

THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

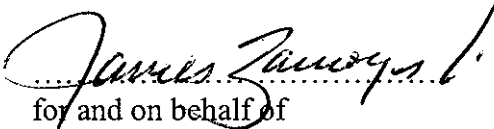
FEDERAL-MOGUL POWERTRAIN SYSTEMS INTERNATIONAL LIMITED
(THE "COMPANY")

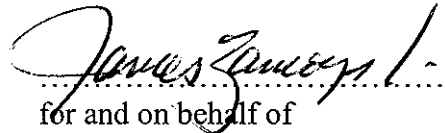
Dated 30 Sept 2001

We, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at general meetings of the Company hereby, pursuant to section 381A of the Companies Act 1985, pass the following resolutions and agree that they shall have effect as a special resolution as if passed at a general meeting of the Company duly convened and held:

Special Resolution

1. THAT the following paragraphs be added to the objects of the Company as set out in the Company's Memorandum of Association:
 - "A. To grant security (whether by way of mortgage, assignment, assignment by way of security, charge, pledge or otherwise howsoever and whether fixed or floating) over and upon the whole or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company to support or secure any obligations whatsoever (including, without limitation, any borrowings) of the Company, any obligations whatsoever (including, without limitation, any borrowings) of any other person (including, without limitation, any company within the same group as the Company and any company to whom the Company may, at any time, act as agent) and any combination of the foregoing and to guarantee or otherwise support by way of personal covenant any such obligations of any such other person.
 - B. The above paragraph A shall apply notwithstanding any other provisions of this Memorandum of Association which is contrary to the terms of paragraph A or which cover the same subject matter but in a different manner."


for and on behalf of
Fleetside Investments Limited


for and on behalf of
Leeds Piston Ring & Engineering Co.
Limited

