

9-17-03

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

1. Name of conveying party(ies):  
**The Pullman Company**  
(Delaware Corporation)  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: JPMorgan Chase Bank, as Administrative Agent  
Internal Address: \_\_\_\_\_  
Street Address: P.O. Box 2558  
City: Houston State: TX ZIP: 77252  
Additional name(s) & addresses attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: July 28, 2003


4. Application number(s) or patents number(s):  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_  
A. Patent Application No.(s)  
**See Attached Schedule A**  
B. Patent No.(s)  
**See Attached Schedule A**  
Additional number(s) attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Alison J. Winick, Esq.  
Internal Address: Simpson Thacher & Bartlett LLP  
Street Address: 425 Lexington Avenue  
City: New York State: NY ZIP: 10017

6. Total number of applications and patents involved: ..... 32  
7. Total fee (37 CFR 3.41): ..... \$ 1,280.00  
 Enclosed  
 Authorized to be charged to ~~deposit account~~ credit card  
8. Deposit account number: \_\_\_\_\_  
(Attached duplicate copy of this page if paying by deposit account)

09/18/2003 00:00:00 00000002 5564521  
01 FC:0021 1280.00 00

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.*  
Alison J. Winick, Esq.  9/16/03  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 7

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

**SCHEDULE A**

<b>TITLE</b>	<b>PAT NO./ APP. NO.</b>
Torque Rod Assembly	5,564,521
Seat Post Assembly	5,657,958
Torque Rod Configuration	5,791,679
Torsional Bushing System	5,788,265
Internally Sealed Pivotal Joint Assembly	5,795,092
Steel Reinforced Filled Polymer Torque Rod	5,885,688
Steel Reinforced Filled Polymer Torque Rod	6,030,570
Dry Viscous Spring Strut	4,560,150
Self-Stabilizing Dry Viscous Spring Damper	4,555,098
Self-Stabilizing Dry Viscous Spring Damper	4,577,842
Ball Joint Design	4,927,285
Fluid Filled Elastomeric Damping Device	4,895,353
Elastomeric Bushing and Method of Manufacturing the Same	4,916,749
Hydraulic Damping Bushing	5,040,774
Elastomeric Clamp	5,013,002
Elastomeric Bushing Assembly for Torque Rod	5,122,011
Rubber-Metal Bushing	5,328,160
Fluid-Filled Elastomeric Suspension Bushing	5,397,112
Method of Making a Bearing Structure and Bearing So Made	5,540,420
Torque Rod Bearing Assembly	6,231,264
Headed Solid Rod for Torque Rod Spacer	6,267,526
Crimped Bushing	6,430,774
Torque Rod Apex Mount	6,270,282
Hinged/Split Reinforced Clam Shell Bushing	6,513,801
Non-Slip Sta-Bra Bushing	10/075062
One Piece Trailing Arm For Torsional Springs	09/549796

<b>TITLE</b>	<b>PAT NO./ APP. NO.</b>
Upper Shock Mount Isolator With Integral Air Spring Housing Pivot Bearing	10/348125
Low-Torque Pivot Bushing	10/074944
High Compliance Multiple Chamber Piston For Fluid Damped Elastomer	10/128902
Exhaust Isolator System	10/079037
Anti-Walkout Spool Bushing	10/163249
One End Adjustable Torque Rod	10/435155

**SECURITY INTEREST  
IN UNITED STATES PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, The Pullman Company, a Delaware corporation (the "Grantor") with principal offices at 500 North Field Drive, Lake Forest, Illinois 60045, and JPMorgan Chase Bank, as Administrative Agent, with principal offices at 270 Park Avenue, New York, New York 10017 (the "Administrative Agent"), hereby agree as follows:

DEFINITIONS. Unless otherwise defined herein or the context otherwise requires, capitalized terms used in this agreement shall have the meaning provided or provided by reference in the Guarantee and Collateral Agreement, dated as of November 4, 1999, made by Tenneco Automotive Inc., Tenneco Automotive Operating Company Inc., Tenneco International Holding Corp., Tenneco Global Holdings Inc., The Pullman Company, TMC Texas Inc., and Clevite Industries Inc. (together with any other entity that may become a party as provided therein), in favor of JPMorgan Chase Bank, as Administrative Agent (as amended from time to time, the "Collateral Agreement").

GRANT OF SECURITY INTEREST. Pursuant to the Collateral Agreement the Grantor pledged and granted to the Administrative Agent, for the ratable benefit of the Lenders to secure the satisfactory performance of payment of all Obligations of the Grantor, a continuing security interest (the "Security Interest") in the Patents, as that term is defined in the Collateral Agreement (including, without limitation, those listed on Schedule A of this agreement).

By the execution and delivery of this agreement the Grantor hereby confirms the grant of the Security Interest in the Patents listed on Schedule A of this agreement for purposes of recording such Security Interest with the United States Patent and Trademark Office and other such relevant authorities as the Administrative Agent deems appropriate or necessary. The rights

and remedies of the Administrative Agent with respect to the Security Interest are without prejudice to, and are in addition to those set forth in the Collateral Agreement. In the event that any provisions of this agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern and control.

This agreement constitutes the entire agreement among the parties relating to the subject matter hereof and supersedes all prior oral or written understandings among the parties relating to the subject matter hereof.

This agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 2<sup>nd</sup> day of July, 2003.

The Pullman Company

By: Anne Fruet  
Name: Anne Fruet  
Title: Vice President for Patent Administration

JPMorgan Chase Bank,  
as Administrative Agent

By: Karen M. Sharf  
Name: KAREN M. SHARF  
Title: VICE PRESIDENT

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