

DATED AUGUST 17, 1998

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

COOPER INDUSTRIES, INC.

By: [Signature]
Title: SENIOR V.P., STRATEGIC PLANNING,

FEDERAL-MOGUL CORPORATION

By: [Signature]
Title: Vice President Corp Development

FEDERAL-MOGUL COMERCIO
INTERNACIONAL, S.A.

By: [Signature]
Title: Vice President

FEDERAL-MOGUL PTY. LTD.

By: [Signature]
Title: Vice President

FEDERAL-MOGUL GLOBAL GROWTH LTD.

By: [Signature]
Title: Vice President