

16 - 07 - 98

G
CHN196

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



163992

Name of company

* T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

* Insert name(s) and
address(es) of all
the directors

I/we ~~are~~ KEVIN PATRICK THOMAS OF 35 AVENUE ROAD, STAINES,
MIDDLESEX AND NEIL ANTHONY GRAHAM OF 1 NORHEVER DRIVE,
CRIMCHARD, SOMERSET, BEING 2 OF THE DIRECTORS OF THE
ABOVE COMPANY (THE REMAINING DIRECTORS OF THE COMPANY
ARE SIMULTANEOUSLY SWEARING AN IDENTICAL DECLARATION
IN THE US)

I delete as
appropriate

~~(the sole director)~~ ~~(all the directors)~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

I delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
(c) something other than the above

This company is ~~(the)~~ holding company of* AE INTERNATIONAL LIMITED

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~(this company)~~ _____

_____ ~~(the holding company of this company)~~ _____

Presenter's name address and
reference (if any):

J. STEELE
CGSH
LEVEL 5 CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



The assistance is for the purpose of ~~(that acquisition)~~ reducing or discharging a liability incurred for the purpose of that acquisition.† (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance is to be given to: (note 2) FEDERAL MOGUL SA OF BP 39 PI PAUL
BERT 45141 ST JEAN DE LA REULLE, CEDEX, FRANCE

The assistance will take the form of:

- (1) AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL MOGUL SA FOR A CONSIDERATION OF £99,325,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE OF THE SHARES.
- (2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL MOGUL SA TO AE INTERNATIONAL LIMITED OF A FRENCH FRANC 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.

The person who ~~(has acquired)~~ ^{will acquire} the shares is:
FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £/no less than £99,325,000

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The date on which the assistance is to be given is 6 July 19 98

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up]*(note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 55 Basinghall Street,
London EC2

Declarants to sign below

the 6th day of July
one thousand nine hundred and nineteen

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

A. J. BUNGE

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 167(1) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7FJ

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDE & LDE Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by AE International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

16-07-98

G

CHN196

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

163992

Name of company

• T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.* insert full name
of company• insert name(s) and
address(es) of all
the directors

We o RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD,
BLOOMFIELD HILLS, MICHIGAN, USA AND ALAN CARL JOHNSON, OF
424 ST ANDREW'S HOWELL, MICHIGAN, USA, BEING 3 OF THE
DIRECTORS OF THE ABOVE COMPANY; (THE REMAINING DIRECTORS
OF THIS COMPANY ARE SIMULTANEOUSLY SWEARING AN IDENTICAL
STATUTORY DECLARATION IN THE UK)

† delete as
appropriate

~~(the sole director)~~ ~~(all the directors)~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a [recognised bank/ licensed institution]† within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
(c) something other than the above

This company is ~~(the)~~ ~~(a)~~ holding company of* T&N INTERNATIONAL LIMITED

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~(this company)~~ _____

~~the holding company of this company~~Presentor's name address and
reference (if any):

J. STEELE
CGSH
LEVEL 5 CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941,590

Please complete legibly, preferably in block type, or bold block lettering

ORDINARY SHARES OF 40 PENCE EACH

The assistance is to be given to: (note 2) FEDERAL-MOGUL SA OF

BP 39 P / PAUL BERT 45741 St Jean de La Reulle Cede
FRANCE

The assistance will take the form of:

(1) T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA FOR A CONSIDERATION OF £ 45,675,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE FOR THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL SA TO T&N INTERNATIONAL LIMITED OF A FRENCH FRANC 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED BY ERNST & YOUNG LONDON WITHIN 4 WEEKS FROM THE DATE HEREOF.

The person who [has acquired][will acquire]† the shares is:

† delete as appropriate

FEDERAL-MOGUL GLOBAL GROWTH LIMITED

The principal terms on which the assistance will be given are:

T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL 45,675,000

* Please do not
write in
this margin

Please complete
legibly, preferably
in block type, or
bold block lettering

* delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is 6 July 19 98

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date. (note 3)

(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.~~ (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26555 North West Highway
Southfield
Michigan, USA

Declarants to sign below

the 6th day of July
one thousand nine hundred and ninety-eight

before me Rebecca Howell

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7TU

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDE & LDI Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

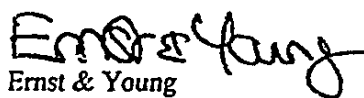
We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by T&N International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.


Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

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CHN196

COMPANIES FORM No. 155(6)b

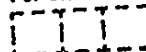
**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



163992

Name of company

• T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.* insert full name
of company* insert name(s) and
address(es) of all
the directors

~~I/we~~ RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD,
BLOOMFIELD HILLS, MICHIGAN, USA AND ALAN CARL JOHNSON, OF
424 ST ANDREW'S HOWELL, MICHIGAN, USA, BEING 3 OF THE
DIRECTORS OF THE ABOVE COMPANY; (THE REMAINING DIRECTORS
OF THIS COMPANY ARE SIMULTANEOUSLY SWEARING AN IDENTICAL
STATUTORY DECLARATION IN THE UK)

1 delete as
appropriate

~~{the sole director}~~ ~~{all the directors}~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

3 delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a [recognised bank/ licensed institution] within the meaning of the Banking Act 1979;~~
~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom;~~
 (c) something other than the above

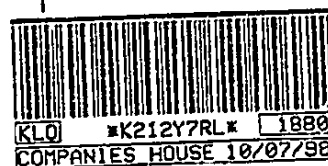
This company is ~~{the}~~ ~~{a}~~ holding company of T&N INTERNATIONAL LIMITED which is
 proposing to give financial assistance in connection with the acquisition of shares
 in ~~{this company}~~ the holding company of this company

Presenter's name address and
reference (if any):

J. STEELE
 CGSH
 LEVEL 5 CITY PLACE HOUSE
 55 BASINGHALL STREET
 LONDON EC2V 5EH

For official Use
General Section

Post room



16-07-98

The assistance is for the purpose of ~~(that acquisition)~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH

Please complete legibly, preferably in black type, or bold block lettering

The assistance is to be given to: (note 2) FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH
OF STIELSTRASSE 11, D-65201, WIESBADEN, GERMANY

The assistance will take the form of:

(1) T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH FOR A CONSIDERATION OF £ 190,440,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS' HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE FOR THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH TO T&N INTERNATIONAL LIMITED OF A DEUTSCHMARK 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.

The person who [has acquired] ~~[will acquire]~~† the shares is:

FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NLT 190,440,000

Page 2

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The date on which the assistance is to be given is 6 July 1998

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

(b)[~~It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.](note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26555 North West Highway Declarants to sign below
Southfield
Michigan, USA
the 6th day of July
one thousand nine hundred and ninety-eight
before me Rebecca Howell
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7EU

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDE & LDE Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by T&N International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in dark ink, appearing to read 'Ernst & Young', written in a cursive style.

Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

16-07-98

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CHN196

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] [] [] []

163992

Name of company

T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

* insert name(s) and
address(es) of all
the directors

**IAV-6 KEVIN PATRICK THOMAS OF 35 AVENUE ROAD, STAINES, MIDDLESEX
AND NEIL ANTHONY GRAHAM OF 1 NORTHOVER DRIVE, CRIMCHARD,
SOMERSET, BEING 2 OF THE DIRECTORS OF THE ABOVE COMPANY
(THE REMAINING DIRECTORS OF THE COMPANY ARE SIMULTANEOUSLY
SWEARING AN IDENTICAL DECLARATION IN THE US)**

I delete as
appropriate

~~the sole director~~ ~~all the directors~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

I delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a recognised bank or licensed institution within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
(c) something other than the above

This company is ~~the~~ ~~is~~ holding company of **T&N INVESTMENTS LIMITED**

which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~this company~~

~~the holding company of this company~~

Presenter's name address and
reference (if any):

**J. STEELE
CGSH
LEVEL 5 CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH**

For official Use
General Section

Post room



The assistance is for the purpose of ~~(that acquisition)~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH.

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance is to be given to: (note 2) FEDERAL-MOGUL GLOBAL GROWTH LIMITED
OF MALVERN DRIVE, TY-GLAS INDUSTRIAL ESTATE, LLANISHEN,
CARDIFF, WALES

The assistance will take the form of:

(1) T&N INVESTMENTS LIMITED SELLING THE ENTIRE ISSUED SHARE CAPITAL OF T&N INDUSTRIES INC. TO FEDERAL-MOGUL GLOBAL GROWTH LTD FOR A CONSIDERATION of £390,000,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE OF THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL GLOBAL GROWTH LIMITED TO T&N INVESTMENTS LTD OF AN ON DEMAND LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.

The person who ~~has acquired~~ ~~will acquire~~† the shares is:
FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

T&N INVESTMENTS LTD SELLING THE ENTIRE ISSUED SHARE CAPITAL OF T&N INDUSTRIES INC. TO FEDERAL-MOGUL GLOBAL GROWTH LIMITED ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL.

The amount of cash to be transferred to the person assisted is £ NIL.

The value of any asset to be transferred to the person assisted is NO LESS THAN £390,000,000 Page 2

Please do not
write in
this margin

The date on which the assistance is to be given is 6 July 19 98

Please complete
legibly, preferably
in black type, or
bold block lettering

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

* delete either (a) or
(b) as appropriate

(b) ~~[It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~ * (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 55 Basinghall Street,
London EC2



Declarants to sign below

the 6th day of July
one thousand nine hundred and nineteen

before me C. J. Smith

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

1 A. J. BURGESS

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

16 - 07 - 98

 **ERNST & YOUNG**

■ Becket House
1 Lambeth Palace Road
London SE1 7FJ

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDF & LDF Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985


We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by T&N Investments Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.


Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International

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CHN196

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin.

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

163992

Name of company

* T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

• insert name(s) and
address(es) of all
the directors

WE o RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD, BLOOMFIELD HILLS,
MICHIGAN, USA AND ALAN CARL JOHNSON OF 424 ST. ANDREW'S HOWELL, MICHIGAN,
USA, BEING 3 OF THE DIRECTORS OF THE ABOVE COMPANY (THE REMAINING DIRECTORS
OF THIS COMPANY ARE SIMULTANEOUSLY SWEARING AN IDENTICAL STATUTORY
DECLARATION IN THE UK)

† delete as
appropriate

~~the sole director~~ ~~all the directors~~† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~
(b) ~~that of a person authorised under section 2 of the Insurance Companies Act 1982 to carry on~~
insurance business in the United Kingdom
(c) something other than the above

This company is ~~the~~† holding company of* T&N INVESTMENTS LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~this~~ company†

~~holding company of the company~~†

Presentor's name address and
reference (if any):

JOHAN STEELE
CLEARY, GOTTLIEB, STEEN
& HAMILTON
CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH.

Please complete legibly, preferably in black type, or bold block lettering

The assistance is to be given to: (note 2) FEDERAL-MOGUL GLOBAL GROWTH LIMITED
OF MALVERN DRIVE, TY-GLAS INDUSTRIAL ESTATE, LLANISHEN,
CARDIFF, WALES

The assistance will take the form of:

(1) T&N INVESTMENTS LIMITED SELLING THE ENTIRE ISSUED SHARE CAPITAL OF T&N INDUSTRIES INC. TO FEDERAL-MOGUL GLOBAL GROWTH LTD FOR A CONSIDERATION of £390,000,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE OF THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL GLOBAL GROWTH LIMITED TO T&N INVESTMENTS LTD OF AN ON DEMAND LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.

The person who ~~has acquired~~ [will acquire]† the shares is:
FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

T&N INVESTMENTS LTD SELLING THE ENTIRE ISSUED SHARE CAPITAL OF T&N INDUSTRIES INC. TO FEDERAL-MOGUL GLOBAL GROWTH LIMITED ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is NO LESS THAN £390,000,000 Page 2

Please do not
write in
this margin

The date on which the assistance is to be given is 6 July 19 98

Please complete
legibly, preferably
in black type, or
bold block lettering

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a){I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date}*(note 3)

* delete either (a) or
(b) as appropriate

(b){It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.}*(note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26555 North West Highway
Southfield
Michigan, USA
the 6th day of July
one thousand nine hundred and ninety-eight

Declarants to sign below

Alan C. Johnson
[Signature]
[Signature]

before me Rebecca Howell
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7EU

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDE & LDE Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by T&N Investments Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in black ink that reads 'Ernst & Young' in a cursive, stylized script.

Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

16-07-98

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 CHN196

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**
155(6)b

 Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

 Please complete
legibly, preferably
in black type, or
bold block lettering

 To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

☐ ☐ ☐ ☐

163992

Name of company

* T&N LIMITED

 Note
Please read the notes
on page 3 before
completing this form.

 * insert full name
of company

 e insert name(s) and
address(es) of all
the directors

I/we o RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD,
BLOOMFIELD HILLS, MICHIGAN, USA AND ALAN CARL JOHNSON, OF
424 ST ANDREW'S HOWELL, MICHIGAN, USA, BEING 3 OF THE
DIRECTORS OF THE ABOVE COMPANY (THE REMAINING DIRECTORS OF
THIS COMPANY ARE SIMULTANEOUSLY SWEARING AN IDENTICAL
STATUTORY DECLARATION IN THE UK)

 I delete as
appropriate

~~(the sole director)~~ ~~(all the directors)~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

 I delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
 (c) something other than the above

 This company is ~~(the)~~ holding company of* AE INTERNATIONAL LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~(this company)~~
~~the holding company of this company~~

 Presentor's name address and
reference (if any):

J. STEELE
 CGSH
 LEVEL 5 CITY PLACE HOUSE
 55 BASINGHALL STREET
 LONDON EC2V 5EH

 For official Use
General Section

Post room



16 - 07 - 98

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance is to be given to: (note 2) FEDERAL-MOGUL MOTORENTEILE HOLDING
GMBH OF STIELSTRASSE 11, D-65201, WIESBADEN, GERMANY

The assistance will take the form of:

(1) AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH FOR A CONSIDERATION OF £ 39,560,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE FOR THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH TO AE INTERNATIONAL LIMITED OF A DEUTSCHMARK 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED BY ERNST & YOUNG LONDON.

The person who [has acquired] ~~will acquire~~† the shares is:
FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NLT 39,560,000

Please do not
write in
this margin

The date on which the assistance is to be given is 6 July 19 98

Please complete
legibly, preferably
in black type, or
bold block lettering

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]*(note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26555 North West Highway
Southfield,
Michigan, USA
the 6th day of July
one thousand nine hundred and ninety-eight

Declarants to sign below

[Signature]

[Signature]

before me Rebecca Howell

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

16 - 07 - 98

 **ERNST & YOUNG**

■ Becket House
1 Lambeth Palace Road
London SE1 7TU

■ Phone: 0171 928 2000
Telex: 8852 14
Fax: 0171 928 1345
CDE & LDE Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

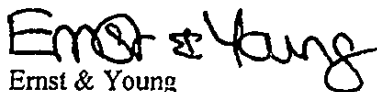
We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by AE International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

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CHN196

COMPANIES FORM No. 155(6)b

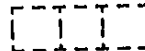
**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



163992

Name of company

• T&N LIMITED

Note

Please read the notes
on page 3 before
completing this form.* Insert full name
of company* Insert name(s) and
address(es) of all
the directors

I, ~~the sole director~~ ~~all the directors~~ KEVIN PATRICK THOMAS OF 35 AVENUE ROAD, STAINES,
MIDDLESEX AND NEIL ANTHONY GRAHAM OF 1 NORTHOVER DRIVE,
CRIMCHARD, SOMERSET, BEING 2 OF THE DIRECTORS OF THE ABOVE
COMPANY (THE REMAINING DIRECTORS OF THE COMPANY ARE SIMULTANEOUSLY
SWEARING AN IDENTICAL DECLARATION IN THE US)

† delete as
appropriate

~~the sole director~~ ~~all the directors~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

‡ delete whichever
is inappropriate

The business of this company is:

~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1979~~~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~

(c) something other than the above

This company is ~~the~~ ~~the~~ holding company of* T&N INTERNATIONAL LIMITED

which is

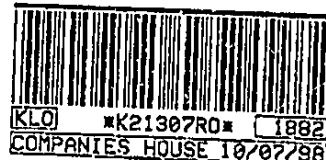
proposing to give financial assistance in connection with the acquisition of shares

in ~~this company~~~~the holding company of this company~~Presenter's name address and
reference (if any):

J. STEELE
CGSH
LEVEL 5, CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



16-07-98

The assistance is for the purpose of ~~(that acquisition)~~ (reducing or discharging a liability incurred for the purpose of that acquisition).† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941,590

Please complete legibly, preferably in block type, or bold block lettering

ORDINARY SHARES OF 40 PENCE EACH

The assistance is to be given to: (note 2) FEDERAL-MOGUL SA OF BP 39 P1 PAUL
BERT 45111 ST JEAN DE LA REULLE, CEDE,
FRANCE.

The assistance will take the form of:

(1) T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA FOR A CONSIDERATION OF £ 45,675,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE FOR THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL SA TO T&N INTERNATIONAL LIMITED OF A FRENCH FRANC 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED BY ERNST & YOUNG LONDON WITHIN 4 WEEKS FROM THE DATE HEREOF.

The person who ~~(has acquired)~~ ^{will acquire}† the shares is:

FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is no less than £45,675,000 Page 2

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The date on which the assistance is to be given is 6 July 1998

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.](note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 55 Basinghall Street,
City of London EC2

Declarants to sign below

the 6th day of July
one thousand nine hundred and ninety eight

before me C. J. Barr
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

(A. J. BUNGILL)

[Handwritten signatures]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 166(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7EU

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDD & DDI Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by T&N International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in dark ink, appearing to read 'Ernst & Young', written in a cursive style.

Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International

16-07-98

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CHN196

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] []

163992

Name of company

* T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.* insert full name
of companye insert name(s) and
address(es) of all
the directors

We a RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD,
BLOOMFIELD HILLS, MICHIGAN, USA AND ALAN CARL JOHNSON, OF
424 ST ANDREW'S HOWELL, MICHIGAN, USA, BEING 3 OF THE
DIRECTORS OF THE ABOVE COMPANY (THE REMAINING DIRECTORS OF
THIS COMPANY ARE SIMULTANEOUSLY SWEARING AN IDENTICAL
STATUTORY DECLARATION IN THE UK)

† delete as
appropriate

~~the sole director~~ ~~all the directors~~† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

‡ delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1978 -~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom.~~
(c) something other than the above‡

This company is ~~the~~† holding company of* AE INTERNATIONAL LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares
in ~~this company~~†

the holding company of this company†Presentor's name address and
reference (if any):

J. STEELE
CGSH
LEVEL 5 CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



The assistance is for the purpose of [that acquisition] reducing or discharging a liability incurred for the purpose of that acquisition.† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941,590
ORDINARY SHARES OF 40 PENCE EACH

Please complete legibly, preferably in black type, or bold block lettering

The assistance is to be given to: (note 2) FEDERAL MOGUL SA OF

BP 39 P1 PAUL BERT 45741 ST JEAN de la Reuille lede
FRANCE

The assistance will take the form of:

- (1) AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL MOGUL SA FOR A CONSIDERATION OF £99,325,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE OF THE SHARES.
- (2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL MOGUL SA TO AE INTERNATIONAL LIMITED OF A FRENCH FRANC 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.

The person who [has acquired][will acquire]† the shares is:
FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NLT 99,325,000

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is 6 July 19 98

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

(b) ~~[It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.] * (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26555 Northwest Highway
Southfield
Michigan, USA
the 6th day of July
one thousand nine hundred and ninety-eight

before me Rebecca Howell

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

Allen C. Johnston

[Signature]

[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7EU

■ Phone: 0171 928 2000
Telex: 885234
Fax: 0171 928 1345
CDD & DDF Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985


We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by AE International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.


Ernst & Young
Registered Auditor
6 July 1998



■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.

16-07-98



COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] [] [] []

163992

Name of company

* T&N LIMITED

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

* insert name(s) and
address(es) of all
the directors

I/we ~~as~~ KEVIN PATRICK THOMAS OF 35 AVENUE ROAD, STAINES,
MIDDLESEX AND NEIL ANTHONY GRAHAM OF 1 NORTHOVER DRIVE,
CRIMCHARD, SOMERSET, BEING 2 OF THE DIRECTORS OF THE ABOVE
COMPANY (THE REMAINING DIRECTORS OF THE COMPANY ARE
SIMULTANEOUSLY SWEARING AN IDENTICAL DECLARATION IN THE
US)

I delete as
appropriate

~~I, the sole director, or all the directors,~~ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

I delete whichever
is inappropriate

The business of this company is:

~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979;~~

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom;~~

(c) something other than the above

This company is ~~the~~ holding company of * AE INTERNATIONAL LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~this company~~

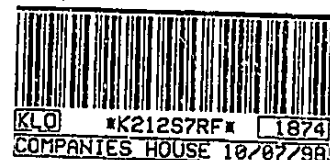
~~the holding company of this company.~~

Presentor's name address and
reference (if any):

J. STEELE
CGSH
LEVEL 5 CITY PLACE HOUSE
55 BASINGHALL STREET
LONDON EC2V 5EH

For official Use
General Section

Post room



16-07-98

The assistance is for the purpose of ~~that acquisition~~ (reducing or discharging a liability incurred for the purpose of that acquisition).† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 560,941.590
ORDINARY SHARES OF 40 PENCE EACH

Please complete legibly, preferably in black type, or bold block lettering

The assistance is to be given to: (note 2) FEDERAL-MOGUL MOTORENTEILE HOLDING
GMBH OF STIELSTRASSE 11, D-65201, WIESBADEN, GERMANY

The assistance will take the form of:

(1) AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH FOR A CONSIDERATION OF £ 39,560,000 OR SUCH GREATER SUM AS SHALL WITHIN 4 WEEKS HEREOF BE DETERMINED BY ERNST & YOUNG CHICAGO TO BE THE OPEN MARKET VALUE FOR THE SHARES.

(2) THE CONSIDERATION WILL BE SATISFIED BY THE PROVISION BY FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH TO AE INTERNATIONAL LIMITED OF A DEUTSCHMARK 30-YEAR LOAN NOTE WITH INTEREST PAYABLE ANNUALLY IN ARREARS AT AN ARMS LENGTH RATE TO BE DETERMINED BY ERNST & YOUNG LONDON.

~~The person who has acquired~~ ~~will acquire~~† the shares is:

FEDERAL-MOGUL GLOBAL GROWTH LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is no less than £39,560,000 Page 2

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The date on which the assistance is to be given is 6 July 19 98

I/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] (note 3)

* delete either (a) or
(b) as appropriate

~~(b) It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up.] (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 55 Birmingham Street,
London EC2

Declarants to sign below

the 6th day of July
one thousand nine hundred and ninety eight

before me C. J. Egan

A Commissioner for Oaths of Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

1 A. J. BURGESS

[Signatures]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
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The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB



■ Becket House
1 Lambeth Palace Road
London SE1 7EU

■ Phone: 0171 928 2000
Telex: 8852 14
Fax: 0171 928 1345
CDE & LDE Box 241

Report of the auditors to the directors of T&N Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of T&N Limited ("the company") dated 6 July 1998 in connection with the proposed financial assistance to be given by AE International Limited for the acquisition of shares in the company by Federal-Mogul Global Growth Limited.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in cursive script that reads 'Ernst & Young'.

Ernst & Young
Registered Auditor
6 July 1998

■ A list of partners' names is available for inspection at the above address, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

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