

**LEGRAND HOLDING SA US GAAP**

**UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2005**

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Consolidated statements of income US GAAP

	<b>Legrand Holding SA</b>	
	Nine-month ended Sept 30, 2005	Nine-month ended Sept 30, 2004
	Euros, in millions	
<b>Net sales</b>	<b>2,357.5</b>	<b>2,203.2</b>
<b>Operating expenses</b>		
Cost of goods sold	(1,238.7)	(1,175.3)
Administrative and selling expenses	(613.6)	(563.0)
Research and development expenses	(191.2)	(186.5)
Other operating income (expense)	(17.0)	(1.9)
<b>Operating income</b>	<b>297.0</b>	<b>276.5</b>
Interest income (expense)	(139.3)	(171.7)
Other income (expense)	(28.0)	(7.1)
<b>Income before taxes, minority interests and equity in earnings of investees</b>	<b>129.7</b>	<b>97.7</b>
Income taxes	(56.8)	(50.6)
<b>Net income before minority interests and equity in earnings of investees</b>	<b>72.9</b>	<b>47.1</b>
Minority interests	(1.8)	(1.0)
Equity in earnings of investees	0.8	2.2
<b>Net income attributable to Legrand Holding</b>	<b>71.9</b>	<b>48.3</b>

Consolidated balance sheets US GAAP

	<b>Legrand Holding SA</b>	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	127.5	68.3
Marketable securities	1.2	13.1
Restricted cash	14.7	27.0
Trade accounts receivable	593.5	495.7
Deferred income taxes	38.8	30.3
Other current assets	116.9	132.2
Inventories	471.4	422.0
<b>Total current assets</b>	<b>1,364.0</b>	<b>1,188.6</b>
<b>Non-current assets</b>		
Property, plant and equipment, net	800.0	816.0
Investments	69.7	18.4
Goodwill	1,423.2	1,331.1
Trademarks, net	1,549.7	1,526.3
Developed Technology, net	268.5	337.7
Mirror swaps	14.6	24.8
Swaps associated with TSDI 3	0.4	0.9
Swaps associated with other borrowings	25.8	40.5
Deferred income taxes	36.9	32.6
Other non-current assets	41.0	38.9
<b>Total non current assets</b>	<b>4,229.8</b>	<b>4,167.2</b>
<b>Total assets</b>	<b>5,593.8</b>	<b>5,355.8</b>

	<b>Legrand Holding SA</b>	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings	316.8	203.6
Accounts and notes payable	328.6	311.3
Deferred income taxes	4.1	3.8
Other current liabilities	400.1	380.5
<b>Total current liabilities</b>	<b>1,049.6</b>	<b>899.2</b>
<b>Deferred income taxes</b>	<b>739.5</b>	<b>687.5</b>
<b>Other non-current liabilities</b>	<b>242.7</b>	<b>229.3</b>
<b>Borrowings</b>	<b>1,621.3</b>	<b>1,686.8</b>
<b>Swaps fair value associated with TSDI</b>	<b>47.5</b>	<b>80.8</b>
<b>Swaps fair value associated with other borrowings</b>	<b>44.2</b>	<b>78.3</b>
<b>Subordinated securities</b>	<b>39.2</b>	<b>68.9</b>
<b>Related party loan (PIK)</b>	<b>1,320.0</b>	<b>1,275.8</b>
<b>Minority interests</b>	<b>9.0</b>	<b>7.5</b>
<b>Shareholders' equity</b>		
Capital stock	759.4	759.4
Accumulated deficits	(201.1)	(273.0)
Translation reserve	(77.5)	(144.7)
	<b>480.8</b>	<b>341.7</b>
<b>Total liabilities and shareholders' equity</b>	<b>5,593.8</b>	<b>5,355.8</b>

Consolidated statements of cash flows US GAAP

	<b>Legrand Holding SA</b>	
	Nine-month ended Sept 30, 2005	Nine-month ended Sept 30, 2004
	Euros, in millions	
Net income attributable to Legrand Holding	71.9	48.3
Reconciliation of net income to net cash provided from (used in) operating activities :		
- depreciation of tangible assets	105.9	107.6
- amortization of intangible assets	82.8	100.1
- financing charges amortization	2.2	0.0
- changes in long-term deferred taxes	0.5	(6.6)
- changes in other long-term assets and liabilities	11.4	(2.7)
- minority interests	1.8	1.0
- equity in earnings of investees	(0.8)	(2.2)
- other items having impacted the cash	49.4	49.7
(Gains) losses on fixed asset disposals	5.1	(5.2)
(Gains) losses on sales of securities	0.1	0.2
Changes in operating assets and liabilities, net of effect of investments in consolidated entities :		
- inventories	(21.4)	(38.0)
- accounts receivable	(68.8)	(29.9)
- accounts and notes payable	6.8	45.8
- other operating assets and liabilities	3.2	41.7
<b>Net cash (used in) provided from operating activities</b>	<b>250.1</b>	<b>309.8</b>
Net proceeds from sales of fixed assets	7.0	33.9
Capital expenditures	(76.0)	(64.9)
Changes in other long-term financial assets and liabilities	(0.7)	0.0
Proceeds from sales of marketable securities	24.6	53.6
Investments in marketable securities	(0.1)	(3.4)
Investments in consolidated entities	(31.8)	0.0
Investments in non-consolidated entities	(58.2)	0.1
<b>Net cash (used in) provided from investing activities</b>	<b>(135.2)</b>	<b>19.3</b>
Related to shareholders' equity :		
- capital increase	0.0	0.0
- dividends paid by Legrand Holding's subsidiaries	(1.1)	(0.7)
Other financing activities :		
- reduction of subordinated securities	(29.7)	(29.2)
- new borrowings	100.0	4.7
- repayments of borrowings	(155.8)	(309.9)
- increase (reduction) of bank overdrafts	25.0	3.6
<b>Net cash (used in) provided from financing activities</b>	<b>(61.6)</b>	<b>(331.5)</b>
Net effect of currency translation on cash	5.9	3.3
<b>Increase (reduction) of cash and cash equivalents</b>	<b>59.2</b>	<b>0.9</b>
Cash and cash equivalents at the beginning of the period	68.3	67.9
<b>Cash and cash equivalents at the end of the period</b>	<b>127.5</b>	<b>68.8</b>
Interest paid during the period	115.2	136.3
Income taxes paid during the period	32.7	22.7

## Accounting policies and details

### 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 September 30, 2005, and the consolidated results of operations and cash flows for the nine months period ended September 30, 2005. 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, 2004.

### 2) Inventories

Inventories are comprised of the following:

	Legrand Holding SA	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
Purchased raw materials and parts	165.5	143.6
Sub-assemblies, work-in-process	97.5	93.2
Finished goods	273.6	246.9
	<b>536.6</b>	<b>483.7</b>
Less cumulated allowances	(65.2)	(61.7)
	<b>471.4</b>	<b>422.0</b>

### 3) Investments

	Legrand Holding SA	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
Investments	<b>69.7</b>	<b>18.4</b>

The main variation of the investments is related to the recent Group's acquisitions, Van Geel and Zucchini.

#### 4) Long-term borrowings

Long-term borrowings are comprised of the following:

	<b>Legrand Holding SA</b>	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
Facility Agreement	614.5	847.5
High-yield notes	568.0	535.7
8 ½% debentures	322.3	285.2
Other long-term borrowings	116.5	18.4
	<b>1 621.3</b>	<b>1 686.8</b>

#### 5) Short-term borrowings

Short-term borrowings are comprised of the following:

	<b>Legrand Holding SA</b>	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
Current portion of long-term debt	155.6	81.0
Current portion of capital leases	7.6	7.3
Bank overdrafts	86.5	80.9
Other short-term borrowings	67.1	34.4
	<b>316.8</b>	<b>203.6</b>

#### 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, they would not have a material adverse effect on the Group's consolidated financial position or results of operations.

##### *BTicino SpA litigation*

In the second half of 2001, approximately 180 current and former employees of BTicino SpA, (BTicino), our primary Italian subsidiary, commenced two class actions and three individual suits against the Italian social security agency for early retirement payments citing alleged exposure to asbestos during the manufacture of products at our Torre del Greco facility. BTicino, the employer, is a party to the suit, as is customary under Italian law. Pursuant to Italian law, if the employees prove long-term (at least 10 years) exposure to asbestos, they may be entitled to retire early and, as a result, could receive higher retirement payments over the course of their retirement, which the social security agency could seek to recover from the Group. Management believes the risk of loss to the Group is remote.

##### *Legal proceeding*

In October 2003 an action was brought against us and two other major suppliers of back-wires in the United States alleging that one of our products, quick connect receptacle, is not suitable for use and should be withdrawn from the United States markets and all production should be discontinued.

We have responded to these allegations and filed a counterclaim, as we believe that this claim is unsubstantiated. The quick connect receptacle has been sold in the United States over the past years and during such period no accidents have been reported in connection with the use of such receptacles. In addition we do not believe that the claimant has evidence of damages nor has the claimant alleged any damages or accidents from the receptacle use in this claim. This litigation is currently being considered by the Superior Court of the State of California and the United States District Court of South Carolina Charleston Division as to certain procedural matters. At this time and although the Company believes the claims are unsubstantiated, it is too early to assess the eventual outcome of this situation.

### Future rental commitments

The Group uses certain facilities under lease agreements and lease certain equipment. Minimum future rental commitments under non-cancellable leases are detailed below:

	<b>Legrand Holding SA</b>	
	Sept 30, 2005	Dec 31, 2004
	Euros, in millions	
Payable within one year	17.9	18.3
Payable in one to two years	14.9	16.1
Payable in two to three years	11.6	13.1
Payable in three to four years	8.6	6.5
Payable in four to five years	7.5	4.1
Subsequent years	13.0	11.7
	<b>73.5</b>	<b>69.8</b>

### 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 for options granted during the years 2003 and 2004, and €1.40/share for options granted during 2005, this 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. Employees will not vest, except upon the occurrence of certain specified events, prior to the eight-year anniversary of the date of grant. In addition, the vesting of options 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 September 30, 2005, the Company had 882,653 options available for grant pursuant to existing authorizations under approved plans.

The Group applied FAS 123R since January 1<sup>st</sup>, 2005 and in consequence recorded a charge of € 1.5 million as at September 30, 2005.

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

<b>Nature of the plan : subscription</b>	
<b>Balance at the end of 2002</b>	0
Options granted	9 555 516
Options exercised	0
Options cancelled	(597 000)
<b>Balance at the end of 2003</b>	8 958 516
Options granted	2 298 200
Options exercised	0
Options cancelled	(602 200)
<b>Balance at the end of 2004</b>	10 654 516
Options granted	810 000
Options exercised	0
Options cancelled	0
<b>Balance as of Sept 30, 2005</b>	11 464 516

None of the outstanding options is exercisable as of September 30, 2005.