

LEGRAND HOLDING SA US GAAP

UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2004

Summary

Consolidated statements of income	2
Consolidated balance sheets	3
Consolidated statements of cash flows	5
Accounting policies and details	6

Consolidated statements of income

	Legrand Holding SA	
	Period from Jan 01, 2004 to Mar 31, 2004	Period from Jan 01, 2003 to Mar 31, 2003
	Euros, in millions	
Net sales	730.4	700.0
Operating expenses		
Cost of goods sold	(387.9)	(505.0)
Administrative and selling expenses	(189.1)	(187.0)
Research and development expenses	(62.9)	(67.0)
Other operating income (expenses)	(0.5)	(12.0)
Operating income (loss)	90.0	(71.0)
Interest income (expense)	(58.0)	(85.0)
Other income (expense)	(1.3)	(10.0)
Income (loss) before taxes, minority interests and equity in earnings of investees	30.7	(166.0)
Income taxes	(9.3)	46.0
Net income (loss) before minority interests and equity in earnings of investees	21.4	(120.0)
Minority interests	(0.3)	1.0
Equity in earnings of investees	0.3	1.0
Net income (loss)	21.4	(118.0)

Consolidated balance sheets

	Legrand Holding SA	
	March 31, 2004	Dec 31, 2003
	Euros, in millions	
ASSETS		
Current assets		
Cash and cash equivalent	72.7	67.9
Marketable securities	8.4	32.6
Restricted cash	38.7	37.0
Trade accounts receivable	574.7	509.9
Deferred income taxes	34.3	34.7
Other current assets	112.9	120.1
Inventories	394.5	385.5
Total current assets	1 236.2	1 187.7
Property, plant and equipment, net	895.5	914.9
Investments	22.9	21.8
Goodwill	1 356.3	1 343.5
Trademarks, net	1 595.3	1 591.1
Developped Technology, net	423.6	449.9
Mirror swaps	39.6	35.2
Swap associated with TSDI 3	1.3	1.3
Swap associated with other borrowings	59.7	60.1
Restricted cash	84.3	90.5
Deferred income taxes	32.0	34.1
Other non-current assets	95.3	96.5
Total non current assets	4 605.8	4 638.9
Total assets	5 842.0	5 826.6

	Legrand Holding SA	
	March 31, 2004	Dec 31, 2003
	Euros, in millions	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Short-term borrowings	112.8	103.2
Accounts and notes payable	292.5	252.7
Deferred income taxes	3.4	3.0
Other current liabilities	357.3	355.2
Total current liabilities	766.0	714.1
Swap fair value associated with TSDI	123.7	121.8
Deferred income taxes	734.5	744.2
Other non-current liabilities	228.2	229.3
Borrowings	2 192.3	2 263.1
Swap fair value associated with other borrowings	48.2	52.5
Subordinated securities	99.9	108.9
Paielement-In-Kind loans (PIK)	1 231.3	1 216.6
Minority interests	6.7	6.2
Shareholders' equity		
Capital stock	759.4	759.4
Accumulated deficits	(271.8)	(288.8)
Translation reserve	(76.4)	(100.7)
	411.2	369.9
Total liabilities and shareholders' equity	5 842.0	5 826.6

Consolidated statements of cash flows

	Legrand Holding SA	
	Period from Jan 01, 2004 to Mar 31, 2004	Period from Jan 01, 2003 to Mar 31, 2003
	Euros, in millions	
Net income (loss)	21.4	(118.0)
Reconciliation of net income to net cash :		
- depreciation of tangible assets	36.4	41.0
- amortization of intangible assets	32.9	39.0
- changes in long-term deferred taxes	(9.1)	(67.0)
- changes in other long-term assets and liabilities	(3.3)	4.0
- minority interests	0.3	(1.0)
- equity in earnings of investees	(0.3)	(1.0)
- other items having impacted the cash	23.4	183.0
(Gains) losses on fixed asset disposals	(0.1)	0.0
(Gains) losses on sales of securities	0.0	0.0
Changes in operating assets and liabilities, net of effect of investments in consolidated entities :		
- inventories	(4.9)	(30.0)
- accounts receivable	(59.5)	(25.0)
- accounts and notes payable	37.7	15.0
- other operating assets and liabilities	3.5	(28.0)
Net cash (used in) provided from operating activities	78.4	12.0
Net proceeds from sales of fixed assets	8.0	8.0
Capital expenditures	(23.8)	(33.0)
Proceeds from sales of marketable securities	29.8	(113.0)
Investments in marketable securities	(1.0)	3.0
Investments in consolidated entities	(0.2)	(4.0)
Investments in non-consolidated entities	0.0	0.0
Net cash (used in) provided from investing activities	12.8	(139.0)
Related to shareholders' equity :		
- capital increase	0.0	0.0
- dividends paid by the company	0.0	0.0
- dividends paid by subsidiaries	0.0	0.0
Other financing activities :		
- reduction of subordinated securities	(8.9)	(14.0)
- new borrowings	0.2	411.0
- repayments of borrowings	(81.7)	(157.0)
- debt issuance costs	0.0	(7.0)
- increase (reduction) of commercial paper	0.0	(508.0)
- increase (reduction) of bank overdrafts	1.3	(43.0)
Net cash (used in) provided from financing activities	(89.1)	(318.0)
Net effect of currency translation on cash	(2.7)	4.0
Increase (reduction) of cash and cash equivalents	4.8	(449.0)
Cash and cash equivalents at the beginning of the period	67.9	559.0
Cash and cash equivalents at the end of the period	72.7	110.0

1) Basis of presentation and accounting policies

The Group's consolidated condensed financial statements are prepared in conformity with accounting principles generally accepted in the United States of America.

In the opinion of management, the accompanying consolidated financial statements of the Group contain all adjustments necessary to present fairly, in all material respects, the Group's consolidated financial position as of March 31, 2004, and the consolidated results of operations and cash flows for the three months period ended March 31, 2004 and 2003. All such adjustments are deemed to be of a normal recurring nature. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in Legrand Holding SA's Annual Report on Form 20-F for the year ended December 31, 2003.

2) Inventories

Inventories are comprised of the following:

	Legrand Holding SA	
	March 31, 2004	Dec 31, 2003
	Euros, in millions	
Purchased raw materials and parts	133.8	129.5
Sub-assemblies, work-in-process	89.9	89.1
Finished goods	232.4	227.7
	456.1	446.3
Less : allowances	(61.6)	(60.8)
	394.5	385.5

3) Long-term borrowings

Long-term borrowings are comprised of the following:

	Legrand Holding SA	
	March 31, 2004	Dec 31, 2003
	Euros, in millions	
Senior credit agreement	1 242.1	1 323.8
High-yield notes	563.4	555.1
8 ? % debentures	316.4	306.7
Other long-term borrowings	70.4	77.5
	2 192.3	2 263.1

On February 12, 2003, the Group issued (i) \$350 million of senior notes due in 2013 and bearing interest at 10 ½% per annum and (ii) €277.5 million of senior notes due 2013 and bearing interest at 11% per annum (the "High Yield Notes"). The gross proceeds of the issuance of the High Yield Notes amounted to approximately €601 million. Simultaneously, the Group issued a subordinated shareholder PIK loan (the "Subordinated Shareholder PIK Loan") in the amount of €1,156 million subscribed by a related party. The proceeds from the issuance of the High Yield Notes, together with the proceeds of the Subordinated Shareholder PIK Loan, were used to repay a € 600 million loan under the mezzanine credit agreement and to repay a related party loan in the amount of € 1,156 million made to a subsidiary of the Group in connection with the acquisition of Legrand on December 10, 2002 with the proceeds from preferred equity certificates issued by the related party.

The Subordinated Shareholder PIK Loan bears interest of 5% per annum and is payable in full, together with accrued interest, in 2026. The Subordinated Shareholder PIK Loan was subscribed by a subsidiary of the Group's ultimate parent, Lumina Parent Sarl.

4) Short-term borrowings

Short-term borrowings are comprised of the following:

	Legrand Holding SA	
	March 31, 2004	Dec 31, 2003
	Euros, in millions	
Current portion of long-term debt	50.7	54.2
Current portion of capital leases	5.8	5.8
Bank overdrafts	39.6	39.4
Other short-term borrowings	16.7	3.8
	112.8	103.2

5) Comprehensive income

The components of comprehensive income are as follows:

	Legrand Holding SA	
	Period from Jan 01, 2004 to Mar 31, 2004	Period from Jan 01, 2003 to Mar 31, 2003
	Euros, in millions	
Net income (loss)	21.4	(118.0)
Foreign currency translation adjustments	24.3	(9.0)
Comprehensive income (loss)	45.7	(127.0)

6) Commitments and contingencies

The Group is involved in a number of legal proceedings and litigations arising in the normal course of business. In the opinion of management, all such matters have been adequately provided for or are without merit, and are of such kind that if disposed of unfavorably, would not have a material adverse effect on the Group's consolidated financial position or results of operations.

Future rental commitments

The group use certain facilities under lease agreements and lease certain equipment. Minimum future rental commitments under noncancellable leases are detailed below :

	Legrand Holding SA
	March 31, 2004
	Euros, in millions
Payable until Mar 31, 2005	17.2
Payable until Mar 31, 2006	13.8
Payable until Mar 31, 2007	11.1
Payable until Mar 31, 2008	7.4
Payable until Mar 31, 2009	4.1
Subsequent years	5.7
	59.3

Rights of first refusal and first offer:

Pursuant to the acquisition of Legrand by the Group, Schneider has a right of first refusal for a period of twelve months following the closing of the acquisition (December 10, 2002) and a right of first offer for a period of twelve months following the first anniversary of the closing of the acquisition with respect to any sales of material assets owned by Legrand.

7) Stock-options

The Company has one stock option plan under which stock options may be granted to purchase a specified number of common shares of the Company at an exercise price of € 1.00/share and for a term of 9 years. Pursuant to the terms of the plan, stock options may be granted, at the discretion of the board of directors, to substantially all employees. Employee options may not vest in any options, except upon the occurrence of certain specified events, prior to the eight-year anniversary of the date of grant. In addition, the number of options, if any, that vest is contingent upon the internal rate of return achieved with respect to Lumina Parent's (the Company's ultimate parent) investment in the Company. As of March 31, 2004, the Company had 1,090,453 options available for grant pursuant to existing authorizations under approved plans.

A summary of the activity pursuant to the Company's stock option plan is presented below :

Nature of the plans	subscription	Total of outstanding plans
dates of attribution of options	2003	
Balance at the end of 2002	0	0
Options granted	9 555 516	9 555 516
Options exercised	0	0
Options cancelled	(557 000)	(557 000)
Balance at the end of 2003	8 998 516	8 998 516
Options granted	2 298 200	2 298 200
Options exercised	0	0
Options cancelled	(40 000)	(40 000)
Balance as of March 31, 2004	11 256 716	11 256 716

None of the outstanding options is exercisable as of March 31, 2004. The fair value at the date of grant, and on at the date March 31, 2004, of the options is equal to the exercise price (i.e. € 1).

8) Subsequent events

We have no knowledge of any material subsequent event.