

10-20-2000

FORM PTO-159
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101493604

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Tenneco Management Company**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (DE) 10-2-00
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: TENNECO AUTOMOTIVE INC.
 Internal Address: _____
 Street Address: 500 North Field Drive
 City: Lake Forest State: IL ZIP: 60045

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: November 4, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,250,178 ; 1,251,601 ; 2,080,683 ; 1,810,661 ; 2,192,498**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kristopher E. Ahrend, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristopher E. Ahrend, Esq.
Name of Person Signing

Signature

10/2/00
Date

Total number of pages comprising cover sheet: 6

10-20-2000 510M.1 0000001 1250178

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

10-20-2000 510M.1 0000001 1250178

**TRADEMARK
REEL: 002158 FRAME: 0217**

ASSIGNMENT OF TRADEMARK REGISTRATIONS AND APPLICATIONS

WHEREAS, TENNECO MANAGEMENT COMPANY ("TMC"), a Delaware corporation, having a business address of 1275 King Street, Greenwich, Connecticut 06831, is the owner of the trademarks listed on Schedules A and B attached hereto, including United States and foreign registrations and applications therefor (hereinafter referred to individually and collectively as the "Trademark").

WHEREAS, TENNECO AUTOMOTIVE INC. (to be renamed TENNECO AUTOMOTIVE OPERATING COMPANY INC.) ("TAI"), a Delaware corporation having a business address of 500 North Field Drive, Lake Forest, Illinois 60045, desires to acquire the right, title, and interest in and to the Trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TMC does hereby assign to TAI all of its right, title, and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademarks, and all rights to sue and collect damages for past infringements, if any.

TMC shall provide to TAI, its successors, assigns or other legal representatives, cooperation and assistance at TAI's request and reasonable expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, powers of attorney, assignment documents, exhibits, specimens and other documentation as may be reasonably required): (1) in the preparation and prosecution of any applications for registration or any applications for

SCHEDULE A

United States Trademark Registrations

Trademark	Country	Registration No.	Registration Date
TENNECO	United States	1250178	06SE1983
TENNECO	United States	1251601	20SE1983
TENNECO	United States	2080683	22JL1997
TENNECO HEAVY DUTY BRAKE LTD.	United States	1810661	14DE1993
TENNECO & DESIGN	United States	2192498	29SE1998

REDACTED

SCHEDULE B

REDACTED