

Company No: 163992

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

T&N LIMITED

(the "Company")

(Passed 6 July, 1998)

At an Extraordinary General Meeting of the Company duly convened and held on 6 July, 1998 at Southfield Mi the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT AE International Limited, T&N International Limited and T&N Investments Limited are each hereby authorised for the purposes of Section 155 of the Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Federal-Mogul Global Growth Limited.

Signed:



Chairman of the Meeting

