

Form PTO-1594 (Rev. 10/01) No. 0651-0027 (exp. 5/31/2002) Tab settings

REC 7

08-02-2001



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Original documents or copy thereof.

1. Name of conveying party(ies): Tenneco Automotive Inc. 7-12-01
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes [] No [X]

2. Name and address of receiving party(ies)
Name: Tenneco Automotive Operating Company Inc.
Internal Address:
Address:
Street Address: 500 North Field Drive
City: Lake Forest State: IL Zip: 60045
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [] No []
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes [] No [X]

3. Nature of conveyance:
Assignment Merger
Security Agreement [X] Change of Name
Other
Execution Date:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 526,842
Additional number(s) attached Yes [] No [X]

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lisabeth H. Coakley
Internal Address:
Harness, Dickey & Pierce, P.C.
Street Address: 5445 Corporate Drive
City: Troy State: MI Zip: 48098

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00
Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 08-0750
(Attach duplicate copy of this page if paying by deposit account)

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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.
Lisabeth H. Coakley Signature Date 07/09/01
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

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

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State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TENNECO AUTOMOTIVE INC.", CHANGING ITS NAME FROM "TENNECO AUTOMOTIVE INC." TO "TENNECO AUTOMOTIVE OPERATING COMPANY INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 7:58 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION: 0699882

DATE: 09-27-00

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TENNECO AUTOMOTIVE INC.

Tenneco Automotive Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Paragraph 1 thereof and inserting the following in lieu thereof:

"1. The name of the corporation is Tenneco Automotive Operating Company Inc."

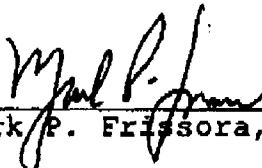
2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 07:58 AM 11/05/1999
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IN WITNESS WHEREOF, Tenneco Automotive Inc. has caused this Certificate to be executed by its duly authorized officer, on this 5th day of November, 1999.

TENNECO AUTOMOTIVE INC.

By: 
Mark P. Frissora, President