

J.W. Roberts Limited

Company Number 168882

Directors' Report for the Year Ended 31st December 1997

Activities

The Company has not traded during the year, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

Directors

The following served as Directors during (and, unless otherwise indicated, throughout) the year:-

D W Finnett
Miss J M Hogg

Directors' Interests

The interests, all beneficial, of the Directors in the share capital of T&N plc comprise:-

	Ordinary Shares	
	31.12.97	31.12.96
D W Finnett	-	-
Miss J M Hogg	-	-
	-	-

	Number of options		Exercise Price	Market price on date exercised	Date of Grant	Date from which exercisable	Expiry Date
	Granted during year	Exercised during year					
	1.1.97	31.12.97					
D W Finnett	10,166	-	10,166	226.2	-	12.4.94	11.4.2004
	20,333	-	20,333	207.5	-	6.10.94	5.10.2004
	20,000	-	20,000	159.0	-	10.5.95	9.5.2005
	10,000	-	10,000	134.5	-	2.10.96	1.10.2006
	-	60,000	60,000	157.5	-	2.9.97	1.9.2007
	60,499	60,000	-	120,499			

(1) These options have been granted under the Executive Scheme.

Miss J M Hogg has no options.

None of the directors have any other registered interests in the shares of the Company or any other company in the T&N Group.

By Order of the Board

H Johnson

D.W. Finnett
Director

H JOHNSON
JT SECRETARY
27.10.98



J W ROBERTS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- * select suitable accounting policies and then apply them consistently;
- * state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- * make judgements and estimates that are reasonable and prudent;
- * prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

J W ROBERTS LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 1997

	Notes	1997 £000	1996 £000
<u>Fixed Assets</u>			
Investments	4	519	519
Total assets		<hr/> 519 <hr/>	<hr/> 519 <hr/>
<u>Capital and Reserves</u>			
Called up share capital	5	519	519
Shareholder's funds - equity		<hr/> 519 <hr/>	<hr/> 519 <hr/>

The Company was dormant throughout the financial year.

The financial statements on pages 3 and 4 were approved by the Board on 27 October 1998 and were signed on its behalf by:-



D W Finnett - Director

J W ROBERTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The Company has not traded during the year, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss. There were no recognised gains or losses during the year.

3. DIRECTORS

The directors have not received any remuneration for services to the Company during the year (1996: £nil).

4. INVESTMENTS

Loan to parent undertaking	£000
At 31st December 1996 and 1997	519

5. CALLED UP SHARE CAPITAL

	1997 £000	1996 £000
Authorised 750,000 ordinary shares of £1 each	750	750
Issued and fully paid 519,000 ordinary shares of £1 each	519	519

6. ULTIMATE PARENT COMPANY

The Company's immediate parent company is Fleetside Investments Limited and the ultimate UK parent company is T&N Limited. Both are registered in England and Wales. The ultimate parent company is Federal-Mogul Corporation which is registered in the United States of America. Copies of the Federal-Mogul Annual Report and Accounts can be obtained from Federal-Mogul Investor Relations, 26555 Northwestern highway, Southfield, MI 48034, USA.