity since formation. The assets and liabilities of Cooper have been measured based on various preliminary estimates using assumptions that Eaton management believes are reasonable utilizing information currently available. Use of different estimates and judgments could yield materially different results. The total estimated purchase price has been measured using the closing market price of Eaton common stock as of May 18, 2012 instead of the closing share price as of the date this joint proxy statement/prospectus was filed as the difference in share price would not have had a material effect on the estimated purchase consideration. See Note 2 within these unaudited pro forma condensed consolidated financial statements (pro forma statements) for a sensitivity analysis on Eaton s closing share price used in determining the total estimated purchase consideration. The final purchase price will be measured at the closing date of the transaction. This will result in a per share equity value that is different from that assumed for purposes of preparing the pro forma statements. The purchase price allocation is subject to finalization of Eaton s analysis of the fair value of the assets and liabilities of Cooper as of the closing of the transaction. Differences from these preliminary estimates could be material.

Acquisition-related transaction costs, such as investment banker, advisory, legal, valuation, and other professional fees are not included as a component of consideration transferred but are expensed as incurred. The pro forma balance sheet reflects $55 of anticipated acquisition-related other transaction costs, of which $7 was recorded in Eaton s historical financial statements as of June 30, 2012. The remaining $48 of other transaction costs was adjusted as a reduction of cash with a corresponding decrease in retained earnings, as the tax effect for these costs has not yet been assessed. These costs are not presented in the pro forma statements of income because they will not have a continuing impact on the consolidated results of New Eaton. There were transactions between Eaton and Cooper during the periods presented in the pro forma statements that have not been eliminated as the impact is nominal.

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The pro forma statements do not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the transaction or the costs to combine the operations of Eaton and Cooper or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

Note 2. ESTIMATED PURCHASE CONSIDERATION AND ALLOCATION

The preliminary estimated purchase consideration, related allocations, and resulting excess over fair value of net assets acquired are as follows:

	Offer
Cooper shares outstanding as of June 30, 2012	159.9
Cooper shares issued pursuant to conversion of stock options and share units outstanding under Cooper equity-based compensation plans	1.8
Total Cooper shares and share equivalents prior to transaction	161.7
Exchange ratio per share	0.77479
Total New Eaton shares to be issued	125.3
Eaton per share closing price on May 18, 2012	$ 42.40
Total value of New Eaton shares to be issued	$ 5,313
Total cash consideration paid at $39.15 per Cooper share and share equivalent	6,329
Total cash consideration paid for equity-based compensation plans	170
Total estimated purchase consideration	11,812[(a)]
Fair value adjustments for other intangible assets	(4,050)[(b)]
Fair value adjustments for inventory	(190)[(c)]
Fair value adjustments for property, plant and equipment	(193)[(d)]
Fair value adjustments for debt assumed	128[(e)]
Deferred tax impact of fair value adjustments	797
Other adjustments	(20)[(f)]
Adjusted book value of net assets acquired	(872)[(g)]
Goodwill	$ 7,412

The purchase price allocation shown in the table above is based on Eaton s preliminary estimates of fair value of Cooper s assets and liabilities. Once sufficient information is available and final valuations are performed, the purchase price allocation may differ materially from Eaton s preliminary estimates.

(a) *Total estimated purchase consideration*

The total estimated purchase consideration of $11,812 is comprised of New Eaton share consideration valued at $5,313 and cash consideration of $6,499 for Cooper shares of $6,329 and to settle certain equity-based compensation plans of $170. Based on the closing share price of Eaton common stock of $42.40 on May 18, 2012, the total consideration to be received by Cooper shareholders in the transaction has a value of approximately $72.00 per Cooper share. The pro forma statements are based on the closing share price as of May 18, 2012 instead of the closing share price as of the date this joint proxy statement/prospectus was filed as the difference in share price would not have had a material effect on the estimated purchase consideration.

Total Cooper shares and share equivalents prior to the acquisition are comprised of all the issued and outstanding ordinary share capital as of June 30, 2012 and the estimated total shares remaining from equity-based compensation plans that will vest prior to or upon the close of the transaction. Cooper equity-based compensation plans include incentive stock options, restricted stock units, performance stock units and

deferred performance stock units.

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Upon completion of the transaction, the holder of each ordinary share of Cooper (other than those shares held by Eaton or any of its affiliates) will be entitled to receive from New Eaton $39.15 and 0.77479 of a New Eaton ordinary share (combined, the consideration per share). Each Cooper stock option or share award outstanding under Cooper s equity-based compensation plans immediately prior to the completion of the transaction will become fully vested and exercisable. These Cooper equity-based compensation awards will be canceled and each share will be converted, as appropriate and defined in the *The Transaction Agreement - Treatment of Cooper Stock Options and Other Cooper Equity-Based Awards* section of this joint proxy statement/prospectus, into the consideration per share or the cash value of the consideration per share. The cash value of the consideration per share will be based on the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date or such earlier date on which Cooper ordinary shares were last traded). Fractional shares of New Eaton will be aggregated and sold in the market and the net proceeds will be distributed in cash on a pro-rata basis to the respective Cooper shareholders.

The table below depicts a sensitivity analysis of the estimated purchase consideration and goodwill, assuming a 12.5% increase or decrease to Eaton s closing share price used in determining the total estimated purchase consideration. For purposes of this calculation, the total number of New Eaton shares to be issued has been assumed to be the same as in the table above.

		12.5% sensitivity
Eaton share price sensitivity	$ 47.70	$ 37.10
Total value of New Eaton shares to be issued	$ 5,974	$ 4,647
Total cash consideration paid at $39.15 per Cooper share and share equivalent	6,329	6,329
Total cash consideration paid for equity-based compensation plans	180	161
Total estimated purchase consideration	$ 12,483	$ 11,137
Goodwill	$ 8,083	$ 6,737

(b) *Other intangible assets*

The estimated fair values of identifiable intangible assets were prepared using an income valuation approach, which requires a forecast of expected future cash flows either through the use of the relief-from-royalty method or the multi- period excess earnings method. The estimated useful lives are based on Eaton s historical experience. These estimated fair values are considered preliminary and are subject to change upon completion of the final valuation. Changes in fair value of the acquired intangible assets may be material. The estimated fair value of the identifiable intangible assets, their estimated useful lives and valuation methodology are as follows:

	Fair value	Useful life	Valuation method
Trade names (indefinite-lived)	$ 550	N/A	Relief-from-royalty
Trade names	400	15	Relief-from-royalty
Customer relationships	2,200	13	Multi-period excess earnings
Technology	900	15	Relief-from-royalty
	$ 4,050		

(c) *Inventory*

Fair value adjustments to inventory totaling $190 are comprised of $68 to adjust LIFO inventory to a current cost basis and $122 to adjust inventory to estimated fair value.

To estimate the fair value of inventory, Eaton considered the components of Cooper s inventory, as well as estimates of selling prices and selling and distribution costs that were based on Cooper s historical experience.

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(d) *Property, plant and equipment*
Fair value adjustments to property, plant and equipment totaling $193 are comprised of increasing Cooper s historical property, plant and equipment net book value of $643 to the preliminary estimate of the fair value of property, plant and equipment acquired of $836. This estimate is based on other comparable acquisitions and historical experience, as Eaton does not have sufficient information as to the specific types, nature, age, condition or location of Cooper s fixed assets.

(e) *Debt*
Fair value estimates of Cooper s existing debt that will be assumed in the transaction total $1,550, which results in an adjustment of $128. The adjustment is comprised of a premium of $125 and the elimination of Cooper s historical debt issuance discount of $3. The premium is amortized over the remaining maturity of the debt as a credit to pro forma Interest expense. The estimate of fair value was based on trade information in the financial markets of Cooper s public debt, which traded between a premium of 101.41% to 119.65% for the six months ended June 30, 2012.

(f) *Other adjustments*
Other adjustments of $20 are comprised of eliminating Cooper s deferred compensation plan obligations totaling $33, as these become vested and will be paid upon completion of the transaction, and the related historical deferred tax asset of $13.

(g) *Adjusted book value of net assets acquired*
The adjusted book value of Cooper s net assets acquired is as follows:

	As of June 30, 2012
Total equity	$ 3,850
Less: goodwill	(2,560)
Less: other intangible assets	(418)
Adjusted book value of net assets acquired	$ 872

Note 3. PRO FORMA TRANSACTION ADJUSTMENTS

The pro forma statements have been prepared using Cooper s publicly available financial statements and disclosures, as well as certain assumptions made by Eaton. Estimates of the fair value of assets acquired and liabilities assumed are described in Note 2. For information on adjustments not included in the pro forma statements, see Note 5.

(a) *Inventory*
The following fair value adjustments were recorded to inventory:

	Transaction adjustments
Eliminate LIFO reserve	$ 68
Estimated fair value adjustment	122
Total adjustments	$ 190

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As these adjustments are non-recurring items, they have not been reflected in the pro forma statements of income.

(b) *Property, plant and equipment*
Net adjustments totaling $193 are comprised of increasing Cooper s historical property, plant and equipment net book value of $643 to the preliminary estimate of the fair value of property, plant and equipment acquired of $836.

Total adjustments related to estimated depreciation expense are $7 for the six months ended June 30, 2012 and $13 for the year ended December 31, 2011. The estimated depreciation expense adjustments are based on the increase in fair value above historical value over an estimated weighted-average useful life of 15 years.

(c) *Goodwill*
Net adjustments totaling $4,852 are comprised of eliminating Cooper s historical goodwill of $2,560 and recording the excess of the estimated purchase consideration over the estimated fair value of assets acquired of $7,412.

(d) *Other intangible assets*
Net adjustments totaling $3,632 are comprised of eliminating Cooper s historical intangible assets of $418 and recording the $4,050 preliminary estimate of the fair value of intangible assets acquired.

Total adjustments related to amortization expense of intangible assets are as follows:

	Six months ended June 30, 2012	Year ended December 31, 2011
Elimination of Cooper s historical intangible asset amortization	$ (14)	$ (22)
Estimated amortization of fair value of acquired intangible assets	128	256
Adjustments to Cost of products sold	$ 114	$ 234

The amortization expense related to intangibles assets acquired is based on estimated fair value amortized over the respective useful lives.

(e) *Other noncurrent assets and liabilities*
An adjustment of $13 has been recorded to Other assets to eliminate the historical deferred tax asset associated with Cooper s deferred compensation plan obligations totaling $33.

Net adjustments to Other noncurrent liabilities totaling $713 are comprised of the $708 and $38 deferred tax effects of the estimated fair value adjustment for intangible assets and property, plant and equipment, respectively, and the elimination of Cooper s $33 deferred compensation plan obligations, as these become vested and are paid upon completion of the transaction.

(f) *Debt*
Bridge financing

Eaton secured bridge financing totaling $6.75 billion, which will be available in a single draw on the acquisition closing date and is more fully described in the *Financing Relating to the Transaction* section of this joint proxy statement/ prospectus. Eaton has assumed that $6,606 will be drawn on the bridge loan facility to finance the transaction for purposes of the pro forma statements. This debt obligation is classified as current based on its terms, with permanent financing anticipated to replace the bridge loan facility. The total amount assumed to be drawn is comprised of $6,499 in cash consideration, $59 related to debt issuance costs incurred for using the bridge financing capitalized in Prepaid expenses and other current assets and $48 in other estimated transaction costs recorded in Retained earnings.

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Debt issuance costs associated with obtaining the bridge financing and classified in Prepaid expenses and other current assets total $98, which is comprised of $39 that was recorded in Eaton s historical consolidated financial statements as of June 30, 2012 and an additional estimated $59 to be incurred upon drawing of the bridge loan. See below for interest expense related to the amortization of these debt issuance costs.

Other transaction costs total $55, of which $7 has been expensed in Eaton s historical consolidated financial statements as of June 30, 2012. As other transaction costs are non-recurring items, they have not been reflected in the pro forma statements of income. An adjustment totaling $11 has been reflected in the pro forma statements of income to remove other transaction costs of $7 and $4 that were expensed by Eaton and Cooper, respectively, during the six months ended June 30, 2012.

The adjustment to record pro forma interest expense is based on the assumption that the bridge loan was obtained on January 1, 2011 and outstanding for all of 2011 and the six months ended June 30, 2012. The interest rate assumed on this loan facility is 1.69%, which is comprised of the three-month LIBOR (0.44% at August 6, 2012) plus 125 basis points, as described in the terms of the bridge loan. The assumed interest rate is based on the expected term the bridge loan will be outstanding.

The interest that Eaton will ultimately pay once permanent financing is obtained may vary greatly from what is assumed in the pro forma statements and will be based on the contractual terms of the permanent financing. The bridge loan facility will mature on the first anniversary of the acquisition closing date, with all amounts outstanding under the bridge loan payable in full on such date.

Fair value of assumed debt

Total adjustments of $128 have been recorded in relation to Cooper s existing debt that will be assumed by Eaton in the transaction, comprised of a premium of $125 to adjust the assumed debt to fair market value and $3 to eliminate the historical unamortized debt issuance discount. The premium is amortized over the remaining maturity of the debt as a credit to pro forma Interest expense.

Interest expense

The following adjustments have been recorded to Interest expense:

	Six months ended June 30, 2012	Year ended December 31, 2011
Estimated interest expense associated with the bridge loan	$ 56	$ 113
Amortization of premium on fair value adjustment to assumed debt	(14)	(32)
Amortization of debt issuance costs associated with the bridge loan	33	65
Total adjustments to Interest expense	$ 75	$ 146

From a sensitivity analysis perspective, if the three-month LIBOR rate used in determining interest expense associated with the bridge loan were to increase by 12.5%, it would result in estimated interest expense of $58 for the six months ended June 30, 2012 and $117 for the year ended December 31, 2011. If the three-month LIBOR rate used in determining interest expense were to decrease by 12.5%, it would result in estimated interest expense of $55 for the six months ended June 30, 2012 and $109 for the year ended December 31, 2011.

(g) *Other current liabilities*

Adjustments totaling $51 are comprised of recording the estimated deferred tax impact associated with the inventory adjustment to fair value of $24, using a pro forma blended statutory tax rate of 19.5%, and with eliminating the deferred tax impact of Cooper s historical LIFO inventory reserve of $27.

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(h) *Shareholders equity*

Total Cooper shares and share equivalents outstanding were exchanged for New Eaton shares at an exchange ratio of 0.77479, which totaled 125.3 million shares at June 30, 2012. The estimated fair value of the equity-based consideration to acquire all Cooper common shares and common share equivalents outstanding totaled $5,313, which is based on Eaton s per share closing price at May 18, 2012, or $42.40 per share. The following depicts the equity value consideration of $5,313 offset by the elimination of Cooper equity balances as of June 30, 2012.

	Transaction adjustments	Total
Issuance of New Eaton ordinary shares based on exchange ratio of 0.77479 per share ($0.01 par value)	$ 1	
Eliminate Cooper s historical common shares	(2)	
Common shares transaction adjustments		$ (1)
Record fair value of share consideration paid (less par value)	5,312	
Eliminate Cooper s historical capital in excess of par value	(31)	
Capital in excess of par value transaction adjustments		5,281
Eliminate Cooper s historical treasury shares	672	
Treasury shares transaction adjustment		672
Record estimated non-recurring transaction related costs	(48)	
Eliminate Cooper s historical retained earnings	(4,717)	
Retained earnings transaction adjustments		(4,765)
Eliminate Cooper s historical accumulated other comprehensive loss	228	
Accumulated other comprehensive loss transaction adjustment		228
Shareholders equity transaction adjustments		$ 1,415

(i) *Income tax expense*

A pro forma blended statutory income tax rate of 19.5% was used in determining the tax impact of certain pro forma adjustments. This rate was estimated using the adjusted statutory income tax rate for Eaton and Cooper, weighted based on respective income from continuing operations before income taxes. The adjusted statutory income tax rate for Eaton and Cooper is based on the U.S. and Ireland statutory income tax rate, respectively, and the tax rate impact of state and local income taxes and income taxes of non-U.S. operations. The U.S. statutory tax rate is 35% and the Ireland statutory tax rate is 25%. The blended statutory rate is as follows:

	Year ended December 31, 2011 (as reported)	
	Eaton	Cooper
Adjusted statutory income tax rate	19.7%	19.2%
Income from continuing operations before income taxes	$ 1,553	$ 757
Pro forma blended statutory income tax rate	19.5%	

Although not reflected in the pro forma statements, the effective tax rate of the combined company could be significantly different depending on post-acquisition activities, such as potential repatriation of earnings from subsidiaries outside the U.S. and the geographical mix of taxable income affecting state and foreign taxes, among other factors.

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Estimated income tax adjustments included in the pro forma statements of income are as follows:

	Six months ended June 30, 2012	Year ended December 31, 2011
Amortization of intangibles	$ 22	$ 46
Interest expense related to bridge loan	20	40
Depreciation of property, plant and equipment	1	3
Amortization of bridge financing fees	12	23
Total adjustments to Income tax expense	$ 55	$ 112

Refer to Note 3(b) for additional information on depreciation expense and Note 3(d) for additional information on amortization expense. A tax rate of 35.2% was used in relation to interest expense and bridge financing fees associated with the bridge loan facility as this debt will reside in the U.S.

(j) *Net income from continuing operations per common share*

Pro forma net income from continuing operations per common share for the year ended December 31, 2011 and the six months ended June 30, 2012, has been calculated based on the estimated weighted-average number of common shares outstanding on a pro forma basis, as described below. The pro forma weighted-average shares outstanding have been calculated as if the acquisition-related shares had been issued and outstanding as of January 1, 2011. For additional information on calculation of acquisition-related shares, see Note 2.

	Six months ended June 30, 2012		Year ended December 31, 2011	
	Eaton (as reported)	Pro forma combined	Eaton (as reported)	Pro forma combined
Net income from continuing operations attributable to common shareholders	$ 693	$ 913	$ 1,350	$ 1,706
Weighted-average number of common shares outstanding - diluted	339.6	464.9	342.8	468.1
Less dilutive effect of stock options and restricted awards	3.4	3.4	4.5	4.5
Weighted-average number of common shares outstanding - basic	336.2	461.5	338.3	463.6
Net income from continuing operations per common share				
Diluted	$ 2.04	$ 1.96	$ 3.93	$ 3.64
Basic	2.06	1.98	3.98	3.68

Note 4. PRO FORMA RECLASSIFICATION ADJUSTMENTS

Certain reclassifications have been recorded to Cooper s historical financial statements to conform to Eaton s presentation, as follows:

(a) Short-term investments included within Cash have been reclassified to Short-term investments.

(b) Other non-trade payables included within Accounts payable have been reclassified to Other current liabilities.

(c)

Pension liabilities and noncontrolling interests included within Other noncurrent liabilities have been reclassified to Pension liabilities and Noncontrolling interests, respectively.

(d) Shipping and handling costs included within Net sales have been reclassified to Cost of products sold.

(e) Research and development expenses and net income attributable to noncontrolling interests included within Cost of products sold have been reclassified to Research and development expense and Net income for noncontrolling interests, respectively.

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Note 5. UNADJUSTED PRO FORMA BALANCES

Equity investment in Apex Tool Group, LLC

At this time, Eaton does not have sufficient information necessary to make a reasonable preliminary estimate of the fair value of the equity investment in Apex Tool Group, LLC. Therefore, no adjustment has been recorded to modify the current book value.

Retirement benefits plans

At this time, Eaton does not have sufficient information as to the nature of the populations in the plans, specific investment strategies, and other such data necessary to make a reasonable preliminary estimate of fair value. Therefore, no adjustment has been recorded to Cooper s pension and post-retirement benefits plans to reflect the impact of updating the funded status for current discount rates and plan asset values or removing Cooper s historical prior service cost and actuarial loss amortization.

Legal and environmental contingencies

At this time, Eaton does not have sufficient information as to details of Cooper s legal proceedings, product liability claims, environmental matters and other such information to make a reasonable preliminary estimate of fair value. The valuation effort could require intimate knowledge of complex legal matters and associated defense strategies. Therefore, no adjustment has been recorded to modify the current book value.

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THE TRANSACTION AGREEMENT

The following is a summary of certain material terms of the transaction agreement and the conditions appendix and is qualified in its entirety by reference to (i) the complete text of the transaction agreement, which is incorporated into this joint proxy statement/prospectus by reference and attached as Annex A to this joint proxy statement/prospectus and (ii) the complete text of the conditions appendix, which is incorporated into the joint proxy statement/prospectus by reference and attached as Annex B to this joint proxy statement/prospectus. This summary is not intended to provide you with any other factual information about Eaton, Cooper or New Eaton. We urge you to read carefully this entire proxy statement/prospectus, including the Annexes and the documents incorporated by reference. You should also review the section entitled Where You Can Find More Information.

Form of the Transaction

The transaction agreement provides, upon the terms and subject to the conditions set forth in the conditions appendix, for two transactions involving Cooper and Eaton, respectively. First, New Eaton will acquire all of the outstanding shares of Cooper, in exchange for cash and shares of New Eaton, by means of a scheme of arrangement under Section 201 of the Irish Companies Act 1963. Second, simultaneously with and conditioned upon the concurrent consummation of the scheme, Merger Sub, a wholly owned indirect subsidiary of New Eaton, will merge with and into Eaton, the separate corporate existence of Merger Sub will cease and Eaton will continue as the surviving corporation. As a result of the transaction, both Cooper and Eaton will become wholly owned subsidiaries of New Eaton, whose shares are expected to be listed for trading on the NYSE under the ticker symbol ETN.

Closing of the Transaction

The closing will occur on a date agreed by the parties, but in any event no more than three (3) business days after satisfaction or waiver, where applicable, of the conditions set forth in the conditions appendix. For a description of the conditions to the closing of the acquisition and the merger, see the section entitled *Conditions to Completion of the Acquisition and Merger* beginning on page [ ].

Scheme Consideration to Cooper Shareholders

At the effective time of the acquisition, each Cooper share issued at or before 10:00 p.m., Irish time, on the last business day before the scheme becomes effective (the scheme shares) will be cancelled or transferred to New Eaton and the holder thereof will receive (i) $39.15 in cash and (ii) 0.77479 of a New Eaton share, which will be duly authorized, validly issued, fully paid and non-assessable and free of liens and pre-emptive rights; provided that Cooper shareholders will not receive any fractional shares of New Eaton pursuant to the acquisition. Such fractional shares will instead be aggregated and sold in the market by the exchange agent, with the net proceeds of any such sale distributed in cash pro rata to the Cooper shareholders whose fractional entitlements have been sold. In addition, if EGM resolution #4 is approved, the articles of association of Cooper will be amended to provide that any Cooper ordinary shares issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Eaton for the scheme consideration.

Transaction Consideration to Eaton Shareholders

At the effective time of the merger, each outstanding Eaton common share will be cancelled and automatically converted into the right to receive one New Eaton ordinary share from Eaton Sub; provided that Eaton shareholders will not receive any fractional shares of New Eaton pursuant to the acquisition. Such fractional shares will instead be aggregated and sold in the market by the exchange agent, with the net proceeds of any such sale distributed in cash pro rata to the Eaton shareholders whose fractional entitlements have been sold.

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Treatment of Cooper Stock Options and Other Cooper Equity-Based Awards

Treatment of Cooper Stock Options

Stock Options Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan. Each award of stock options granted under Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive the consideration per share payable to Cooper shareholders under the scheme with respect to the net number of Cooper ordinary shares subject to the stock option (as determined pursuant to the following formula), less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). The net number of Cooper ordinary shares subject to the stock option will be determined by multiplying (a) the number of Cooper ordinary shares subject to the stock option, by (b) the excess, if any, of the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded over the per share exercise price of the stock option, and dividing by (c) the value of the consideration per share payable to Cooper shareholders under the scheme.

All Other Stock Options. Each award of stock options granted under a plan other than Cooper s 2011 Omnibus Incentive Compensation Plan that is outstanding as of the effective time of the scheme, whether or not vested, will, in accordance with the terms of the plan, be converted into the right to receive a cash payment equal to (a) the number of Cooper ordinary shares subject to the stock option, multiplied by (b) the excess, if any, of the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper share on the effective date of the scheme or such earlier date on which Cooper shares were last traded) over the per share exercise price of the stock option, less any applicable tax withholdings.

Treatment of Other Cooper Equity-Based Awards

Restricted Share Units and Performance Shares Granted Under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s Amended and Restated Stock Incentive Plan. Each award of restricted share units or performance shares granted under Cooper s 2011 Omnibus Incentive Compensation Plan or Cooper s Amended and Restated Stock Incentive Plan that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, become fully vested and be converted into the right to receive the consideration per share payable to Cooper shareholders, less any applicable tax withholdings (which will be deducted first from the cash portion of such consideration and then from the share portion). With respect to performance share awards, (a) for any such award granted under Cooper s Amended and Restated Stock Incentive Plan, the number of Cooper ordinary shares subject thereto will be determined based on target performance levels and (b) for any such award granted under Cooper s 2011 Omnibus Incentive Compensation Plan, the number of Cooper ordinary shares subject thereto will be determined based on the greater of target and actual performance levels.

Deferred Performance Shares Granted Under Cooper s Amended and Restated Stock Incentive Plan. Each award of performance shares that has been deferred under Cooper s Amended and Restated Stock Incentive Plan and that is outstanding as of the effective time of the scheme will, in accordance with the terms of the plan, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Cooper Share Awards Granted Under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan. Each Cooper share award granted under Cooper s Amended and Restated Directors Stock Plan or Cooper s Amended and Restated Directors Retainer Fee Stock Plan or included in a deferral account under such plans that is outstanding as of the effective time of the scheme will, in accordance with the terms of the applicable plan, whether or not then vested, become fully vested and be converted into the right to receive an amount in cash equal to the value of the consideration per share payable to

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Cooper shareholders (or, if greater, the closing price of a Cooper ordinary share on the effective date of the scheme or such earlier date on which Cooper ordinary shares were last traded), less any applicable tax withholdings.

Dividend Equivalents. All dividend equivalents associated with outstanding Cooper equity-based awards will become payable in the form of consideration (i.e., cash or the consideration payable to Cooper shareholders) that corresponds to the associated Cooper equity-based award.

Treatment of Eaton Stock Options and other Eaton Equity-Based Awards

At the effective time of the merger, each Eaton share, restricted share award and other Eaton share-based award that is outstanding will be converted into the right to receive an equity award from New Eaton, which award shall be subject to the same number of shares and the same terms and conditions as were applicable to the Eaton award in respect of which it was issued.

Exchange of Cooper Ordinary Shares

Computershare Trust Company, N.A., or another exchange agent appointed by Eaton and reasonably satisfactory to Cooper, will act as exchange agent. On or immediately after the effective time of the acquisition of Cooper, New Eaton will deposit, or cause to be deposited, with the exchange agent book-entry shares representing the total number of New Eaton ordinary shares issuable pursuant to the acquisition and cash in an amount equal to the aggregate amount of cash consideration to be received by the shareholders of Cooper pursuant to the transaction. As soon as reasonably practicable (and in any event within four (4) business days) after the effective time of the acquisition, the exchange agent will mail each holder of record of Cooper ordinary shares at the Cooper record date (other than Eaton or any of its affiliates) a letter of transmittal and instructions for use in receiving payment of the consideration owed to them pursuant to the acquisition. See *Scheme Consideration to Cooper Shareholders*.

Upon the completion of the transaction, each holder of ordinary shares of Cooper (other than Eaton or any of its affiliates) will be entitled to receive from New Eaton: (i) a check in an amount of U.S. dollars (after giving effect to any required tax withholdings) equal to the amount of cash consideration payable to such holder pursuant to the acquisition and the amount of any cash payable in lieu of fractional shares, (ii) a check in the amount of U.S. dollars (after giving effect to any required tax withholdings) equal to the amount of cash payable in lieu of fractional New Eaton ordinary shares and (iii) that number of New Eaton ordinary shares into which such holder s Cooper ordinary shares became entitled pursuant to the terms of the acquisition. Cooper shareholders will be entitled to receive the scheme consideration within 14 days of the effective date of the scheme of the acquisition in accordance with the Irish Takeover Rules. See *Scheme Consideration to Cooper Shareholders*.

Exchange of Eaton Shares

At the effective time of the merger, Eaton Sub will deposit certificates, or at New Eaton s option, evidence of shares in book entry form, representing the total number of New Eaton ordinary shares deliverable to the Eaton shareholders pursuant to the merger. As soon as reasonably practicable (and in any event within four (4) business days) after the effective time of the merger, the exchange agent will mail each holder of record of Eaton shares a letter of transmittal and instructions for use in surrendering the Eaton shares in exchange for the consideration owed to them pursuant to the merger. See *Transaction Consideration to Eaton Shareholders*.

Upon surrender of Eaton shares for cancellation to the exchange agent, together with a duly executed letter of transmittal and any other documents reasonably required by the exchange agent, the holder of such Eaton shares is entitled to receive in exchange: (i) that number of New Eaton ordinary shares into which such holder s Eaton shares were converted pursuant to the terms of the transaction agreement (see *Transaction Consideration to Eaton Shareholders*), (ii) a check in the amount of U.S. dollars equal to any cash dividends with respect to New Eaton ordinary shares made after the effective time. The properly surrendered Eaton shares will be cancelled.

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Representations and Warranties

Eaton and Cooper made customary representations and warranties in the transaction agreement on behalf of themselves and their respective subsidiaries that are subject, in some cases, to specified exceptions and qualifications contained in the transaction agreement or in information provided pursuant to certain disclosure schedules to the transaction agreement. The representations and warranties made by Eaton and Cooper are also subject to and qualified by certain information included in filings each party has made with the SEC.

Many of the representations and warranties are reciprocal and apply to Eaton or Cooper, as applicable, and their respective subsidiaries. Some of the more significant representations and warranties relate to:

- corporate organization, existence and good standing and requisite corporate power and authority to carry on business;
- capital structure;
- corporate authority to enter into the transaction agreement and the enforceability thereof;
- required governmental approvals;
- the absence of any breach or violation of organizational documents or contracts as a result of the consummation of the transaction;
- the SEC reports and financial statements, including their preparation in accordance with U.S. GAAP, filing or furnishing with the SEC, and compliance with the applicable rules and regulations promulgated thereunder, and that such reports and financial statements fairly present, in all material respects, the relevant financial position and results of operations;
- the maintenance of internal disclosure controls and internal control over financial reporting;
- the absence of undisclosed material liabilities that could reasonably be expected to have a material adverse effect;
- compliance with laws and government regulations, including environmental laws;
- compliance with applicable laws related to employee benefits and Employment Retirement Income Security Act;
- the absence of certain changes since December 31, 2011 that have had or would reasonably be expected to have, individually or in the aggregate, a material adverse effect;
- the absence of certain material litigation, claims and actions;
- the reliability and accuracy of information supplied for this joint proxy statement/prospectus;

the accuracy and completeness of certain tax matters;

the absence of collective bargaining agreements and other labor matters;

ownership of or right to intellectual property, and absence of infringement;

title and rights to, and condition of, real property;

the receipt of fairness opinion(s);

the requisite vote of shareholders;

the existence of and compliance with certain material contracts;

the existence and maintenance of insurance; and

the absence of undisclosed brokers fees or finders fees relating to the transaction.

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Cooper made additional representations and warranties in the transaction agreement in relation to:

- the Cooper shareholder rights plan.

Eaton made additional representations and warranties in the transaction agreement in relation to:

- the business and capitalization of New Eaton, Abeiron II, Turlock, Eaton Sub and Merger Sub; and
- the availability of financing to New Eaton.

Under the transaction agreement, the parties agreed that except for the representations and warranties expressly contained in the transaction agreement and any ancillary agreements, neither Eaton nor Cooper makes any other representation or warranty.

Many of the representations and warranties made by each of Eaton and Cooper are qualified by a material adverse effect standard. For the purpose of the transaction agreement, a material adverse effect with respect to each of Eaton and Cooper means the following:

- an event, development, occurrence, state of facts or change that has a material adverse effect on the business, operations or financial condition of the relevant party and its subsidiaries, taken as a whole, excluding:
  - those (i) generally affecting the industries in which the relevant party and its subsidiaries operate; (ii) generally affecting the economy or the financial, debt, credit or securities markets; (iii) resulting from any political conditions or developments in general, or resulting from any outbreak or escalation of hostilities, acts of war or terrorism; (iv) reflecting or resulting from changes or proposed changes in rules, regulations or law, regulatory conditions or U.S. GAAP or other accounting standards; (v) resulting from actions of the relevant party or any of its subsidiaries which the other party expressly requested in writing or expressly consented in writing;
  - any decline in the trading price of the shares of the relevant party on the NYSE or any failure to meet internal or published projections, forecasts or revenue or earning predictions for any period (provided that the underlying causes of such decline or failure may, to the extent applicable, be considered in determining whether there is a material adverse effect); or
  - those events, developments or changes resulting from the announcement or existence of the transaction agreement or the contemplated transaction, and compliance with the transaction agreement.

THE DESCRIPTION OF THE TRANSACTION AGREEMENT IN THIS JOINT PROXY STATEMENT/PROSPECTUS HAS BEEN INCLUDED TO PROVIDE YOU WITH INFORMATION REGARDING ITS TERMS. THE TRANSACTION AGREEMENT CONTAINS REPRESENTATIONS AND WARRANTIES MADE BY AND TO THE PARTIES AS OF SPECIFIC DATES. THE STATEMENTS EMBODIED IN THOSE REPRESENTATIONS AND WARRANTIES WERE MADE FOR PURPOSES OF THE CONTRACTS BETWEEN THE PARTIES AND ARE SUBJECT TO QUALIFICATIONS AND LIMITATIONS AGREED BY THE PARTIES IN CONNECTION WITH NEGOTIATING THE TERMS OF THE TRANSACTION AGREEMENT. IN ADDITION, CERTAIN REPRESENTATIONS AND WARRANTIES WERE MADE AS OF A SPECIFIED DATE OR MAY HAVE BEEN USED FOR THE PURPOSE OF ALLOCATING RISK BETWEEN THE PARTIES RATHER THAN ESTABLISHING MATTERS AS FACTS.

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Covenants and Agreements

Shareholders Meetings and Recommendations

Cooper has agreed to convene a special court-ordered meeting to approve the scheme of arrangement and the EGM, to be convened as soon as the previous court-ordered meeting has concluded or adjourned, to approve the EGM resolutions, subject to the specified exception described in *Termination* below. Additionally, the board of directors of Cooper has agreed to include in this joint proxy statement/prospectus, among other things, and, subject to the specified exceptions described in *Restriction on Solicitation of Third-Party Acquisition Proposals* below, its recommendation that Cooper s shareholders vote to approve the scheme of arrangement at the special court-ordered meeting and vote to approve the EGM resolutions at the EGM.

Eaton has agreed to hold a meeting of its shareholders to vote on the adoption of the transaction agreement and the board of directors of Eaton has agreed to include in this joint proxy statement/prospectus, among other things, its recommendation that Eaton s shareholders vote in favor of the adoption of the transaction agreement. However, the Eaton board of directors may change its recommendation, prior to obtaining Eaton shareholder approval, in response to a material event that was not known or reasonably foreseeable as of the date of the transaction agreement, subject to certain limitations, if the failure to take such action would be inconsistent with the directors fiduciary duties.

Both Cooper and Eaton agreed to use all reasonable endeavors to submit to the vote of their respective shareholders at the respective shareholder meetings a resolution to approve the reduction of the share premium of New Eaton to allow the creation of distributable reserves of New Eaton (see *Creation of Distributable Reserves of New Eaton*). The parties have agreed that the respective approvals of the resolutions to approve the reduction of the share premium of New Eaton will not be a condition to the parties obligation to effect the acquisition or the merger.

Restriction on Solicitation of Third-Party Acquisition Proposals

Cooper has agreed in the transaction agreement that it and its subsidiaries will not, and it will use all reasonable endeavors to cause its representatives not to:

- solicit, initiate or knowingly encourage any enquiry with respect to, or the making of, any Cooper Alternative Proposal (as defined below);
- participate in any discussions or negotiations regarding a Cooper Alternative Proposal with, or furnish any non-public information regarding a Cooper Alternative Proposal to, any person that has made, or to Cooper s knowledge is considering making, a Cooper Alternative Proposal; or
- waive, terminate or fail to use reasonable endeavors to enforce any standstill or similar obligation of any person with respect to Cooper or any of its subsidiaries or amend or terminate the Cooper shareholder rights plan or redeem the rights thereunder (provided that Cooper will not be required to take, or be prohibited from taking, any action otherwise prohibited or required by the subclause described in this bullet if the board of directors of Cooper determines in good faith (after consultation with Cooper s legal advisors) that such action or inaction would be reasonably likely to be inconsistent with the directors fiduciary duties).

However, if Cooper receives a *bona fide* written Cooper Alternative Proposal or a proposal from a person who is intending on making a Cooper Alternative Proposal and the board of directors of Cooper determines in good faith (after consultation with Cooper s financial advisors and legal counsel) that the failure to take the actions described in the next two bullets below would be reasonably likely to be inconsistent with the directors fiduciary duties, and the proposal was made after the date of the transaction agreement and did not result from a knowing or intentional breach of the terms of the transaction agreement, Cooper may:

- furnish to such a third party or its representatives nonpublic information relating to Cooper pursuant to an executed confidentiality agreement that is no less restrictive, with respect to confidentiality, of such person than Cooper s confidentiality agreement with Eaton, provided that all such nonpublic information provided to the third party must also be provided to Eaton; and

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engage in negotiations or discussions with any third party with respect to a Cooper Alternative Proposal.

Cooper will promptly (and in any event within 48 hours of receipt) notify Eaton of the receipt of any Cooper Alternative Proposal or any communication or proposal that may reasonably be expected to lead to a Cooper Alternative Proposal and will indicate the material terms and conditions of such Cooper Alternative Proposal (including through the provision of all written material exchanged between Cooper and the third party that describes the material terms or conditions of such Cooper Alternative Proposal) and the identity of the person making any such Cooper Alternative Proposal and thereafter will keep Eaton reasonably informed on a reasonably current basis of any material change to the terms and status of any such Cooper Alternative Proposal.

Subject to certain exceptions, neither the Cooper board of directors nor any committee thereof shall (i) withdraw (or modify in any manner adverse to Eaton) the recommendation of the Cooper board of directors that the Cooper shareholders vote to approve the scheme of arrangement and the EGM resolutions, (ii) approve, recommend or declare advisable any Cooper Alternative Proposal (any action in subclauses (i) and (ii) being referred to as a Cooper Change of Recommendation) or (iii) cause or allow Cooper or any of its subsidiaries to enter into any agreement constituting a Cooper Alternative Proposal or requiring, or reasonably expected to cause, Cooper to abandon, terminate, delay or fail to consummate the acquisition.

Prior to obtaining the approval of the Cooper shareholders of the scheme of arrangement and the EGM resolutions, the board of directors of Cooper may make a Cooper Change of Recommendation if it has concluded in good faith (after consultation with Cooper s outside legal counsel and financial advisors) (i) that a Cooper Alternative Proposal constitutes a Cooper Superior Proposal (as defined below) and (ii) that the failure to make a Cooper Change of Recommendation would be reasonably likely to be inconsistent with the directors fiduciary duties; provided, however, that Cooper must provide prior written notice to Eaton, at least 24 hours in advance, of the intention of the Cooper board of directors to make such Cooper Change of Recommendation.

Prior to obtaining the approval of the Cooper shareholders of the scheme of arrangement and the EGM resolutions, the board of directors of Cooper may make a Cooper Change of Recommendation in response to a material event that was not known or reasonably foreseeable as of the date of the transaction agreement, subject to certain limitations, if the failure to take such action would be inconsistent with the directors fiduciary duties.

The transaction agreement provides that a Cooper Alternative Proposal means: a *bona fide* proposal or *bona fide* offer made by any person (other than a proposal or offer by Eaton pursuant to Rule 2.5 of the Takeover Rules) for (i) the acquisition of Cooper by scheme of arrangement, takeover offer or business combination transaction; (ii) the acquisition by any person of 25% or more of the assets of Cooper and its subsidiaries, taken as a whole, measured by either book value or fair market value (including equity securities of Cooper s subsidiaries); (iii) the acquisition by any person (or the shareholders of any person) of 25% or more of the outstanding Cooper ordinary shares; or (iv) any merger, business combination, consolidation, share exchange, recapitalization or similar transaction involving Cooper as a result of which the holders of Cooper ordinary shares immediately prior to such transaction do not, in the aggregate, own at least 75% of the outstanding voting power of the surviving or resulting entity in such transaction immediately after consummation thereof.

The transaction agreement provides that a Cooper Superior Proposal means: a written *bona fide* Cooper Alternative Proposal made by any person that the board of directors of Cooper determines in good faith (after consultation with Cooper s financial advisors and legal counsel) is more favorable to the Cooper shareholders than the transactions contemplated by the transaction agreement, taking into account such financial, regulatory, legal and other aspects of such proposal as the Cooper board of directors considers to be appropriate (it being understood that, for purposes of the definition of Cooper Superior Proposal, references to 25% and 75% in the definition of Cooper Alternative Proposal shall be deemed to refer to 50%).

Nothing in the transaction agreement in any way limits the parties obligations under the Irish Takeover Rules.

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Right to Match

Cooper may terminate the transaction agreement at any time prior to obtaining the approval of the Cooper shareholders of the scheme of arrangement and the EGM resolutions, subject to the following. Promptly upon the Cooper board of directors determination that a Cooper Superior Proposal exists (and in any event, within twenty-four (24) hours of such determination) Cooper must provide a written notice to Eaton (a Superior Proposal Notice) advising Eaton that Cooper has received a Cooper Alternative Proposal that the board of directors of Cooper considers to be a Cooper Superior Proposal and specifying the material terms of such Cooper Alternative Proposal and the relevant third party. Cooper must then provide Eaton with an opportunity, for a period of 72 hours from the time of delivery to Eaton of the Superior Proposal Notice (if Eaton delivers a notice within 48 hours of the delivery of a Superior Proposal Notice that it intends to seek additional financing due to an increase in the cash consideration, the period is extended by four (4) business days from such financing extension notice), to propose to amend the terms and conditions of the transaction agreement such that the Cooper Superior Proposal no longer constitutes a Cooper Superior Proposal. See also *Termination*.

Efforts to Consummate

Each of Eaton and Cooper agreed to use all reasonable endeavors to achieve satisfaction of the closing conditions as promptly as reasonably practicable following publication of the scheme of arrangement disclosure document and in any event no later than May 21, 2013. Notwithstanding the foregoing obligations, neither Eaton nor Cooper nor any of its subsidiaries will be required to take any action if doing so would, individually or in the aggregate, reasonably be expected to result in a material adverse effect on the business, operations or financial condition of New Eaton (measured on the basis of New Eaton as it would exist following the consummation of the acquisition and the merger).

Financing Cooperation

Cooper will, and will cause its subsidiaries to, and will use all reasonable endeavors to cause its officers, employees and representatives to, provide such cooperation as may reasonably be requested by Eaton in connection with the syndication and consummation of the financing, provided that such requested cooperation does not unreasonably interfere with the business or operations of Cooper and its subsidiaries and subject to certain limitations.

Conduct of Business Pending the Completion Date

At all times from the execution of the transaction agreement until the effective date of the scheme, except as required by law, expressly contemplated or permitted by the transaction agreement or with the prior written consent of the other party (such consent not to be unreasonably withheld, conditioned or delayed), subject to certain exceptions, each of Cooper and Eaton have agreed to, and have agreed to cause their respective subsidiaries to, conduct their respective businesses in the ordinary course consistent with past practice in all material respects.

At all times from the execution of the transaction agreement until the effective date of the scheme, except as required by law, expressly contemplated or permitted by the transaction agreement or with the prior written consent of the other party (such consent not to be unreasonably withheld, conditioned or delayed), subject to certain exceptions, Cooper has generally agreed not to, and agreed not to allow its subsidiaries to:

- authorize or pay any dividend or distribution with respect to outstanding shares other than dividends paid by a subsidiary on a pro rata basis in the ordinary course consistent with past practice and regular quarterly cash dividends of not more than $0.31 per share per quarter paid on the ordinary shares of Cooper and consistent with past practice as to time of declaration, record date and payment date;

- split, combine or reclassify any of its shares of capital in issue, or issue or authorize the issuance of any other securities in respect of, in lieu of or in substitution for, shares of capital, or permit its subsidiaries to the same, except for any such transaction by a wholly owned subsidiary of Cooper which remains a wholly owned subsidiary after consummation of such transaction;

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(i) grant any options, share awards or any other equity-based awards, (ii) increase the compensation or other benefits payable or provided to Cooper s current or former directors, corporate officers, executive officers or other employees who are subject to a management continuity agreement, (iii) increase the compensation or other benefits payable or provided to Cooper s employees other than those employees covered by clause (ii), except in the ordinary course of business consistent with past practice, (iv) enter into any employment, change of control, severance or retention agreement with any employee of Cooper, subject to certain exceptions, (v) terminate the employment of any corporate officers or executive officers or employees who are subject to a management continuity agreement, other than for cause, (vi) amend any performance targets with respect to any outstanding bonus or equity awards, (vii) increase the funding obligation or contribution rate of any Cooper benefit plan subject to Title IV of ERISA other than in the ordinary course of business and consistent with past practices, or (viii) establish, adopt, enter into, amend or terminate any Cooper benefit plan or any other plan, trust, fund, policy or arrangement for the benefit of any current or former directors, officers or employees or any of their beneficiaries, except as required by existing written agreements or Cooper benefit plans in effect as of the date of the transaction agreement or as otherwise required by applicable law;

make any change in financial accounting policies or procedures or any of its methods of reporting income, deductions or other material items for financial accounting purposes that would materially affect the consolidated assets, liabilities or results of operations of Cooper, except as required by U.S. GAAP, applicable law or SEC policy;

enter into agreements with respect to any acquisitions of an equity interest in or a substantial portion of the assets of any person or any business or division thereof, or any mergers, consolidations or business combinations, except in respect of any intercompany acquisitions, mergers, consolidations or business combinations (unless such intercompany transaction would reasonably be expected to have material adverse tax consequences with respect to the transaction);

amend the Memorandum and Articles of Association of Cooper or permit any of its subsidiaries to adopt any material amendments to its organizational documents;

issue, grant, sell, pledge, or encumber any shares of capital, voting securities or other equity interest or any securities convertible into or exchangeable for any such shares, voting securities or equity interest, or any rights, warrants or options to acquire any such shares in its capital, voting securities or equity interest or any phantom stock, phantom stock rights, stock appreciation rights or stock-based performance units or take any action to cause to be exercisable any otherwise unexercisable option to purchase Cooper ordinary shares under any existing Cooper share award plan (except as otherwise provided by the express terms of any options outstanding on the date hereof), subject to certain exceptions;

purchase or otherwise acquire any shares or rights to acquire shares of capital, except for (A) acquisitions of Cooper ordinary shares tendered by holders of Cooper options and share awards to satisfy obligations to satisfy purchase or tax obligations with respect thereto and (B) Cooper intercompany transactions;

repurchase, incur, guarantee or otherwise become liable for or modify in any material respects the terms of any indebtedness for borrowed money or issue or sell any debt securities or rights to acquire any debt securities except for (A) Cooper intercompany indebtedness, (B) the refinancing of any existing indebtedness for borrowed money of Cooper or any of its subsidiaries, (C) guarantees of indebtedness of Cooper or any subsidiary of Cooper, (D) indebtedness incurred pursuant to agreements entered into prior to the execution of the transaction agreement, (E) transactions at the stated maturity of such indebtedness and required amortization or mandatory prepayments and (F) indebtedness not to exceed $50.0 million in aggregate principal amount outstanding at any time incurred by Cooper or any of its subsidiaries; provided that the making of guarantees and the entrance into letters of credit or surety bonds for commercial transactions in the ordinary course of business consistent with past practice will be permitted;

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make any loans to any other person involving in excess of $5.0 million individually or $10.0 million in the aggregate, except for Cooper intercompany loans;

sell, lease, or otherwise dispose of, or subject to any lien, any of its material properties or assets, except (A) pursuant to existing agreements, (B) liens for permitted indebtedness, (C) sales of inventory in the ordinary course of business, (D) for transactions involving less than $10.0 million individually and $50.0 million in the aggregate or (E) Cooper intercompany transactions;

settle any material claim, litigation, investigation or proceeding pending against Cooper or any of its subsidiaries, or any of their officers and directors in their capacities as such, subject to certain exceptions;

make or change any material tax election, change any method of tax accounting, file any amended tax return, settle or compromise any audit or proceeding relating to a material amount of taxes, agree to an extension or waiver of the statute of limitations with respect to a material amount of taxes, enter into any closing agreement with respect to any tax or surrender any right to claim a material amount of tax refund;

make any new capital expenditure or expenditures, or commit to do so, in excess of specified amounts in the disclosure schedule to the transaction agreement;

except in the ordinary course of business consistent with past practice, enter into a material contract, or materially amend or terminate any existing material contract or waive, release or assign any material rights or claims thereunder, if such actions would r