

Turner Brothers Asbestos Company Limited (In Administration)

Company Number 646683

Directors' Report for the Year Ended 31st December 2002

Administration

On 1 October 2001, the Company's ultimate parent undertaking, Federal-Mogul Corporation and its subsidiaries in the United States voluntarily filed for financial restructuring under Chapter 11 of the US Bankruptcy Code. In addition, the majority of Federal-Mogul subsidiaries in the United Kingdom, including the Company, filed jointly for Chapter 11 and Administration under the UK Insolvency Act 1986. The affairs, business and property of the Company are being managed by Kroll Limited, the administrators.

Activities

The Company has not traded during the year. It has made a profit on the restatement of an intra-group account, has made a loss on the restatement of an overseas deposit account, and has incurred bank charges on that deposit account. Its loss for the year is £399 (2001: £nil). The directors do not recommend a dividend (2001: £nil).

Directors

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

D M Sherbin  
J Zamoyiski, resigned 28<sup>th</sup> November, 2003

Directors' Interests

There are no directors' interests requiring disclosure under the Companies Act 1985.

*On behalf of the Board*



Director

Date: *June 21, 2004*



TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TURNER BROTHERS ASBESTOS  
COMPANY LIMITED (IN ADMINISTRATION)

We have audited the Company's financial statements for the year ended 31 December 2002 which comprise Profit and Loss Account, Balance Sheet and the related notes 1 to 9. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

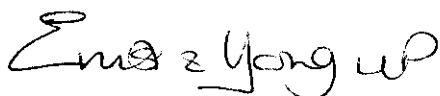
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Fundamental uncertainty

In forming our opinion we have considered the adequacy of the disclosures made in note 1 to the financial statements regarding the filing by the Company for financial restructuring under Chapter 11 of the U.S Bankruptcy Code and for Administration under the U.K. Insolvency Act of 1986. The financial statements are prepared on the going concern basis, the validity of which depends on the outcome of these proceedings. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TURNER BROTHERS ASBESTOS  
COMPANY LIMITED (IN ADMINISTRATION)

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP  
Registered Auditor  
Manchester

26/6/04

TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2002

	Notes	2002 £	2001 £
Foreign Exchange profit		66	11
Foreign Exchange (Loss)		(66)	(11)
Bank fees and charges		(399)	-
		<hr/>	<hr/>
Operating loss		(399)	-
		<hr/>	<hr/>
Loss on ordinary activities before taxation		(399)	-
		<hr/>	<hr/>
Tax on loss on ordinary activities	3	-	-
		<hr/>	<hr/>
Loss on ordinary activities after taxation		(399)	-
		<hr/>	<hr/>
Loss attributable to shareholders	8	(399)	-
		<hr/>	<hr/>

There is no difference between the result as disclosed above and the result given by an unmodified historical cost basis.

A reconciliation of movements in shareholders' funds is given in note 8 of the financial statements.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than loss for the period.

All results have been derived from continuing operations.

TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)


BALANCE SHEET

AS AT 31ST DECEMBER 2002

	Notes	2002 £	2001 £
<u>Current Assets</u>			
Debtors	4	290	-
Cash at bank		-	689
		<u>290</u>	<u>689</u>
<u>Creditors</u> : amounts falling due within one year	5	(689)	(689)
		<u>          </u>	<u>          </u>
Net current liabilities		(399)	-
		<u>          </u>	<u>          </u>
<u>Creditors</u> : due after more than one year	6	(9,521)	(9,521)
		<u>          </u>	<u>          </u>
Net liabilities		(9,920)	(9,521)
		<u>          </u>	<u>          </u>
<u>Capital and Reserves</u>			
Called up Share Capital	7	3,000	3,000
Profit & loss account	8	(12,920)	(12,521)
		<u>          </u>	<u>          </u>
Shareholders' funds -- equity	8	(9,920)	(9,521)
		<u>          </u>	<u>          </u>

The Company was dormant throughout the financial year.

The financial statements on pages 5 to 9 were approved by the Board on June 21, 2004 and were signed on its behalf by:-

  
Director

## TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)

### NOTES FORMING PART OF THE ACCOUNTS

#### 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.

##### (b) Fundamental Uncertainty

On 1 October 2001, the Company's ultimate parent undertaking, Federal-Mogul Corporation and its subsidiaries in the United States voluntarily filed for financial restructuring under Chapter 11 of the US Bankruptcy Code. In addition, the majority of Federal-Mogul subsidiaries in the United Kingdom, including the Company, filed jointly for Chapter 11 and Administration under the UK Insolvency Act 1986.

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the outcome of the above proceedings. The directors of Federal-Mogul Corporation have stated that the actions are intended to preserve the companies' businesses and allow a reorganisation of their assets while protecting them from actions by creditors and asbestos claimants. It is likely that the final outcome will not be known for some time. On this basis, the directors consider it appropriate to prepare the accounts on the going concern basis.

The financial statements do not include any adjustments that would result if the outcome of the proceedings was that the Company was unable to continue as a going concern. The directors do not consider it possible to determine the effects on the financial statements with reasonable accuracy, but adjustments would have to be made to reduce the value of assets to their realisable amount and to provide for any further liabilities which might arise.

##### (c) Foreign Currencies

Transactions in foreign currency are recorded at the rate ruling at the date of transaction. Any assets or liabilities denominated in foreign currency are retranslated at the year end rate. Exchange differences on transactions in foreign currencies are included in the profit and loss account.

##### (d) Cash Flow Statement

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of Federal-Mogul Corporation, a company which prepares a consolidated cash flow statement.

#### 2. DIRECTORS

The directors have not received any remuneration for services to the Company during the year (2001: £nil).

TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)

NOTES FORMING PART OF THE ACCOUNTS (CONTINUED)

3. TAXATION

There is no tax charge/credit for either the current or prior year.

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK. The difference is reconciled below:

	2002 £	2001 £
Loss on ordinary activities before tax	<u>(399)</u>	<u>-</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	(120)	-
Expenses not deductible for tax purposes	<u>120</u>	<u>-</u>
Tax charge/credit for the year	<u>-</u>	<u>-</u>
4. <u>DEBTORS</u>	2002 £	2001 £
Other debtors	<u>290</u>	<u>-</u>
5. <u>CREDITORS</u> : amounts falling due within one year	2002 £	2001 £
Amounts owed to ultimate parent company	623	689
Bank overdraft	<u>66</u>	<u>-</u>
	<u>689</u>	<u>689</u>
6. <u>CREDITORS</u> : amounts falling due after more than one year	2002 £	2001 £
Loan from parent undertaking	<u>9,521</u>	<u>9,521</u>
7. <u>CALLED UP SHARE CAPITAL</u>	2002 £	2001 £
Authorised 5,000 ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>
Issued and fully paid 3,000 ordinary shares of £1 each	<u>3,000</u>	<u>3,000</u>



TURNER BROTHERS ASBESTOS COMPANY LIMITED (IN ADMINISTRATION)

NOTES FORMING PART OF THE ACCOUNTS (CONTINUED)

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share Capital £	Profit and loss Account £	Total £
At 1 January 2001	3,000	(12,521)	(9,521)
Result for the year	-	-	-
At 31 December 2001	3,000	(12,521)	(9,521)
Loss for the year	-	(399)	(399)
At 31 December 2002	3,000	(12,920)	(9,920)

9. ULTIMATE PARENT COMPANY

The Company's parent company is T&N Limited which is registered in England and Wales. The ultimate parent company and controlling party 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.