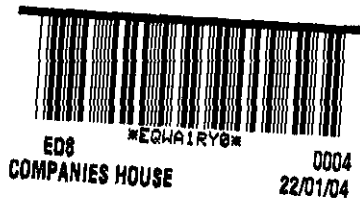


Company Number 106848

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COMPANY LIMITED BY SHARES

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New Articles of Association  
of

FEDERAL-MOGUL BRADFORD LIMITED

(adopted by Special Resolution passed on 11th December 1989)

(Amended by Shareholders' Resolution dated 16 January 2004...)

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

FEDERAL-MOGUL BRADFORD LIMITED

(adopted by Special Resolution passed on 23rd January 1973)

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TABLE A

1. (1) Subject as hereinafter provided the regulations contained in Table A, Part II in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 shall apply to the Company. Subject as otherwise provided, references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

((2) The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company.

SHARES

2. Unless the Company in general meeting shall otherwise resolve, the directors may allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued. This Article shall not apply to redeemable preference shares, which shall be governed by the provisions of regulation 3 of Table A.

## DIRECTORS

3. (1) Unless and until otherwise determined by ordinary resolution of the Company the number of directors shall not be less than two. Regulation 75 of Table A shall be construed accordingly.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

## BORROWING POWERS

4. The proviso in regulation 79 of Table A shall not apply.

## ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint to the office of an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment.

(2) The appointment of an alternate director shall automatically determine in any of the following events:—

- (a) if his appointor shall terminate the appointment;
- (b) on the happening of any event which, if he were a director, would cause him to vacate the office of director;
- (c) if by writing under his hand left at the registered office of the Company he shall resign such appointment; or
- (d) if his appointor shall cease for any reason to be a director.

(3) An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and, in place of his appointor, to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a director of his appointor in his absence. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a resolution in writing of the directors pursuant to regulation 106 of Table A.

(4) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

(5) An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

(6) Subject to the provisions of this Article, the provisions of these Articles and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.

(7) Every appointment and removal of an alternate director shall be in writing signed by or on behalf of the appointor and shall take effect (subject to any approval required by paragraph (1) of this Article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

(8) Whenever a director is also an alternate director his rights and powers as such alternate director shall be additional to and separate from those which he has as director.

#### **INTEREST OF DIRECTORS**

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

#### **DIRECTORS PRESENT AT MEETINGS**

7. It shall not be necessary for every director present at any meeting of directors or committee of directors to sign his name or for any book to be kept for this purpose. Regulation 86 of Table A shall be construed accordingly.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

8. The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

9. While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 8.

10.

While the Company is a subsidiary, regulations 89 to 97 (inclusive)

of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

- W. Unless and until the Company by Ordinary Resolution shall otherwise determine, the number of directors shall not be less than one. Regulation 64 of Table A ("**Table A**") in the Schedule to the Companies (Tables A to F) Regulations shall not apply to the Company and any other provision of these Articles imposing a minimum number of directors shall be modified and read subject to this Article W.
- X. Without prejudice to Article Y below, if and for so long as there is more than one director, the quorum for the transaction of business at meetings of the directors may be fixed by the directors and if not so fixed shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- Y. If and for so long as there is only one director, the quorum for the transaction of business at meetings of the directors shall be reduced to one and such sole director may act alone in exercising without limitation all the powers and authorities vested in the directors of the Company by these Articles and Table A. Regulations 89 and 90 of Table A shall not apply and any provision in these Articles which requires the quorum for the transaction of business at a meeting of directors to be more than one or which would otherwise prohibit a sole director from exercising any right or power vested in the directors as a whole shall be read as if such quorum was one and such prohibition did not apply in circumstances where (but only in such circumstances) the number of directors was reduced to one.
- Z. The above Articles W, X and Y shall apply notwithstanding any other provisions of these Articles of Association which are contrary to the terms of such Articles W, X and Y or which cover the same subject matter but in a different manner and which were subsisting or adopted prior to the adoption of the aforesaid Articles W, X and Y.