




**Federal-Mogul Corporation**

FDML NASDAQ

Auto / Truck / Motorcycle Parts

Market Capitalization USD:

**\$1,458.84 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

**CEO: Rainer Jueckstock****Age: 52****CEO Since: 2012**

	2009	2010	2011
<b>Base Salary</b>	\$1,500,000	\$1,500,000	\$1,500,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$2,334,252	\$1,500,000	\$1,500,000
<b>Benefits and Perquisites</b>	\$200,727	\$200,599	\$221,933
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$4,034,979</b>	<b>\$3,200,599</b>	<b>\$3,221,933</b>
<b>Increase in Post-Retirement Benefits</b>	\$7,190,432	\$3,727,279	\$3,348,684
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$11,225,411</b>	<b>\$6,927,878</b>	<b>\$6,570,617</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,012,350	\$1,773,475	\$1,295,866
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

Proxy Date: 12 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves:

Stock Option Run Rate: 0.75%

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## Performance Comparison

■ S&P500 ■ Industry ■ FDML



## Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FDML</b>	<b>Federal-Mogul Corporation</b>	<b>\$11,225,411</b>	<b>\$6,927,878</b>	<b>\$6,570,617</b>	<b>\$1,458,841,375</b>
ALV	Autoliv, Inc.	\$1,848,583	\$3,343,682	\$4,037,578	\$4,329,736,038
TRW	TRW Automotive Holdings Corp.	\$22,752,714	\$22,562,466	\$20,545,324	\$4,049,275,149
LKQX	LKQ Corporation	\$2,774,322	\$3,081,047	\$3,624,047	\$3,537,763,296
GNTX	Gentex Corporation	\$1,062,354	\$1,259,975	\$1,576,243	\$3,441,999,973
WBC	WABCO Holdings Inc.	\$3,790,194	\$5,349,266	\$12,090,265	\$2,543,068,618
VC	Visteon Corporation	\$3,281,713	\$26,918,489		\$2,217,197,863

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Alliant Techsystems Inc., American Axle & Manufacturing, Holdings Inc., Applied Materials Inc., ArvinMeritor Inc., Black & Decker Corp (The), Cameron International Corp, Celestica Inc., Continental Automotive Systems, Cooper Standard Automotive Inc., Cooper Tire & Rubber Co, Corning Inc., Dana Holding Corp, Delphi Corp, Eaton Corp, FANUC Robotics America Inc., Flowserve Corp, Gates Corp, Goodrich Corp, Harley-Davidson Inc., Harsco Corp, Hayes Lemmerz International Inc., Ingersoll-Rand Co Ltd, Itochu International Inc., ITT Corp, Johnson Controls Inc., L-3 Communications Holdings Inc., Lear Corp, Leggett and Platt Inc., Navistar International Corp, Parker Hannifin Corp, Robert Bosch LLC (U.S. operations), Rockwell Automation Inc., Rockwell Collins Inc., Terex Corp, Textron Inc., Thales, TI Automotive, Timken Co (The), Tower Automotive Holdings USA LLC, Trane Inc., Trinity Industries Inc., TRW Automotive Holdings Corp, Visteon Corp.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Vincent J. Intrieri	Chairman	55	Male	5	Outside Related
Daniel A. Ninivaqai	Member	47	Male	2	Outside Related
David Schechter	Member	36	Male	5	Outside Related

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