

02-19-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

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 Automotive Inc.

2-11-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 5, 1999

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

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0745345, 0575157, 1251601, 2080683, 2637845

Additional number(s) attached Yes No

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

Name: Lisabeth H. Coakley

Internal Address: Harness Dickey & Pierce, P.L.C.

Street Address: 5445 Corporate Drive

City: Troy State: MI Zip: 48098

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:

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.

Lisabeth H. Coakley

Name of Person Signing

Lisabeth H. Coakley

Signature

January 8, 2003

Date

02/14/2003 LMUELLER 00000076 080750 0745345 Total number of pages including cover sheet, attachments, and document: 5

01 FC:8521 40.00 CH 02 FC:8522 100.00 CH

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

TRADEMARK REEL: 002672 FRAME: 0664

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:

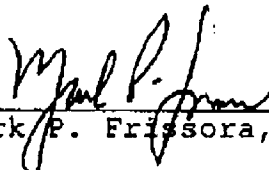
"1. The name of the corporation is Tenneco Automotive Operating Company Inc."

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 5th day of November, 1999.

TENNECO AUTOMOTIVE INC.

By: 
Mark P. Frissora, President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0840913 81

AUTHENTICATION: 1602444

020082693

DATE: 02-07-02

RECORDED: 02/11/2003

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