

**LEGRAND HOLDING SA
US GAAP**

**NON AUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2004**

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Consolidated statements of income

	Nine-month period ended Sept 30, 2004	Nine-month period ended Sept 30, 2003
	Euros, in millions	
Net sales	2,203.2	2,069.3
Operating expenses		
Cost of goods sold	(1,175.3)	(1,249.5)
Administrative and selling expenses	(563.0)	(549.4)
Research and development expenses	(186.5)	(194.8)
Other operating income (expenses)	(1.9)	(17.1)
Operating income (loss)	276.5	58.5
Interest income (expense)	(171.7)	(228.2)
Other income (expense)	(7.1)	(2.4)
Income (loss) before taxes, minority interests and equity in earnings of investees	97.7	(172.1)
Income taxes	(50.6)	36.5
Net income (loss) before minority interests and equity in earnings of investees	47.1	(135.6)
Minority interests	(1.0)	(0.9)
Equity in earnings of investees	2.2	2.0
Net income (loss)	48.3	(134.5)

Consolidated balance sheets

	Sept 30, 2004	Dec 31, 2003
	Euros, in millions	
ASSETS		
Current assets		
Cash and cash equivalent	68.8	67.9
Marketable securities	5.5	32.6
Restricted cash	41.7	37.0
Trade accounts receivable	543.8	509.9
Deferred income taxes	35.3	34.7
Other current assets	108.7	120.1
Inventories	426.7	385.5
Total current assets	1,230.5	1,187.7
Property, plant and equipment, net		
Investments	19.5	21.8
Goodwill	1,348.3	1,343.5
Trademarks, net	1,591.9	1,591.1
Developed Technology, net	368.3	449.9
Mirror swaps	28.4	35.2
Swap associated with TSDI 3	0.9	1.3
Swap associated with other borrowings	45.9	60.1
Restricted cash	63.0	90.5
Deferred income taxes	24.0	34.1
Other non-current assets	87.6	96.5
Total non current assets	4,420.4	4,638.9
Total assets	5,650.9	5,826.6

	Sept 30, 2004	Dec 31, 2003
	Euros, in millions	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Short-term borrowings	118.8	103.2
Accounts and notes payable	299.7	252.7
Deferred income taxes	3.0	3.0
Other current liabilities	387.8	355.2
Total current liabilities	809.3	714.1
Swap fair value associated with TSDI	96.3	121.8
Deferred income taxes	729.0	744.2
Other non-current liabilities	228.4	229.3
Borrowings	1,960.5	2,263.1
Swap fair value associated with other borrowings	48.2	52.5
Subordinated securities	79.7	108.9
Payment-In-Kind loans (PIK)	1,260.9	1,216.6
Minority interests	6.8	6.2
Shareholders' equity		
Capital stock	759.4	759.4
Accumulated deficits	(240.3)	(288.8)
Translation reserve	(87.3)	(100.7)
	431.8	369.9
Total liabilities and shareholders' equity	5,650.9	5,826.6

Consolidated statements of cash flows

	Nine-month period ended Sept 30, 2004	Nine-month period ended Sept 30, 2003
	Euros, in millions	
Net income (loss)	48.3	(134.5)
Reconciliation of net income to net cash :		
- depreciation of tangible assets	107.6	117.1
- amortization of intangible assets	100.1	111.5
- changes in long-term deferred taxes	(6.6)	(46.7)
- changes in other long-term assets and liabilities	(2.7)	(22.6)
- minority interests	1.0	0.9
- equity in earnings of investees	(2.2)	(2.0)
- other items having impacted the cash	49.7	203.2
(Gains) losses on fixed asset disposals	(5.2)	(1.5)
(Gains) losses on sales of securities	0.2	0.0
Changes in operating assets and liabilities, net of effect of investments in consolidated entities :		
- inventories	(38.0)	3.9
- accounts receivable	(29.9)	(21.2)
- accounts and notes payable	45.8	1.6
- other operating assets and liabilities	41.7	(47.0)
Net cash (used in) provided from operating activities	309.8	162.7
Net proceeds from sales of fixed assets	33.9	11.2
Capital expenditures	(64.9)	(84.0)
Proceeds from sales of marketable securities	53.6	220.1
Investments in marketable securities	(3.4)	(5.6)
Investments in consolidated entities	0.0	(50.8)
Investments in non-consolidated entities	0.1	0.0
Net cash (used in) provided from investing activities	19.3	90.9
Related to shareholders' equity :		
- capital increase	0.0	0.0
- dividends paid by subsidiaries	(0.7)	(0.5)
Other financing activities :		
- reduction of subordinated securities	(29.2)	(28.2)
- new borrowings	4.7	611.3
- repayments of borrowings	(309.9)	(705.2)
- debt issuance costs	0.0	(7.4)
- increase (reduction) of commercial paper	0.0	(508.0)
- increase (reduction) of bank overdrafts	3.6	(60.0)
Net cash (used in) provided from financing activities	(331.5)	(698.0)
Net effect of currency translation on cash	3.3	(9.5)
Increase (reduction) of cash and cash equivalents	0.9	(453.9)
Cash and cash equivalents at the beginning of the period	67.9	559.0
Cash and cash equivalents at the end of the period	68.8	105.1

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

	Sept 30, 2004	Dec 31, 2003
	Euros, in millions	
Purchased raw materials and parts	143.8	129.5
Sub-assemblies, work-in-process	92.1	89.1
Finished goods	253.9	227.7
	489.8	446.3
Less : allowances	(63.1)	(60.8)
	426.7	385.5

3) Long-term borrowings

Long-term borrowings are comprised of the following:

	Sept 30, 2004	Dec 31, 2003
	Euros, in millions	
Senior credit agreement	1,001.3	1,323.8
High-yield notes	561.4	555.1
8 ½% debentures	314.2	306.7
Other long-term borrowings	83.6	77.5
	1,960.5	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 €601.1 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:

	Sept 30, 2004	Dec 31, 2003
	Euros, in millions	
Current portion of long-term debt	41.1	54.2
Current portion of capital leases	7.3	5.8
Bank overdrafts	37.6	39.4
Other short-term borrowings	32.8	3.8
	118.8	103.2

5) Comprehensive income

The components of comprehensive income are as follows:

	Nine-month period ended Sept 30, 2004	Nine-month period ended Sept 30, 2003
	Euros, in millions	
Net income (loss)	48.3	(134.5)
Foreign currency translation adjustments	13.4	(54.7)
Comprehensive income (loss)	61.7	(189.2)

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.

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 September 30, 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 :

Subscription plan	
Balance at the end of 2002	0
Options granted	9,555,516
Options exercised	0
Options cancelled	(557,000)
Balance at the end of 2003	8,998,516
Options granted	2,298,200
Options exercised	0
Options cancelled	(40,000)
Balance as of September 30, 2004	11,256,716

None of the outstanding options is exercisable as of September 30, 2004.

8) Subsequent events

We have no knowledge of any material subsequent event.