

Exhibit 8.3.12(2)

BY-LAWS
OF
FEDERAL-MOGUL CORPORATION

(_____, 2007)

Incorporated under the General Corporation Law of the State of Delaware¹

ARTICLE I
Offices

Section 1. Registered Office. The registered office shall be shall be located in the City of Wilmington, County of New Castle, and the name and address of its registered agent in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II
Stockholders

Section 1. Annual Meetings. Annual meetings of stockholders shall be held on a date and at a time designated by the board of directors. The date of the first annual meeting of stockholders shall take place within thirty (30) days after [_____] **[the date which is twelve (12) months after the Effective Date of the Plan]**. If any annual meeting shall not be held on the date designated therefor, the board of directors shall cause the meeting to be held as soon thereafter as is convenient. Stockholders shall elect the board of directors at each such annual meeting and transact such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called at any time by the chairman of the board of directors or by the president and shall be called by the chairman, the president or the secretary at the request in writing of (i) a majority of the board of directors, or (ii) two (2) members of the board of directors elected by the holders of the corporation's Class B Common Stock, or (iii) two (2) members of the board of directors elected by the holders of the corporation's Class A Common Stock, or (iv) at such time as there is only one class of common stock of the corporation outstanding, the holders of at least 25% of

¹ The Plan Proponents reserve the right to have Federal-Mogul Corporation remain a Michigan corporation after the Effective Date of the Plan. 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 revised By-Laws with the Bankruptcy Court. Subject to the review of Michigan counsel, the Plan Proponents anticipate that the material terms of any revised By-Laws should be largely consistent with the material terms set forth herein.

the outstanding shares of common stock; notwithstanding the forgoing, however, a special meeting of stockholders may only be called by a Supermajority of the Board (as defined in Article IV of the certificate of incorporation), if the purpose of such meeting is to act on any matter that would require the affirmative vote of a Supermajority of the Board pursuant to Article V of the certificate of incorporation. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting of stockholders shall be limited to the purpose or purposes stated in the notice of special meeting.

Section 3. Place of Meetings. All meetings of stockholders for any purpose shall be held at such place, either within or without the State of Delaware, as determined from time to time by the board of directors unless, in the board of directors' sole discretion, and subject to such guidelines and procedures as the board of directors may adopt, it determines that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication. In the absence of any designation, meetings of stockholders shall be held at the principal executive office of the corporation.

Section 4. Meeting Notices. Written notice of meetings of stockholders, whether annual or special, stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting, except as otherwise required by law. Written notice of a special meeting shall state the purpose or purposes for which the meeting is called. Notice of any meeting of stockholders shall be deemed waived by any stockholder not receiving such notice who nevertheless attends such meeting in person or by proxy, except a stockholder who attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. Except as otherwise required by law, notice of any meeting of stockholders following an adjournment shall not be required to be given if the time, place, if any, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting which is adjourned. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Without limiting the foregoing, any notice to stockholders given by the corporation pursuant to this section shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be revocable by the stockholder by written notice to the corporation and shall also be deemed revoked if (i) the corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the corporation in accordance with such consent and (ii) such inability becomes known to the secretary of the corporation, the transfer agent or other person responsible for the giving of notice; *provided, however*, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by a form of electronic transmission in accordance with these by-laws shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (ii) if by

electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (iii) if by a posting on an electronic network, together with separate notice to the stockholder of such specific posting, upon the later of such posting and the giving of such separate notice; and (iv) if by another form of electronic transmission, when directed to the stockholder.

For purposes of these by-laws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 5. Notice of Stockholder Business and Nominations. At an annual meeting of the stockholders, only such business shall be conducted, or nomination of persons for election to the board of directors of the corporation shall be made, as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business or nominations must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors or otherwise properly brought before the meeting by a stockholder entitled to vote at the meeting. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation, not less than ninety (90) days nor more than 120 days prior to the anniversary of the prior year's annual meeting; *provided, however*, in the event that the date of the annual meeting is more than thirty (30) days before or after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting, or such adjournment, commence a new time period for the giving of a stockholder notice as described above. For the purpose of determining whether a stockholder's notice shall have been delivered in a timely manner for the [] annual meeting, the date of the first anniversary of the preceding year's meeting shall be deemed to be [].

Notwithstanding anything in the previous paragraph to the contrary, in the event that the number of directors to be elected to the board of directors of the corporation is increased and there is no public announcement by the corporation naming all of the nominees for director or specifying the size of the increased board of directors made by the corporation at least eighty (80) calendar days prior to the date of the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this by-law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the secretary of the corporation at the principal office of the corporation not later than the close of business on the 10th calendar day after the day on which such public announcement is first made by the corporation. For the purpose of determining whether a stockholder's notice shall have been delivered in a timely manner for the [] meeting, the first anniversary of the preceding year's meeting shall be deemed to be [].

Such stockholder's notice shall set forth (a) as to any business other than the election of directors that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; (b) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected and the class of directors to which the person is nominated; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal or nomination is made (i) the name and address of such stockholder, as they appear on the corporation's stock transfer books, and of such beneficial owner, (ii) the class and number of shares of the corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) any material interest of such stockholder and such beneficial owner in such business or nomination; and (iv) a representations that such stockholder intends to appear in person or by proxy at the meeting to bring such business before the meeting or to nominate such person(s).

Except as otherwise provided by law, the certificate of incorporation or these by-laws, only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting and only persons who are nominated in accordance with the procedures set forth in these by-laws shall be eligible to serve as directors in accordance with the procedures set forth in these by-laws. Except as otherwise provided by law, the certificate of incorporation or these by-laws, the chairman of the meeting shall have the power and duty to determine whether any business or nomination proposed to be brought before the meeting was made or proposed in accordance with the procedures set forth in these by-laws and, if any proposed business or nomination is not in compliance with these by-laws, to declare that such defective proposal or nomination shall be disregarded.

Section 6. List of Stockholders Entitled to Vote. The secretary shall prepare and make or cause to be prepared and made through a transfer agent appointed by the board of directors, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. The corporation shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten (10) days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or (ii) during ordinary business hours, at the principal place of business of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible

electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 7. Quorum. Except as otherwise provided by statute or by the certificate of incorporation, the holders of a majority of the stock issued and outstanding which are entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of stockholders for the transaction of business, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. A quorum, once established, shall not be broken by the withdrawal of enough votes to leave less than a quorum and the votes present may continue to transact business until adjournment. If, however, such quorum shall not be present or represented at any meeting of stockholders, a majority of the voting power of the shares of capital stock represented in person or by proxy at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present or represented.

Section 8. Voting of Shares. Unless otherwise specifically provided by law or the certificate of incorporation, in all matters other than the election of directors, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting. Unless otherwise specifically provided by law or the certificate of incorporation, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Section 9. Proxies. At all meetings of stockholders, a stockholder may vote by proxy (i) executed in writing by the stockholder or such stockholder's duly authorized attorney-in-fact or (ii) transmitted by the stockholder or such stockholder's duly authorized attorney-in-fact by facsimile or other means of electronic transmission to the proxyholder or to a proxy solicitation firm, proxy support service or like agent duly authorized by the proxyholder to receive such transmission; *provided*, that any such facsimile or other means of electronic transmission sets forth or is submitted with information from which it can be determined that the facsimile or other electronic transmission was authorized by the stockholder. Such proxy must be filed with the secretary of the corporation at or before the time of the meeting. No such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period, but no proxy shall confer authority to vote with respect to more than one meeting (and any adjournment thereof). A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing with the secretary of the corporation an instrument in writing revoking the proxy or another duly executed proxy bearing a later date.

Section 10. Participation and Voting By Means of Remote Communication. If authorized by the board of directors in accordance with these by-laws and applicable law, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication, (i) participate in a meeting of stockholders and (ii) be deemed present in person and vote at a meeting of stockholders, whether such meeting is to be held at a designated place or solely by means of remote communication; *provided*, that (x) the corporation

shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (y) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (z) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

Section 11. Action by Stockholders by Written Consent. Except as otherwise provided in the certificate of incorporation or these by-laws, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of stockholders at an annual or special meeting duly noticed and called in accordance with these by-laws of the corporation and may not be taken by written consent of stockholders without a meeting, unless (i) the action to be effected by written consent is action by the holders of the corporation's Class B Common Stock to elect or remove a member of the board of directors subject to election or removal by the holders of the corporation's Class B Common Stock, or (ii) the action to be effected by written consent is action by the holders of the corporation's Class A Common Stock to elect or remove a member of the board of directors subject to election or removal by the holders of the corporation's Class A Common Stock, or (iii) such other action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the board of directors; *provided, however*, that such advance approval by the board of directors shall not be required from and after the time that the corporation has outstanding only one class of common stock. Any action required or permitted to be taken at any annual or special meeting of stockholders that is described in (i), (ii) or (iii) of the preceding sentence may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted.

An electronic transmission consenting to an action to be taken and transmitted by or on behalf of a stockholder or proxyholder shall be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic transmission sets forth or is delivered with information from which the corporation can determine (i) that the electronic transmission was transmitted by or on behalf of the stockholder or proxyholder and (ii) the date on which such stockholder or proxyholder transmitted electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded.

Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the

record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation.

Section 12. Inspectors of Elections; Opening and Closing the Polls. The board of directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the corporation in other capacities, including, without limitation, as officers, employees, agents or representatives of the corporation, to act at a meeting of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act, or if all inspectors or alternates who have been appointed are unable to act at a meeting of stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability.

The inspectors shall (i) ascertain the number of shares of stock outstanding and the voting power of each, (ii) determine the number of shares of stock entitled to vote present in person or by proxy at such meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors and (v) certify their determination of the number of such shares present in person or by proxy at such meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist them in the performance of their duties.

Section 13. Fixing Date of Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled (i) to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, (ii) to receive payment of any dividend or other distribution or allotment of any rights, (iii) to exercise any rights in respect of any change, conversion or exchange of stock or (iv) to take, receive or participate in any other action, the board of directors may fix a record date, which shall not be earlier than the date upon which the resolution fixing the record date is adopted by the board of directors and which (i) in the case of a determination of stockholders entitled to notice of or to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, be not more than sixty (60) nor less than ten (10) days before the date of such meeting; and (ii) in the case of any other action, shall be not more than sixty (60) days before such action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, but the board of directors may fix a new record date for the adjourned meeting.

If no record date is fixed, (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given and (ii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

