

Exhibit 8.3.12(1)

**CERTIFICATE OF INCORPORATION
OF
FEDERAL-MOGUL CORPORATION¹**

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is:

Federal-Mogul Corporation

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Delaware General Corporation Law.

**ARTICLE IV
CAPITAL STRUCTURE**

(A) *Authorized Capital Stock.* The total number of shares of capital stock which the Corporation shall have authority to issue is 540,100,000 shares, consisting of three classes of capital stock:

1. 400,000,000 of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock");
2. 50,100,000 of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock", and together with the Class A Common Stock, the "Common Stock"); and

¹ The Plan Proponents reserve the right to have Federal-Mogul Corporation remain a Michigan corporation after the Effective Date of the Plan and adopt an amended and restated Certificate of Incorporation in Michigan. A final determination on this issue will be made after the completion of certain tax analyses. In the event that Federal-Mogul Corporation remains a Michigan corporation, the Plan Proponents will file a revised Certificate of Incorporation with the Bankruptcy Court. Subject to the review of Michigan counsel, the Plan Proponents anticipate that the material terms of any revised Certificate of Incorporation should be largely consistent with the material terms set forth herein.

3. 90,000,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

(B) *Common Stock.*

1. Identical Rights. Except as otherwise set forth in this Paragraph B, each share of Common Stock shall be identical, including, without limitation, the right to participate ratably in dividends and other distributions (including distributions upon liquidation, dissolution or other winding up of the Corporation), payable in cash, stock or property, except that in the case of dividends or distributions payable in shares of a class of Common Stock, only shares of Class A Common Stock may be distributed with respect to Class A Common Stock and only shares of Class B Common Stock may be distributed with respect to Class B Common Stock, and the number of shares of Common Stock payable per share will be equal for each class. In addition, neither the shares of Class A Common Stock nor the shares of Class B Common Stock may be subdivided, consolidated, reclassified or otherwise changed unless concurrently therewith the shares of the other class of Common Stock are subdivided, consolidated, reclassified or otherwise changed in the same proportion and the same manner. The Corporation may not make any dividend or distribution with respect to any class of Common Stock unless at the same time the Corporation makes a ratable dividend or distribution with respect to the other class of Common Stock. The rights of holders of Class A Common Stock and Class B Common Stock are subject to the rights of holders of shares of any series of Preferred Stock that the Corporation may designate and issue from time to time.

2. Voting Rights. The holders of the Common Stock shall vote as a single class on all matters submitted to a vote of the stockholders to which the holders of Common Stock are entitled to vote, except as may be required by the Delaware General Corporation Law or as otherwise expressly specified in this Certificate of Incorporation; *provided, however*, that, so long as any shares of Class B Common Stock remain outstanding, consistent with the obligations under section 8.3.10 of the Plan, (a) the Board of Directors of the Corporation shall consist of either eight (8) or nine (9) members, as determined in accordance with the following item (c) of this paragraph 2, (b) the holders of the Class B Common Stock shall be entitled to nominate and vote for a number of directors (the "Class B Directors") which will vary according to the percentage of outstanding Common Stock of all classes which is Class B Common Stock, as follows:

