

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

**FEDERAL-MOGUL GLOBAL INC.,
T&N LIMITED, et al.,¹**

Debtors.

Chapter 11

Case No. 01-10578 (JKF)

Related Docket No. 10946

Hearing Date 2/2/2007

Agenda No. 1

Jointly Administered

**ORDER (I) APPROVING SUPPLEMENTAL DISCLOSURE STATEMENT
RELATING TO FOURTH AMENDED JOINT PLAN OF REORGANIZATION, (II)
SETTING DATE AND TIME OF CONFIRMATION HEARING WITH
RESPECT TO PLAN OF REORGANIZATION, AND (III) ESTABLISHING
OBJECTION PROCEDURES FOR PLAN OF REORGANIZATION**

¹ The U.S. Debtors (collectively, the "U.S. Debtors") are Carter Automotive Company, Inc., Federal-Mogul Corporation, Federal-Mogul Dutch Holdings Inc., Federal-Mogul FX, Inc., Federal-Mogul Global Inc., Federal-Mogul Global Properties, Inc., Federal-Mogul Ignition Company, Federal-Mogul Machine Tool, Inc., Federal-Mogul Mystic, Inc., Federal-Mogul Piston Rings, Inc., Federal-Mogul Powertrain, Inc., Federal-Mogul Products, Inc., Federal-Mogul Puerto Rico, Inc., Federal-Mogul U.K. Holdings, Inc., Federal-Mogul Venture Corporation, Federal-Mogul World Wide, Inc., Felt Products Manufacturing Co., FM International LLC, Ferodo America, Inc., Gasket Holdings Inc., J.W.J. Holdings, Inc., McCord Sealing, Inc., and T&N Industries Inc.

The U.K. Debtors (collectively, the "U.K. Debtors") are AE Dayton Services Limited, AE Group Machines Limited, AE Holdings Limited, AE International Limited, AE Limited, AE Piston Products Limited, AE Sales (Africa) Limited, Aeroplane & Motor Aluminum Castings Limited, Amber Supervision Limited, Ashburton Road Services Limited, Associated Engineering Group Limited, Avncast Limited, Bearings (North-Western) Limited, Brake Linings Limited, Colvan Rubber Co. Limited, Contact 100 Limited, Cosmid Limited, Cranhold Limited, Dealings Limited, Dumplington Services Limited, Duron Limited, E W Engineering Limited, Edmunds, Walker & Co. Limited, Engineering Components Limited, Federal-Mogul Acquisition Company Limited, Federal-Mogul Aftermarket UK Limited, Federal-Mogul Bradford Limited, Federal-Mogul Brake Systems Limited, Federal-Mogul Bridgwater Limited, Federal-Mogul Camshaft Castings Limited, Federal-Mogul Camshafts Limited, Federal-Mogul Engineering Limited, Federal-Mogul Eurofriction Limited, Federal-Mogul Export Services Limited, Federal-Mogul Friction Products Limited, Federal-Mogul Global Growth Limited, Federal-Mogul Ignition (U.K.) Limited, Federal-Mogul Powertrain Systems International Limited, Federal-Mogul Sealing Systems (Cardiff) Limited, Federal-Mogul Sealing Systems (Rochdale) Limited, Federal-Mogul Sealing Systems (Slough) Limited, Federal-Mogul Sealing Systems Limited, Federal-Mogul Shoreham Limited, Federal-Mogul Sintered Products Limited, Federal-Mogul Systems Protection Group Limited, Federal-Mogul Technology Limited, Federal-Mogul U.K. Limited, Ferodo Caernarfon Limited, Ferodo Limited, FHE Technology Limited, Fleetside Investments Limited, F-M UK Holding Limited, FP Diesel Limited, Friction Materials Limited, G.B. Tools & Components Exports Limited, Genthope Limited, Greet Limited, Halls Gaskets Limited, Hepworth & Grandage Limited, High Precision Equipment Limited, Inblot Limited, Instantwonder Limited, J.W. Roberts Limited, Kings Park Housing Limited, Lalton Limited, Lanoth Limited, Lanoth Precision Equipment Limited, Leeds Piston Ring & Engineering Co. Limited, M.T.A. (Kettering) Limited, Mantro Engineering Co. Limited, Mobile Distributing (Spares) Limited, Moores Plastic Units Limited, Newalls Insulation Company Limited, Ontall Limited, Payen (Europe) Limited, Pecal Limited, Presswork-Components Limited, Sintration Limited, Sourceclock Limited, Specialloid, Limited, STS (1996) Limited, TAF International Limited, T&N Holdings Limited, T&N International Limited, T&N Investments Limited, T&N Limited, T&N Materials Research Limited, T&N Piston Products Group Limited, T&N Properties Limited, T&N Shelf Eight Limited, T&N Shelf Eighteen Limited, T&N Shelf Fifteen Limited, T&N Shelf Five Limited, T&N Shelf Four Limited, T&N Shelf Fourteen Limited, T&N Shelf Nine Limited, T&N Shelf Nineteen Limited, T&N Shelf One Limited, T&N Shelf Seven Limited, T&N Shelf Six Limited, T&N Shelf Sixteen Limited, T&N Shelf Ten Limited, T&N Shelf Thirteen Limited, T&N Shelf Thirty Limited, T&N Shelf Thirty-One Limited, T&N Shelf Thirty-Three Limited, T&N Shelf Three Limited, T&N Shelf Twenty Limited, T&N Shelf Twenty-Eight Limited, T&N Shelf Twenty-Five Limited, T&N Shelf Twenty-Four Limited, T&N Shelf Twenty-Nine Limited, T&N Shelf Twenty-One Limited, T&N Shelf Twenty-Six Limited, T&N Shelf Twenty-Two Limited, T&N Shelf Two Limited, T&N Trade Marks Limited, T&N Welfare Trust Limited, TBA Belling Limited, TBA Belting (Residual) Limited, TBA Industrial Products Limited, Telford Rubber Processors Limited, Telford Technology Supplies Limited, The British Piston Ring Company Limited, The Washington Chemical Company Limited, Tinblo Limited, Touchdown Adhesive Products Limited, Turner & Newall Limited, Turner Brothers Asbestos Company Limited, Tynoda Limited, Vanwall Cars Limited, Wellworthy Limited, Wellworthy Property Developments Limited, and William C. Jones (Polymers) Limited. Unlike all the other U.K. Debtors, T&N Investments Limited is a Scottish rather than English company and commenced administration in Scotland in April 2002.

Upon the request of the debtors and debtors in possession in the above-captioned cases (the "Debtors"), together with the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Claimants, the Legal Representative for Future Asbestos Claimants, the Official Committee of Equity Security Holders, and JPMorgan Chase Bank, N.A., as Administrative Agent for the Debtors' prepetition lenders (collectively, the "Plan Proponents") for entry of an order approving the Supplemental Disclosure Statement relating to Fourth Amended Joint Plan of Reorganization (as modified, the "Supplemental Disclosure Statement") with respect to the Fourth Amended Joint Plan of Reorganization (as modified, the "Plan"); and the Court having reviewed and considered all timely filed objections to the Supplemental Disclosure Statement; and the hearing to consider approval of the Supplemental Disclosure Statement having been held on February 2, 2007 (the "Supplemental Disclosure Statement Hearing"); and it appearing that notice of the Supplemental Disclosure Statement and the Supplemental Disclosure Statement Hearing was good and sufficient under the circumstances and that no other or further notice need be given; and the Court having considered the arguments of counsel made at the Supplemental Disclosure Statement Hearing; and upon the record of the Supplemental Disclosure Statement Hearing and these chapter 11 cases; and the Court having overruled on the record all objections to the Supplemental Disclosure Statement not otherwise disposed of prior to the Supplemental Disclosure Statement Hearing or on the record at the Supplemental Disclosure Statement Hearing, and after due deliberation thereon; and good cause appearing therefor, it is hereby

FOUND, DETERMINED, ORDERED, ADJUDGED AND DECREED THAT:

1. Any and all objections to approval of the Supplemental Disclosure Statement, to the extent not previously withdrawn or resolved, are hereby overruled.

2. The Supplemental Disclosure Statement, as modified to reflect changes made or ordered on the record at the Supplemental Disclosure Statement Hearing and as submitted to the Court in the form of the Supplemental Disclosure Statement Describing Fourth Amended Joint Plan of Reorganization, contains "adequate information" within the meaning of section 1125(a) of the Bankruptcy Code and is hereby APPROVED.

3. The Confirmation Hearing will commence at 9:00 a.m., prevailing Eastern time, on May 8, 2007 at the United States Bankruptcy Court for the Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, Pennsylvania 15219; *provided, however*, that the Confirmation Hearing may be continued from time to time by the Court or the Plan Proponents without further notice to any party in interest except an announcement made at the Confirmation Hearing. In the event such an adjournment occurs, the Plan Proponents will post the date and time to which the Confirmation Hearing is adjourned on the Federal-Mogul Reorganization Website at <http://www.fmoplan.com>.

4. Objections, if any, to confirmation of the Plan or proposed modifications to the Plan must be made in writing and specify in detail (i) the name and address of the objector, (ii) all grounds for the objection or modification, and (iii) proposed language, if any, necessary to resolve such objection or modification. Any such objection must be filed, together with proof of service, with the Court no later than April 6, 2007 at 4:00 p.m., prevailing Eastern time.

5. Objections to the confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

6. The Plan Proponents, Cooper and Pneumo Abex shall submit replies to all objections to confirmation of the Plan no later than April 20, 2007 at 4:00 p.m., prevailing

Eastern time. The Plan Proponents and Cooper/Pneumo Abex, respectively, are authorized to submit consolidated replies to any such objections, and any page limitations applicable to such consolidated replies are hereby waived.

7. The Supplemental Voting Deadline (as such term is defined in the Supplemental Disclosure Statement and used in the Motion to Approve and Order regarding (I) Scope of Resolicitation of Fourth Amended Joint Plan of Reorganization; (II) Procedures and Ballot Forms for Resolicitation of Certain Votes to Accept or Reject the Plan; (III) Procedures and Ballot Forms for Solicitation of Votes on Plan Implementing Plan A Settlement from Holders of Pneumo Asbestos Claims; and (IV) Supplemental Publication Notice Program (the "Supplemental Voting Procedures Motion") [docket no. 10947], approved by separate order of this Court [docket no. 10947] shall be April 6, 2007 at 4:00 p.m., prevailing Eastern time.

8. The Voting Agent shall cause all Solicitation Packages (as such term is defined in the Supplemental Disclosure Statement and the Supplemental Voting Procedures Motion) to be mailed no later than February 20, 2007.

9. The Plan Proponents shall submit the final version of the Plan and all related documents to the Court no later than May 1, 2007.

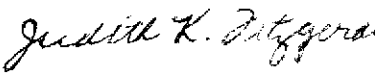
10. No later than May 1, 2007, the Debtors shall cause to be filed with the Court a certification of the tabulation of the Ballots by the Voting Agent, which tabulation shall (i) set forth the amount and number of Claims and Equity Interests in each class entitled to vote on the Plan voting to accept and voting to reject the Plan; (ii) set forth the amount and number of Pneumo Asbestos Claims voting to accept and voting to reject the Plan as it implements the Plan A Settlement; (iii) with respect to Asbestos Personal Injury Claims and Pneumo Asbestos

Claims, set forth the amount of votes to accept and to reject the Plan separately for each disease category set forth in the Supplemental Voting Procedures Motion, as well as a separate category tabulating the votes of holders of Indirect Asbestos Personal Injury Claims and Indirect Pneumo Asbestos Claims, as applicable; (iv) list, by class, any Ballots excluded from tabulation pursuant to paragraph 64(b) of the Supplemental Voting Procedures Motion; and (v) set forth a list of all claimants that the Voting Agent contacted to cure defects pursuant to paragraph 64(d) of the Supplemental Voting Procedures Motion.

11. The Plan Proponents are authorized to make non-material changes and technical modifications to the Supplemental Disclosure Statement and to the exhibits thereto (including, but not limited to, the Plan and the exhibits to the Plan) prior to distributing the Supplemental Disclosure Statement as part of the Solicitation Packages.

12. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation of this order.

Dated: Feb. 6, 2007



The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Jr