

Summary under Regulation 13 (1B) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations), Regulations, 2011 (as amended)

(a) Parties to the Combination

- (i) Tenneco Inc. (**Tenneco**);
- (ii) Icahn Enterprises L.P. (**IEP**);
- (iii) American Entertainment Properties Corp. (**AEPC**); and
- (iv) Federal-Mogul LLC (**FDML**).

(b) Type of the Combination

The proposed transaction relates to the proposed acquisition by Tenneco of Federal-Mogul LLC (**FDML**) (**FDML Acquisition**) and the proposed issuance by Tenneco of 5.7 million shares of its Class A common stock (representing a 9.9% voting interest) and up to 23.8 million shares of Non-Voting Class B common stock to IEP (through its 100% indirectly owned subsidiary AEPC), as consideration for the FDML Acquisition (**Tenneco Transaction**). The FDML Acquisition and the Tenneco Transaction are together referred to as the **Proposed Transaction**. Tenneco and FDML are collectively referred to as the **Parties**.

(c) Area of Activity of the Parties to the Combination

Tenneco

Tenneco designs, manufactures and distributes clean air and ride performance products for both original equipment manufacturers (**OEM**) and the repair and replacement independent aftermarkets (**IAM**) worldwide.

FDML

FDML is an international company that develops, manufactures and supplies engine, transmission and driveline components as well as brake friction material, chassis components, sealing components and wiper products for automotive, rail and other applications. FDML also distributes, markets and

sells brake fluids and hardware (e.g., discs), chassis, sealing and engine components as well as other motor vehicle products.

IEP

IEP is a diversified holding company owning subsidiaries engaged in the following operating businesses: (i) investment; (ii) automotive; (iii) energy; (iv) railcar; (v) gaming; (vi) metals; (vii) mining; (viii) food packaging; (ix) real estate; and (x) home fashion.

AEPC

AEPC is a diversified holding company owning subsidiaries engaged in the following operating businesses: (i) automotive; (ii) energy; (iii) railcar; (iv) gaming; (vi) metals; (vii) real estate; and (viii) home fashion.

(d) The Relevant Market(s) to which the Combination Relates

The Parties (including IEP and AEPC) are not engaged in the manufacture, sale or provision of similar or substitutable products or services in India, and therefore, there exists no horizontal overlap between the products sold by the Parties (including IEP and AEPC), in India.

There is a limited vertical relationship between Tenneco and FDML in India. The upstream relevant market is considered as the ***market for sale of sealing products in India*** and the downstream relevant market is considered as the ***market for sale of exhaust systems for light vehicles for OEMs in India***.