

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

