化冷量 丁



COMPANIES FORM No. 155(6)b

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



Please do not write in this មេរិយានកា

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

Please complate iegibly, preferably in black type, or bold block lettering

insert full name of company

address(es) of all the directors

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

Company number For official use 63992

Name of company

Note	• Ten Limited
Ploase read the notes	
on page 3 before	
completing this form.	

on page 3 before completing this form KEVIN PATRICK THOMAS OF 35 AVENUE ROAD, STAINES, MIDDLESEX AND NEIL ANTHONY GRAHAM OF 1 NORHEVER DRIVE. e insert name(s) and

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)

f delete co eppropriate

[the cole director][ell 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 tracognised bankillicensed institution it within the meaning of the Banking Act 1979s

(b) that of a person outherized under-section 3 or 4 of the Insurance Companies Act 1982 to companies

incurance business in the United Kingdom§

(c) something other than the aboves

AE INTERNATIONAL LIMITED This company is {the}{e} holding company of* _ which is proposing to give financial assistance in connection with the acquisition of shares in {this company}[-the helding-company of this og/npeny. | t

Presentor's name address and For official Use

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

reference (if any):

General Section Post room *K210D7RM* 1PANIES HOUSE 10/07/98

purpose of t	ce is for the purpose of [thet-acquireition] freducing or discharging a liability incurred for the hat acquisition].1 (note 1)	Plesca do not write in this margin
The number	end class of the shares acquired or to be acquired is: 560,941,590 ORDINARY SHARES OF 40 PENCE EACH	Please complete legibly, preferabl in black type, or
The sector		_ bold block letter
BERT	CO IS to be given to: (note 2) FEDERAL MOGUL SA OF BP 39 PI PAUL 45141 ST JEW DE LA REULE, CEDE, FRAN	. .
	UDIGIT SI JETTO DE LA REULLE, CEDE, FRAI	NCE'
The assistant	ce will take the form of:	•
(1)	AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN	Ī
	SA TO FEDERAL MOGUL SA FOR A CONSIDERATION OF £97.325 CCO 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 FEDE-RAL 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.	
	o (has acquired)[will-ocquire]† the shares is: FEDERAL-MOGUL GLOBAL GROWTH LIMITED	† delete as *ppropriate
ne principal te	rms on which the assistance will be given are:	
	RNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO -MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE ED AS SPECIFIED IN PARAGRAPH 2 ABOVE.	
amount (if an	y) by which the net assets of the company which is giving the assistance will be reduced	
mount of cas	sh to be transferred to the person assisted is £ NIL	
	sset to be transferred to the person assisted is \$100 loss Hour \$99,325,000 p	

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, proferably 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)				
* delots either (n) or (b) as appropriate	(a)[I/We have formed the opinion that this company will be able the year immediately following that date]*(note 3) (b)[(this intended to commence the winding-up of this company will be able to pay opinion that this company will be able to pay opinion that this company will be able to pay opinion that this company will be able to pay opinion.)	it hin 12-months of that date, and I/w e			
	And I/we make this solemn declaration conscientiously believing provisions of the Statutory Declarations Act 1835.	the same to be true and by virtue of the			
	the be day of July one thousand nine hundred:	Declarants to sign below			
	A Comissioner for Oaths of Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Comissioner for Oaths. A.J. IZV A Get II	1 11 Cm			

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 suditors report required by section 180(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wates or Wates 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 **II ERNST & YOUNG**

ar Becket Flouse 1 Lambeth Palace Road London SEL 7FU ₱ 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' natures is available for inspection at the above address, the partnership's principal place of basiness. Authorised by The Institute of Chartered Accountains in England and Wales in carry on investment business.

The United English tem of Erist & Young is a member of Erist & Young International.



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

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 overloaf - Note 5)

For official use	Company number		
	163992		

Name of company Note Please read the notes

on page 3 bafore completing this form.

- kisert full name of company
- e insert name(s) and address(es) of all the directors

T&N LIMITED

JAWe o	RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS
-1/11000	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)

t delete as appropriate (the sole director)[ell-the-directore]; of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

5 delete whichever is inappropriate

The business of this company is:

(a) that of a fracognised bank/licensed inclination)? within the mosning of the Banking Ast 19795 (b) that of a person authorised under costion 3 or 4 of the incurance Companies Act 1982 to corry on Uncurance business in the United Kingdom

(c) something other than the above?

This company is-{the};a} holding company of* _	TEN INTERNATIONAL LIMITED
	which is
proposing to give financial assistance in connec	tion with the acquisition of shares
in {this company}{	

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

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

For official Use General Section



Post room

rpose of that acquisition].1 (note 1)	Please do not write in this margin
ne number and class of the shares acquired or to be acquired is: 560,941,590	Place complete legibly, preferably in black type, or bold block lettering
ORDINARY SHARES OF AO PENCE EACH	_
ne assistance is to be given to: (note 2) <u>FEDERAL-MOGUL</u> SA OF BP 39 PI PAUL BERT 45771 ST Jeau de la Reulle C FRANCE	Lede :
	-
he assistance will take the form of:	1
(1) T&N INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL-MOGUL SA FOR A CONSIDERATION OF E 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 TEN 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.	
he person who [has acquired][will-acquire] the shares is:	f delete es appropriate
FEDERAL-MOGILL GLOBAL GROWTH LIMITED	_
*	
he principal terms on which the assistance will be given are:	
Ten international limited selling the shares it holds in ten sa to federal-mogul sa on the terms that the consideration payable will be satisfied as specified in paragraph 2 above.	
TEN SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED	
TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN SA TO FEDERAL-MOGUL SA ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED	
Tan international limited selling the shares it holds in tan 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.	
Tan international limited selling the shares it holds in tan 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 isNIL	
TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN 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 isNIL. The amount of cash to be transferred to the person assisted is f_NIL.	-
Tan international limited selling the shares it holds in tan 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 isNIL	-

Piesse dd not
write in "
this margin

The date on which the assistence 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 (s) or (b) as appropriate

(billt is intended to commence the winding-up of this company within 12 months of that determent 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 265555 North West Highway Declarants to sign below

Southfield

Michigan, USA

the 6th day of July
one thousand nine hundred and annety - Pight

A Comissioner for Oaths or Notary Public or Justice of the Peace or a Soficitor having the powers conferred on

NOTES

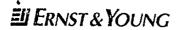
a Comissioner for Oaths.

- 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 Estimates of the company are to be taken into account - sea 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 Walas 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 7fU # Phone: 0171 928 2000 Telex: 885234 Fax: 0171 928 1345 CDE & 1DF 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' in mes is available for impection at the above address, the partnerships principal place of big-ness Authorised by The Institute of Chartered Accountables in England and Wales to carry on investment business.

The United Engineer turn of First & Vinney's Amerithes of first & Vinney International.



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

Please do not write in this watgin

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

Please complet	e bbs
legibly, profers	AL Deli

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

For official use	Company number
	163992

bold block lettering

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

Name of company TEN LIMITED

HAWE & RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS, THOMAS WINFIELD RYAN OF 287 LOAN PINE BOAD, BLOOMFIELD HILLS, MICHIGAN, USA AND ALAN CARL JOHNSON, OF MICHIGAN, USA; 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 at appropriate {the sole director][ell the directore]‡ of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

§ dolete whichever ie inappropriate

The business of this company is: (s) that of a fracognized bank/fileoned institution)? within the mounting of the Bonking Act 19795 (b) that of a person authorized under exiting 3 or 4 of the Insurance Companies Act 1983 to corry on-Lineurance business in the United Kingdomi.

(c) something of or than the above\$

TEN INTERNATIONAL LIMITED This company is (the ha) holding company of -_ which is proposing to give financial assistance in connection with the acquisition of shares the holding company of this company it in {this company} ...

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

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

For official Use General Section

K212Y7RL OMPANIES HOUSE 10/07

Post room

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-0.7m	U		10 70		

e 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
	
ne assistance is to be given to: (note 2) <u>FEDERAL-MOGUL MOTORENTEILE HOLDING (</u> OF STIELSTRASSE 11, D-65201, WIESBADEN, GERMANY	<u>ЭМ</u> ВН
OF STEEDSTRASSE II, D-03201, WIESERDEN, GERGENI	
	
and the second that the days of	
ne assistance will take the form of:	
(1) TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH FOR A CONSIDERATION OF E 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 INTERNATION 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.	ONAL
. ne person who [has acquired][will sequire]] the shares is:	
FEDERAL-MOGUL GLOBAL GROWTH LIMITED	f deleta as appropriata
ne principal terms on which the assistance will be given are:	
	7
TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.	
	1
e amount (if any) by which the net assets of the company which is giving the assistance will be reduce	:d
giving it is NII.	
NIL amount of cash to be transferred to the person assisted is £	
e value of any asset to be transferred to the person assisted is £ 190, 440, 000	
e value of any asset to be transferred to the person assisted is £ 190, 440, 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

Yloase 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 menths of that dute; and i/we have formed the opinion that this company will be able to pay its debts in full within 12 menths 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 265555 North West High	way Declaranta to sign below	
Southfield 125 A	1 Olan Efphusan	4
the 6th day of July one thousand nine hundred and ninety - eight	F P	٠
A Comissioner for Oaths or Notary Public or Justice of	· Refruit	•
of the second se	1/11/2 ,	

a Comissioner for Oaths.

the Peace or a Solicitor having the powers conferred on

 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.

NOTES

- 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 Eebbities of the company are to be taken into account - see section 156(3) of the Companies Act 1965.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annaxed
- 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 EK1 2EB

II Ernst & Young

Becket House
 Lambeth Palace Road
 London SET 7FU

■ 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.

Emer & Young
Registered Auditor
6 July 1998



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



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-rita	in	th	i\$
Thatg	in		

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

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an black type, of
Bald block letterin

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

Company number For official use 163992

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

* insert full name of company

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

TEN LIMITED

Name of company

LAWO-S- 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 delate at appropriate

the cole directorile!! the directore!! 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 ban's][licenced institution]t within the masning of the Banking Act 19795. (b) that of a person outherised under section 3 or 4 of the Insurance Companies Act 1982 to carry on incurance business in the United Kingdom?

(c) something other than the above?

which is proposing to give financial assistance in connection with the acquisition of shares in {this company}_ the holding company of this company.]t

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

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

For official Use General Section

COMPANIES HOUSE 10/0

10-U/-98

The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)	Piesse do not write in this mergin
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	·
CARDITE, 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 weeks hereof by ERNST & YOUNG LONDON.	
FEDERAL-MOGUL GLOBAL GROWTH LIMITED	f delete as appropriate
The principal terms on which the assistance will be given are: TEN INVESTMENTS LTD SELLING THE ENTIRE ISSUED SHARE CAPITAL OF TEN 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 isNII,	
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 **XNO** LESS THAN £390,000,000 Page 2

Pleasa 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 immed el, following the date on which the assistance is proposed to be given, that there will be no ground . . 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-menths of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12-menths of the commencement of the winding up.1*(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 Basinghum Stone

Declarants to sign below

the____6 day of_

and <u>ninety</u> who

one thousand nine hundred and _____ ni net

before me ______

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

a Comissioner for Oaths.

1 A.J. BUNG 5551

NOTES

- 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 socion 155(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1965 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 SET 7FU
- ₱ Phone: 0171 928 2000
 Telex: 885234
 Fax: 0171 928 1345
 CDF & 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.

Ernst & Young Registered Auditor 6 July 1998

A list of partners' names is available for inspection at meabove address, the partnership's paneigal place of but ness. Authorised by The list title of Chartered Accountains in England and Wales to carry on investment husiness.



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

Pleasa complete legibly, preferably in black type, or To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use Company number 163992

in black type, or bold block fettering

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

- * insert full name of company
- a insert name(s) and address(es) of all the directors

* T&N LIMITED

WWe & 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 SIMILTANEOUSLY SWEARING AN IDENTICAL STATUTORY
DECLARATION IN THE UK)

t delete as appropriate libe sole-directorifalkthe-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:

tolches also bearenised hankillisensed institution it, wanter the memory of the destroy as the destroy of the d

(c) something other than the above\$

This company is the [12] holding company of Tan INVESTMENTS LIMITED

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

REMARKANG MEMORIAL STATES

**REMA

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



he assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the urpose of that acquisition].† (note 1)	Please do not write in this margin
he number and class of the shares acquired or to be acquired is: 560,941,590 ORDINARY SHARES OF 40 PENCE EACH.	Please complete legibly, preferab in black type, or bold block letter
he assistance is to be given to: (note 2) <u>FEDERAL-MOGUL GLOBAL GROWTH LIMITED</u> OF MALVERN DRIVE, TY-GLAS INDUSTRIAL ESTATE, LLANISHEN,	-
CARDIFF, WALES	
ne assistance will take the form of:	
(1) T&N INVESTMENTS LIMITED SELLING THE ENTIRE ISSUED SHARE CAPITAL OF T&N INDUSTRIES INC. TO FEDERAL-MCGUL 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.	
e person who ∕has acquireú l[will acquire }† the shares is: FEDERAL-MOGUL GLOBAL GROWTH LIMITED	t delete es appropriate
FEDERAL-MOGUL GLOBAL GROWTH LIMITED	
principal terms on which the assistance will be given are: Tan investments Ltd Selling the entire issued share capital of tan industries inc. To federal-mogul global growth limited on the terms that the consideration payable will be satisfied as specified in paragraph 2 Above.	
principal terms on which the assistance will be given are: Tan investments Ltd selling the entire issued share capital of tan industries inc. to federal-mogul global growth Limited on the terms of the selling the entire issued share growth Limited on the terms of the selling the s	

The value of any asset to be transferred to the person assisted is **X NO I.ESS THAN E390,000,000** Page 2

19 98 The date on which the assistance is to be given is 6 July Please do not write in this margin I/We have formed the opinion, as regards this company's initial situation immediately following the date Please complete legibly, preforably in black type, or on which the assistance is proposed to be given, that there will be no ground on which it could then be bold block lettering 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)[It is intended to commence the winding-up of this company within 12-menths-of-that-date; and I/we (b) as appropriate have formed the opinion that this company will be able to pay its debts in full within 12 menths of the commoncement 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. Declarants to sign below day of one thousand nine hundred and ...!

NOTES

a Comissioner for Oaths.

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.

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

- 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 Weles or Weles 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

II ERNST & YOUNG

- Becket House 1 Lambeth Palace Road London SEL ZEU
- # Phone: 0171 928 2000 felex: 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.

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 besiness Authorised by The Institute of Chartered Account it is in England and Wales to carry on investment business.

The Control Kingdom turn of First & Young is a member of First & Young International,



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

Please do not write in this
ការពេក

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

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

Company number For official use 163992

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

T&N LIMITED

Name of company

HAVE @ RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE; BLOOMFIELD HILLS, THOMAS WINFIELD RYAN OF 287 LOAN PINE ROAD, MICHIGAN, USA; 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 cole director}[sll the directors]\$ of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

4 delete whichever is inappropriate

The business of this company is:

(a) that of a (recognised bank)[licensed institution] + within the meaning of the Sanking Act 1979\$-(b) that of a person authorised under section 3 or 4 of the insurance Companies Act 1982 to perry on-

incurence business in the United Kingdoms.

(c) something other than the above§

_ which is proposing to give financial assistance in connection with the acquisition of shares in-{this company}{_ the holding company of this company It

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

urpose of that acquisition].1 (note 1)	write in this margin
he number and class of the shares acquired or to be acquired is: 560,941,590 ORDINARY SHARES OF 40 PENCE EACH	Piease complete legibly, preforable in black type, or bold block letter
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
(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]f the shares is: FEDERAL-MOGUL GLOBAL GROWTH LIMITED	t dolete es
	appropriate - -
The principal terms on which the assistance will be given ere:	appropriate
The principal terms on which the assistance will be given are: AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH ON THE TERMS THAT THE CONSIDERATION PAYABLE WILL BE SATISFIED AS SPECIFIED IN PARAGRAPH 2 ABOVE.	
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	
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	
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.	

<u>6 July</u>

Please do not, write in this margin The date on which the assistance is to be given is____

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, *hat 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 dote, and I/we have formed the opinion that this company will be able to pay its dobts 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 265555 Northwest Highway

Declarants-to sign below

the 6th day of

one thousant the hundred and minety-ei

before me Rebecca Howell

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

NOTES

- 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 SET 7FU
- Phone: 0171 928 2000
 Telex: 885234
 Fax: 0171 928 1345
 CD€ & 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 from at Ernst & Yearny is a member of Ernst & Yearng International



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

Please do not write in this margin	Pursuant to section 155(6) of the Companies Act	1985		
	To the Registrar of Companies	For official use	Company number	
Please complete	(Address overleaf - Note 5)		163992	
in black type, or bold block lattering	Name of company			1
Nate	• T&N LIMITED			
on page 3 before				İ
* Insert full name	NAWES KEVIN PATRICK THOMAS OF MIDDLESEX AND NEIL ANTHONY G	35 AVENUE ROZ RAHAM OF 1 NO	AD, STAINES, RTHOVER DRIVE,	•
	CRIMCHARD, SOMERSET, BEING 2		ORS OF THE ABOVE	_
address(es) of all the directors	COMPANY (THE REMAINING DIREC	TORS OF THE CO	MPANY ARE SIMULTAN	EOUSLY
	SWEARING AN IDENTICAL DECLAR			-
f delete as appropriate	The sole director [all the directors]+ of the above solemnly and sincerely declare that:	a company (hereinafter	called 'this company') do	- -
3 delete whichever	The business of this company is:			
is inappropriate	(a) that of a (recognised bank)(liser) and institution			
þ	(b) that of a person authorised under section 3 o	r-4-of-the Insurance Cor	npaniao Ast 1982 to carry on	
/	incurance-business in the United Kingdom5			
	(c) something other than the aboves		,	
A	This company is {the}{e} holding company of* _	TEN INTERNATI	ONAL LIMITED	_
Flease complete legibly, preferably in black type, or bold block lattering Note Please read the notes on page 3 before completing this form. Insert full name of company s insert name(s) and address(es) of all the directors I delete as appropriate			which is	;
	proposing to give financial assistance in connect	lion with the acquisition	of shares	
	in {this company}	the hold	ng company of this company.}t	- : -
	Presentor's name address and For officing reference (if any): General Se		ost room	1

reference (if any):

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

General Section

The assignance is for the purpose of [that equisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)	Piesse do not write in this margin
The number and class of the shares acquired or to be acquired is: 560,941,590	Piesse complete legibly, preferably in black type, or
ORDINARY SHARES OF 40 PENCE EACH	bold block fettering
on a Chinadi	1
The assistance is to be given to: (note 2) FEDERAL-MOGUL SA OF BP 39 PL PAU BERT USILLI STUFAN DE LA PEULLE, CEDE,	-
<u> FRANCE</u>	-
	<u>.</u>
The assistance will take the form of:	
(1) TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN SA TO FEDERAL-MOGUL SA FOR A CONSIDERATION OF E 45.636. OOO 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 TEN 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.	
A.	
The person who [has acquired][will Acquire] the shares is:	t delete as appropriets
FEDERAL-MOGIII, GLOBAL GROWTH LIMITED	-
	_
The principal terms on which the assistance will be given are:	-
TEN INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN 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 isNIL	-
The amount of cash to be transferred to the person assisted is £_NII.	.
The value of any asset to be transferred to the person assisted is £100 (055 HMM £45,675)	OPage 2

Piessa do not write in nlifism eitt

The date on which the assistance is to be given is_

<u>6 July</u>

19 98

Fielse 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)

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

(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.

Declarants to sign below

.

day of one thousand nine hundred and _

Run before me

A Comissioner for Oaths or Netary Public or Justice of the Peace or a Solicitor having the powers conferred on a Comissioner for Oath

a Comissioner for Oaths.

(A.J. BUNGOU)

NOTES

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 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 tiabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 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**

Phone: 0171 928 2000 Telex: 885234 Fax: 0171 928 1345 CDI & 1DI 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 partnerships principal place of basiness Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The Control Kingdom from or Ernst & Young is a member or Ernst & Young International



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
meroin

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

Please complete	
regibly, preferably	
in black type, or	

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

 Company number
163992

in black type, or bold block lettering

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

. T&N LIMITED

Name of company

HWO RICHARD ARTHUR SNELL OF 459 MARTELL DRIVE, BLOOMFIELD HILLS,
MICHIGAN, USA; THOMAS WINFLELD 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)

t delete as appropriate [the sole-director][all.th@directors]* of the above company (hereinafter called 'this company') do solemnly and since:ely declare that:

delete whichever is inappropriate

The business of this company is:

(a) thet of a {recognised bank}{licensed inctitution}+ within the meaning of the Banking Act 19795—
(b) that of a person authorised under sectio x-3 or 4 of the Insurance Companies Act 1983 to companies had insurance business in the United Kingdoms.

(c) something other than the aboves

This company is the to the total company of AE INTERNATIONAL LIMITED

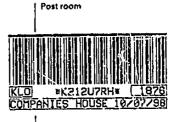
which is proposing to give financial assistance in connection with the acquisition of shares in this company!

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



	ce is for the purpose of [thet-sequisition][reducing or discharging a liability incurred for the	
urpose of t	hat acquisition].† (note 1)	Piease do r write in this margin
he number	and class of the shares acquired or to be acquired is:	Piessa con legibly, pri in black ty bold block
he assistan	ce is to be given to: (note 2) <u>FEDERAL MOGUL SA OF</u>	
<u>Bb.</u>	39 PI PAUL BOTT 45741 ST JEAN de la Daville	ede
+14	ME SIND TO THE PERIOD OF	-
ha secietari	ce will take the form of:	-
(1)		- 9
2. Tr	AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN T&N SA TO FEDERAL MOGUL SA FOR A CONSIDERATION OF £99 325000 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 ARREADS AT AN ARMS LENGTH RATE TO BE DETERMINED WITHIN 4 WEEKS HEREOF BY ERNST & YOUNG LONDON.	
person wr	no [has acquired][will-acquire]f the shares is: FEDERAL-MOGUL_GLOBAL_GROWTH_LIMITED	t delete sa sppropriate
 		
principal te	erms on which the assistance will be given are:	
*	RNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TAN SA TO	
mount (if ar	ny) by which the net assets of the company which is giving the assistance will be reduced	
mg it is	ny) by which the net assets of the company which is giving the assistance will be reduced NIL sh to be transferred to the person assisted is £_NIL	
ng it is	MIL	

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, proferably 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

(billt is intended to commence the winding-up of this company within 12 months of that dots, and 1/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 265555 Noultwest Highway

Southfield Michigan, USA

one thousant ine hundred and murely e

before me Robecca Momell

A Comissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Comissioner for Oaths. Declarants to sign below

NOTES

6th

the

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 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.
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- 4 The suditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The eddress 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

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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

1881810 *** ***

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



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

Yease do not write in this
nargin

Yease do not Arite in this Nargin	Pursuant to section 155(6) of the Companies Act 1985						
	To the Registrar of Companies For official use	Company number					
Please complete	(Address overleaf - Note 5)	163992					
legibly, preferably in black type, or bold block lettering	Name of company						
Note Please read the notes	* T&N LIMITED						
on page 3 before completing this form.							
insert full name of company	MIDDLESEX AND NEIL ANTHONY GRAHAM OF	AD, STAINES, 1 NORTHOVER DRIVE,					
e insert name(s) and	CRIMCHARD, SOMERSET, BEING 2 OF THE 1	DIRECTORS OF THE ABOVE					
address(cs) of all the directors	COMPANY (THE REMAINING DIRECTORS OF						
	SIMULTANEOUSLY SWEARING AN IDENTICAL	DECLARATION IN THE					
	US)						
1 delete #1 Appropriate A	/ [the sole-director][ell-the-directors] of the above company (hereinafter consolernly and sincerely declare that: The business of this company is:	alled this company (do					
is inappropriate	(a) that of a [recogniced benk][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						
/	-insurence business in the United Kingdoms						
	(c) something other than the aboves						
	This company is {the} holding company ofAE_INTERNATION	NAL LIMITED					
	which is						
	proposing to give financial assistance in connection with the acquisition of shares						
	the holding company of this company of this company of this company.]!						
	Presentor's name address and For official Use						
		t room					

J. STEELE

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

	5			Q	Q
83					O

The assistance is for the purpose of {thet-anquisition}[reducing or discharging a liability incurred for the purpose of that acquisition].t (note 1)	Please do not write in this mergin
purpose of that addustrions, thoras ty	Please complete
The number and class of the shares acquired or to be acquired is: 560,941,590 ORDINARY SHARES OF 40 PENCE EACH	legibly, preferably in black type, or bold block lettering
The assistance is to be given to: (note 2) <u>FEDERAL-MOGUL MOTORENTEILE HOLDING</u> GMBH OF STIELSTRASSE 11, D-65201, WIESBADEN, GERMANY	
	•
The assistance will take the form of:	1
(1) AE INTERNATIONAL LIMITED SELLING THE SHARES IT HOLDS IN TEN GMBH TO FEDERAL-MOGUL MOTORENTEILE HOLDING GMBH FOR A CONSIDERATION OF E 29,500,000 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	f dokte 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 isNII.	 -
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 \$100 LESS Than £39,560,0	Page 2

Please do not,
write in
this margin

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

ficase 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)||t is intended to commonce 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 commoncement 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	Busingle	sirer,	
		Loule	<i>ن ق</i>	۲

Declarants to sign below

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

before me _____ C - J. L.

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

[A J. 130 Mg J]

NOTES

- 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 oddress 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 Walss 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

II ERNST&YOUNG

- 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 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 tor inspection at the above address, the partnership's principal place of hasiness Authorised by The Institute of Chartered Accountains in England and Wales to corry on investment business.

The Grited Kingdom turn of First & Young is a member of First & Young International