

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

Our Chief Executive Officer and Chief Financial Officer, based on their evaluation of the effectiveness of the Company's disclosure controls and procedures as of December 31, 2004, have concluded that the Company's disclosure controls and procedures are adequate and effective in alerting them on a timely basis to material information relating to the Company required to be included in the Company's reports filed under the Securities Exchange Act of 1934.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's internal controls over financial reporting subsequent to the date of their evaluation.

ITEM 9B. *OTHER INFORMATION*

On February 22, 2005, the employment agreement of our President and Chief Executive Officer, John Plant, was amended to provide the retiree medical benefits to Mr. Plant in the United States that he had under his United Kingdom medical plan. The amendment is filed as an exhibit to this Form 10-K.

PART III

ITEM 10. *DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT*

The information required by Item 10 regarding executive officers, directors and the Company's controlled company status under the rules of the New York Stock Exchange is incorporated by reference from the information under the captions "Executive Officers" and "The Board of Directors" in TRW's definitive Proxy Statement for the 2005 Annual Meeting of the Stockholders (the "Proxy Statement"), which will be filed within 120 days after December 31, 2004. The information required by Item 10 regarding audit committee financial expert disclosure and our code of ethics is incorporated by reference from the information under the captions "Committees of the Board of Directors — Audit Committee" and "— Code of Ethics" in the Proxy Statement. Disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not, to the best of our knowledge, be contained in the Proxy Statement.

ITEM 11. *EXECUTIVE COMPENSATION*

The information required by Item 11 is incorporated by reference from the information under the following captions in the Proxy Statement: "Compensation of Directors", "Compensation of Executive Officers", "Summary Compensation Table", "Aggregated Option Exercises in Last Fiscal Year and Option Values at Fiscal Year End", "Pension Plan information", "Employment Agreements", and "Deferred Compensation Plans".

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT*

The information required by Item 12 is incorporated by reference from the information under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS*

The information required by Item 13 is incorporated by reference from the information under the captions "Certain Relationships and Related Transactions" and "Compensation Committee Interlocks and Insider Participation" in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 and certain information regarding auditor independence is incorporated by reference from the information under the caption “Independent Auditors Fees” in the Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

a) 1. *Financial Statements*

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Report of Ernst & Young LLP, independent registered public accounting firm	46
Consolidated and Combined Statements of Operations for the year ended December 31, 2004, the ten months ended December 31, 2003 (Successor), the two months ended February 28, 2003 and the year ended December 31, 2002 (Predecessor)	47
Consolidated Balance Sheets as of December 31, 2004 and December 31, 2003	48
Consolidated and Combined Statements of Cash Flows for the year ended December 31, 2004, the ten months ended December 31, 2003 (Successor), the two months ended February 28, 2003, and the year ended December 31, 2002 (Predecessor)	49
Consolidated and Combined Statements of Changes in Stockholders’ Equity for the year ended December 31, 2004, the ten months ended December 31, 2003 (Successor), the two months ended February 28, 2003 and the year ended December 31, 2002 (Predecessor)	50
Notes to Consolidated and Combined Financial Statements	51

2. *Financial Statement Schedules* —

SCHEDULE II

**Valuation and Qualifying Accounts for
the year ended December 31, 2004,
the ten months ended December 31, 2003
and year ended December 31, 2002**

	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Charged (Credited) to Other Accounts</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
	(Dollars in millions)				
Year ended December 31, 2004					
Allowance for doubtful accounts	\$ 45	\$ 12	\$ —	\$(18)	\$ 39
Deferred tax asset valuation allowance	237	51	35 (b) (d)	(3) (c)	320
Ten months ended December 31, 2003					
Allowance for doubtful accounts	\$ 56	\$ 3	\$ —	\$(14) (a)	\$ 45
Deferred tax asset valuation allowance	315	48	(123) (b)	(3) (c)	237
Year ended December 31, 2002					
Allowance for doubtful accounts	\$ 41	\$ 16	\$ —	\$ (4) (a)	\$ 53
Deferred tax asset valuation allowance	75	(18)	—	—	57

(a) Uncollectible accounts charged off, net of recoveries.

(b) Accumulated other comprehensive losses for foreign currency translation relating to undistributed foreign earnings and reclassifications amongst deferred tax accounts.