

EATON CORPORATION
ANNUAL MEETING OF SHAREHOLDERS
Wednesday, April 22, 2009 - 10:30 a.m. EDT
MASTER BALLOT

We, the undersigned, acting as lawful attorneys and proxies for holders of common shares of Eaton Corporation (the "Company"), pursuant to proxy appointments duly made in writing, by telephone and by Internet (and instructions indicated therein) received from shareholders of the Company, do hereby vote as per proxies submitted to the Inspector of Election with respect to the matters set forth below.

1. To elect four (4) Directors to terms ending in 2012, or upon the election and qualification of their respective successors:


<u>Nominee</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
Alexander M. Cutler	143,702,392	5,463,061	370,188
Arthur E. Johnson	143,297,217	5,732,137	506,287
Deborah L. McCoy	141,494,151	7,538,467	503,023
Gary L. Tooker	144,559,458	4,363,708	612,475

2. Approve the proposed 2009 Stock Plan:

FOR 119,296,972 AGAINST 14,181,726 ABSTAIN 927,451

3. To ratify the appointment of Ernst & Young LLP as independent auditors for 2009:


FOR 146,913,660 AGAINST 2,173,467 ABSTAIN 448,514



 A. M. Cutler



 M. M. McGuire



 T. E. Moran

EATON CORPORATION

ANNUAL MEETING OF SHAREHOLDERS

Wednesday, April 22, 2009 - 10:30 a.m. EDT

CERTIFICATE AND REPORT OF INSPECTOR OF ELECTION

I, the undersigned, the duly appointed Inspector of Election for the 2009 Annual Meeting of Shareholders of Eaton Corporation, DO HEREBY CERTIFY:

1. That the 2009 Annual Meeting of Shareholders of Eaton Corporation (the "Company") was held at Eaton Center, 1111 Superior Avenue, Cleveland, Ohio on Wednesday, April 22, 2009 at 10:30 a.m. EDT, pursuant to due notice.
2. That before entering upon the discharge of my duties, I was duly sworn and the oath so taken by me is hereto annexed.
3. That as of the close of business on February 23, 2009, the record date of the meeting, there were outstanding and eligible to vote 165,379,440 common shares of the Company.
4. That I inspected the signed proxies and the records of proxies duly submitted by telephone and Internet that were timely submitted and used at the meeting, and found the same to be in proper form.
5. There were represented at the meeting 149,535,641 common shares, of which 149,535,641 common shares, or 90.4 % of the shares entitled to vote, were represented by valid proxies.
6. That I did receive the votes of the shareholders, or their duly appointed proxies, by ballot with respect to the following items.
 - a. To elect four (4) Directors to terms ending in 2012, or upon the election and qualification of their respective successors:

<u>Nominee</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
Alexander M. Cutler	<u>143,702,392</u>	<u>5,463,061</u>	<u>370,188</u>
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Gary L. Tooker	<u>144,559,458</u>	<u>4,363,708</u>	<u>612,475</u>

- b. To approve the proposed 2009 Stock Plan:

FOR 119,296,972 **AGAINST** 14,181,726 **ABSTAIN** 927,451

- c. To ratify the appointment of Ernst & Young LLP as independent auditors for 2009:

FOR 146,913,660 **AGAINST** 2,173,467 **ABSTAIN** 448,514

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 22nd day of April, 2009.



Lang Johnston