

12-11-2000

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IN THE



101546219

ADEMARK OFFICE

Attorney Docket No. 1316T-220038

COVER SHEET FOR RECORDAL OF DOCUMENT (TRADEMARK)

Hon. Commissioner of Patents and Trademarks
Washington, D.C. 20231

Sir:

Pursuant to 37 C.F.R. 3.31, enclosed herewith is a document for recordal in this case. The following information is provided:

(1) Name Of Party Conveying or Previously Holding The Interest:

Tenneco Automotive Inc.
a Delaware Corporation
500 North Field Drive
Lake Forest, Illinois 60045

(2) Name And Address Of Party Receiving or Presently Holding The Interest:

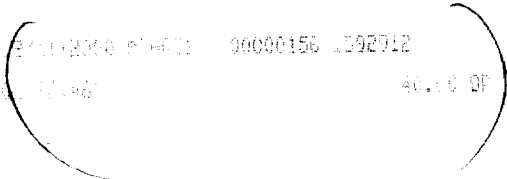
Tenneco Automotive Operating Company Inc.
a Delaware corporation
500 North Field Drive
Lake Forest, Illinois 60045

(3) Description Of The Transaction To Be Recorded:

Assignment License
 Change of Name Other _____

(4) Application(s) and/or Trademark Registration(s) Against Which Enclosure Is To Be Recorded:

Serial Number _____, filed _____
 Application being filed concurrently herewith.
 Reg. Number 1592912, registered April 24, 1990.



(5) **Name And Address Of The Party To Whom Correspondence Concerning The Request To Record Should Be Mailed:**

Lisabeth H. Coakley
P.O. Box 828
Bloomfield Hills, Michigan 48303

(6) **Number Of Applications and/or Trademark Registrations Identified In The Cover Sheet And Total Recordal Fee:**

Number of Applications/Registrations: 1

Total Recordal Fee Enclosed: \$40.00

(7) **Date(s) The Document Was Executed:** November 5, 1999

(8) **The Present Owner Of The Trademark Is Domiciled In The United States:**

Yes No

If "No", An Appointment of Domestic Representative:

- Has already been filed.
- Is enclosed herewith.
- Is not required. (Change of Name only)

To the best of my knowledge and belief, the foregoing information is true and correct, and if the attached is not an original document, the undersigned verifies that it is a true copy of the original.

If, for some reason, Applicant(s) has/have not paid a sufficient fee, please charge our Deposit Account No. 08-0750 for any further fees which may be due. A duplicate copy of this document is enclosed.

Respectfully submitted,

By: *Lisabeth H. Coakley*
Lisabeth H. Coakley
Michigan Bar No. P34108
Attorney for Applicant(s)

Date: *November 8, 2000*

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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0840913 8100

991470687

AUTHENTICATION: 0065292

DATE: 11-05-99

TRADEMARK

REEL: 002192 FRAME: 0149

FROM RICHARDS, LAYTON & FINGER #1

(FR)11. 5'99 7:19/ST. 7:16/NO. 4861004517 P 3

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
991470687 - 0840913

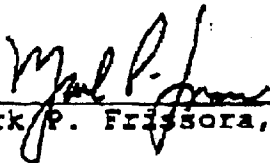
TRADEMARK
REEL: 002192 FRAME: 0150

FROM RICHARDS, LAYTON & FINGER #1

(FRID) 11. 5 '99 7:19/ST. 7:16/NO. 4861004517 3 2

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