PURCHASE AND SALE AGREEMENT

THIS PURCHASE AND SALE AGREEMENT (the "**Agreement**") dated as of August 17, 1998, is by and between Cooper Industries, Inc., a corporation organized under the laws of Ohio ("**Seller**"), and Federal-Mogul Corporation, a corporation organized under the laws of Michigan; Federal-Mogul Comercio Internacional, S.A. a Brazilian corporation, Federal-Mogul Pty Ltd., an Australian limited company; and Federal-Mogul Global Growth Ltd., a limited company incorporated under the laws of England and Wales (collectively "**Buyer**").

WHEREAS, Seller owns all of the issued and outstanding shares of common stock (the "**Champion Common Stock**") of Champion Spark Plug Company, a Delaware corporation ("**Champion**");

WHEREAS, Seller and its Affiliates also own shares of the Related Companies as set forth on Disclosure Schedule 3 2,

WHEREAS, certain individuals who are employees of Seller or the Champion Companies own Nominal Shares of the Champion Subsidiaries; and

WHEREAS, Seller desires to sell and Buyer desires to purchase (i) the Champion Common Stock, (ii) the shares of the Related Companies which are owned by Seller or its Affiliates as set forth in Disclosure Schedule 3.2, (iii) the Nominal Shares of the Champion Subsidiaries, and (iv) certain assets and liabilities of the Canadian Division.

NOW THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. CERTAIN DEFINITIONS.