

**EXHIBIT “8.15.2.2”**

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In re:

Chapter 11

FEDERAL-MOGUL GLOBAL INC.,  
T&N LIMITED, et al.,<sup>1</sup>

Case No. 01-10578 (JKF)  
(Jointly Administered)

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**STOCK ELECTION FOR ALLOWED  
CLASS H CLAIMS AGAINST THE U.S. DEBTORS**

Pursuant to Section 8.15.2 of the Plan<sup>2</sup>, each holder of a Class H Unsecured Claim may elect to receive a Pro Rata share of Reorganized Federal-Mogul Class A Common Stock instead of a total Cash payment equal to up to 35% of such holder's Allowed Unsecured Claim, payable in three equal, annual installments as set forth in Article III (the "Class H Stock Election"). Any holder making such an election is referred to as an "***Electing Holder.***" Set forth below is the Class H Stock Election form for holders of Allowed Class H Unsecured Claims.

This Class H Stock Election form is not a solicitation for a vote on the Fourth Amended Plan, nor is it an acknowledgment as to the amount, priority or allowance of your claim. You have received this form only as a means to exercise the election provided to holders of Allowed Class H Unsecured Claims under Section 8.15.2 of the Plan, provided you have such an Allowed Claim.

**PLEASE COMPLETE THIS CLASS H STOCK ELECTION FORM ONLY IF YOU  
WISH TO ELECT TO RECEIVE A PRO RATA SHARE OF FEDERAL-MOGUL CLASS A  
COMMON STOCK INSTEAD OF A TOTAL CASH PAYMENT EQUAL TO UP TO 35% OF  
YOUR ALLOWED UNSECURED CLAIM.**

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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 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 Aluminium Castings Limited, Amber Supervision Limited, Ashburton Road Services Limited, Associated Engineering Group Limited, Awncast 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 Bridgewater 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, Lanoh Limited, Lanoh Precision Equipment Limited, Leeds Piston Ring & Engineering Co. Limited, M.T.A. (Kettering) Limited, Mantrio 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, Sourcelook 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 Belting 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 has accordingly commenced administration proceedings in Scotland rather than England.

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Unless stated otherwise, capitalized terms used herein shall have the meanings ascribed to them in the Plan (including the exhibits thereto).

**THE PLAN PROPONENTS MAKE NO REPRESENTATION AS TO THE PRICE AT WHICH THE CLASS A COMMON STOCK WILL TRADE. BASED ON ITS TRADING PRICE, THE VALUE OF THE CLASS A COMMON STOCK MAY BE HIGHER OR LOWER THAN THE VALUE OF THE CASH DISTRIBUTION.**

**YOU SHOULD NOT COMPLETE THIS FORM IF YOU WANT A CASH DISTRIBUTION. IF YOU ARE THE HOLDER OF AN ALLOWED CLASS H UNSECURED CLAIM AND WISH TO RECEIVE A CASH DISTRIBUTION UNDER THE PLAN, YOU DO NOT NEED TO DO ANYTHING AT THIS TIME.**

The enclosed Supplemental Disclosure Statement describes the Plan, attached to the Supplemental Disclosure Statement as Exhibit A, and contains information to assist you in deciding whether to make the Class H Stock Election. Both the cash and stock distributions to Class H Unsecured Allowed Claims are subject to adjustment in the event the total Allowed Class H Unsecured Claims exceeds \$258 million. **Please review the Supplemental Disclosure Statement and the Plan carefully before you decide whether or not to make the Class H Stock Election.** You also may wish to seek legal, financial or tax advice prior to deciding whether to make such an election.

If you have any questions about the Class H Stock Election or if you do not have a copy of the Supplemental Disclosure Statement, please contact the Voting Agent at (888) 212-5571. **Information may also be obtained at the Federal-Mogul Reorganization Website at <http://www.fmoplan.com>.**

**UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS OR THE BANKRUPTCY COURT, THIS CLASS H STOCK ELECTION MUST BE PROPERLY COMPLETED, SIGNED, DATED, AND RETURNED TO THE ADDRESS BELOW NO LATER THAN 5:00 P.M., PREVAILING EASTERN TIME, ON [MARCH \_\_, 2007] (THE “ELECTION DEADLINE”) IN ORDER FOR THE ELECTION TO COUNT AND YOUR ELECTION TO BE EFFECTIVE. FACSIMILES AND OTHER ELECTRONIC SUBMISSIONS WILL NOT BE ACCEPTED.**

**DO NOT make the Class H Stock Election if you wish to receive a total Cash payment equal to up to 35% of your Allowed Class H Unsecured Claim, payable in three equal, annual installments.**

Return the completed and signed Class H Stock Election form to:

<u>By U.S. Mail:</u>	<u>By Hand Delivery or Overnight Courier:</u>
The Garden City Group, Inc. Attn: Federal-Mogul Ballot Processing P.O. Box 8872 Melville, New York 11747-8872	The Garden City Group, Inc. Attn: Federal-Mogul Ballot Processing 105 Maxess Road Melville, New York 11747

**PLEASE COMPLETE AND RETURN THE FOLLOWING:**

**IF MULTIPLE FORMS ARE RECEIVED FROM DIFFERENT HOLDERS PURPORTING TO HOLD THE SAME CLAIM, IN THE ABSENCE OF CONTRARY INFORMATION, THE LATEST-DATED OTHERWISE VALID ELECTION FORM THAT IS RECEIVED PRIOR TO THE ELECTION DEADLINE WILL BE COUNTED.**

**Item 1. Information Regarding Your Allowed Class H Unsecured Claim.** Please provide the following information regarding the Allowed Class H Unsecured Claim(s) for which you are making this election (if you are the owner of more than one Class H Unsecured Claim, please attach a list identifying each claim for which you are making an election, including the information requested below for each Claim):

Amount of the Allowed Class H Unsecured Claim \$ \_\_\_\_\_

Name Under Which the Claim was Filed \_\_\_\_\_

The Claim No. (if available) \_\_\_\_\_

Date on Which You Obtained the Claim \_\_\_\_\_

**Item 2. In accordance with Section 8.15.2 of the Plan, you may make a Class H Stock Election, thereby indicating that you elect NOT to receive a total Cash payment equal to 35% of your Allowed Unsecured Claim, payable in three equal, annual installments. If you make a Class H Stock Election, your sole distribution shall consist of your Pro Rata share of Reorganized Federal-Mogul Class A Common Stock to be determined by the proportion that your Allowed Class H Unsecured Claim bears to the aggregate amount of all Allowed Class D Noteholder Claims, Allowed Class F Subordinated Debenture Claims (excluding those Class F Subordinated Debenture Claims which have converted or have been deemed converted to Federal-Mogul common stock pursuant to Section 8.3.2 of the Plan) and Allowed Class H Unsecured Claims held by all other Electing Holders.**

**YOU MUST MAKE YOUR CLASS H STOCK ELECTION FOR THE TOTAL AMOUNT OF YOUR ALLOWED UNSECURED CLAIM. YOU MAY NOT SPLIT YOUR CLASS H STOCK ELECTION.**

**If you do not make a Class H Stock Election, then, pursuant to the provisions of Article III of the Plan, you will receive a total Cash payment equal to 35% of your Allowed Unsecured Claim, with such total amount to be paid in three equal, annual installments, the first of which shall be paid on the Distribution Date and the second and third on the first and second anniversaries of the Distribution Date, respectively.**

**CLASS H STOCK ELECTION**

(Check the box only if you wish to make the Class H Stock Election)

**Item 3. Representation.** I represent that as of January 22, 2007, I own this Allowed Class H Unsecured Claim and I am not making this election as part of an agreement to sell the Class H Unsecured Claim the Reorganized Federal-Mogul Class A Common Stock that I will receive on account of this election to any third party.

**REPRESENTATION OF OWNERSHIP OF CLAIM**

As of January 22, 2007, I am the owner of this Allowed Class H Unsecured Claim and I am not making this election as part of an agreement to sell the Class H Unsecured Claim the Reorganized Federal-Mogul Class A Common Stock that I will receive on account of this election to any third party.

**Item 4. Certification.** By returning this Class H Stock Election Form:

1. I certify that I have full power and authority to make this Class H Stock Election with respect to my Allowed Class H Unsecured Claim against a U.S. Debtor;

**CERTIFICATION OF AUTHORITY**

I have full power and authority to make this Class H Stock Election.

2. I certify that I have considered carefully and have consulted with such legal, business, financial and tax consultants as I considered necessary before deciding on whether or not to make the Class H Stock Election and that I understand that if I make the Class H Stock Election that I cannot withdraw or revoke my election.

**CERTIFICATION OF UNDERSTANDING**

I understand that I cannot withdraw or revoke my election.

**IN ORDER FOR THIS ELECTION FORM TO BE PROPERLY COMPLETED, EACH OF THE ABOVE BOXES MUST BE CHECKED AND YOU MUST SIGN AND PROVIDE THE INFORMATION REQUESTED BELOW. YOUR ELECTION WILL NOT BE COUNTED AND YOU WILL NOT RECEIVE A STOCK DISTRIBUTION IN THE EVENT THAT ANY OF THE FOLLOWING APPLY: (i) THIS FORM IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE CLAIMANT, OR (ii) ANY STATEMENT MADE HEREIN IS DETERMINED TO BE FALSE.**

Date: \_\_\_\_\_, 2007      Signature: \_\_\_\_\_

Name of Holder: \_\_\_\_\_      Name of Person Signing: \_\_\_\_\_  
(Print or Type)

Title (if applicable): \_\_\_\_\_      Social Sec. or Federal Tax I.D. No.: \_\_\_\_\_

Street Address: \_\_\_\_\_      City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_