



October 3, 2003
Thomas S. Cooler, SIOR
Shayda Bradley
C.B. Richard Ellis, Inc.
115 W. Washington Street, Suite 1170 South
Indianapolis, IN 46204

RE: Federal-Mogul 512,000 SF Indianapolis Distribution Center Requirement

Dear Tom and Shayda:

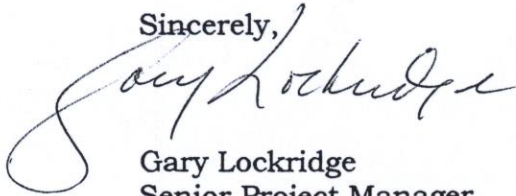
I am sending you this letter to express my great appreciation for all that you provided for us on this project. As a company engaged in a chapter 11 bankruptcy filing, we fortunately had the opportunity to reject leases that no longer met our requirements or were inappropriate for the time. We identified the lease on our current facility, located on the northwest side of Indianapolis, as being one of those opportunities.

This 512,000 square foot facility is approximately 18 years old and was in need of many improvements and upgrades. Also, the economics were out of line with current market conditions. After discussions with you we identified our options, which included going to a build to suit or an existing building that better met our needs. You did your homework and presented us with several excellent opportunities. You further helped us in discussions with potential landlords and in working through the pros and cons of each opportunity. As the possibility of relocation and resulting business disruption became more and more imposing, you and your team stepped up to the challenge of making it practical and economically viable to remain in our current facility.

With significant help from Shayda, we identified the deficiencies existing at our current location and how they could be reworked to make the facility, attractive, viable, and efficient. Shayda's advice and counsel were invaluable in putting together the specifications for the upgrades and additions. Your extensive knowledge and experience in the industrial building market, and your rapport with the major players, enabled you to help us negotiate in excess of _____ dollars in upgrades and additions to the current building. That in itself was a major accomplishment. However, you further worked with us in negotiating an economic package that will significantly lower our occupancy cost during the balance of the lease term and beyond.

To say that we are pleased and satisfied with your efforts on our behalf would be an understatement. We realized everything we had hoped for in carrying out this project and, in many instances, exceeded our expectations. Congratulations, your hard work has paid off for Federal-Mogul and we are extremely pleased with the success of this project.

Sincerely,

A handwritten signature in cursive script that reads "Gary Lockridge". The signature is written in dark ink and is positioned to the left of the typed name.

Gary Lockridge
Senior Project Manager