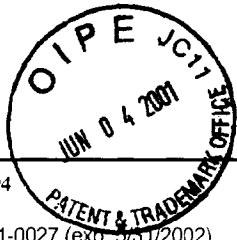


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Tenneco Automotive Inc.

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

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

2. Name and address of receiving party(ies)

Name: Tenneco Automotive Operating Internal Company Inc. 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 (Designations 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 5, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) (1,153,083)

Additional number(s) attached Yes No

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

Name: Gordon K. Harris, Jr.

Internal Address:

Street Address: P. O. Box 828

Bloomfield Hills, MI 48303 City: State: Zip:

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Any additional fees which may be due are authorized to be charged to deposit account.

8. Deposit account number: 08-0750

(Attach 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.

Gordon K. Harris, Jr.

Name of Person Signing Reg. No. 28615

Signature

Date May 31, 2001

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

6

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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TRADEMARK REEL: 002311 FRAME: 0608



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: 0699864

DATE: 09-27-00

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TRADEMARK  
REEL: 002311 FRAME: 0609

**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:

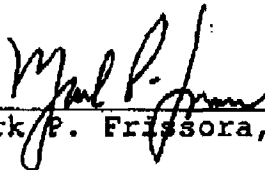
"1. The name of the corporation is Tenneco Automotive Operating Company Inc."

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*

IN WITNESS WHEREOF, Tenneco Automotive Inc. has caused this Certificate to be executed by its duly authorized officer, on this 5<sup>th</sup> day of November, 1999.

TENNECO AUTOMOTIVE INC.

By:   
Mark P. Frissora, President