

09-22-2003

COVER SHEET
LY

9.17.03



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To the Honorable Commissioner of Patents

ne attached original documents or copy thereof.

1. Name of conveying party(ies):
Tenneco Automotive Operating Company Inc.

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

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

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other New York banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: July 28, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Attached Schedule A

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)
See Attached Schedule A

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 registrations involved: 77

7. Total fee (37 CFR 3.41):\$ 1,940.00
 Enclosed
 Authorized to be charged to ~~deposit account~~ credit card

8. Deposit account number:

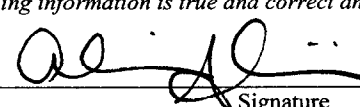
(Attach duplicate copy of this page if paying by deposit account)

09/18/2003 DBYRNE 00000003 2384940

01 FC:8521 40.00 DP
02 FC:8522 1900.00 DP

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 document: 9

SCHEDULE A

TITLE	STATUS	REG. NO./ APP. NO.
RANCHO AND DESIGN	Registered	2,384,940
SURESHIFT AND DESIGN	Registered	2,637,845
MONROE AND DESIGN	Registered	2,228,132
QUIET-FLOW	Registered	2,237,776
Z PLUS	Registered	2,237,775
RANCHO	Registered	2,083,927
DYNAMAX	Registered	2,015,713
TENNECO	Registered	2,080,683
TENNECO AND DESIGN	Registered	2,192,498
SENSA-TRAC	Registered	1,949,008
MONROE	Registered	1,927,531
MONROE AND DESIGN	Registered	1,914,781
LIMITED EDITION	Registered	1,892,463
AIR RANCHO	Registered	1,831,263
MONRO-MATIC PLUS	Registered	1,829,341
THE ROAD SENSING ONE AND DESIGN	Registered	1,807,372
RANCHO RS 9000 5-SPEED AND DESIGN	Registered	1,793,593
THE ROAD SENSING ONE	Registered	1,797,725
MAX-LIFT	Registered	1,884,826
XT-60	Registered	1,804,334
GAS-MATIC	Renewed	1,645,144
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GAS-MAGNUM	Registered	1,396,687
WALKER ADVANTAGE	Registered	1,394,797
WALKER ADVANTAGE MUFFLER AND DESIGN	Registered	1,393,958
ABSORBITE	Registered	1,460,783
SONIC TURBO	Registered	1,322,047
SONIC TURBO	Registered	1,320,582
SUPER STRUT	Registered	1,326,444
CYCLONE	Registered	1,316,853
CYCLONE AND DESIGN	Registered	1,316,852
TURBOPOWER	Registered	1,269,121
TENNECO	Registered	1,251,601
THE MUFFLER BAY	Registered	1,379,553
THE MUFFLER BAY AND DESIGN	Registered	1,345,059
PRO-FIT	Renewed	1,153,083
BLACKJACK HEADERS AND DESIGN	Renewed	1,108,544
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MAX-AIR	Renewed	1,000,678
HUSH THRUSH	Renewed	970,143
THRUSH	Renewed	839,099
ULTRA	Renewed	850,495
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MONROE	Renewed	526,842
DNX AND DESIGN	Pending	78/208,189
DNX	Pending	78/208,175
WALKER HEAVY DUTY AND DESIGN	Pending	78/204,386
WALKER HEAVY DUTY MONROE AND DESIGN	Pending	78/204,379
MONROE HEAVY DUTY AND DESIGN	Pending	78/204,373
OUR MISSION IS GO	Pending	78/131,675
OUR SYMBOL IS TEN	Pending	78/131,667
BI-DRAX	Pending	78/074,538
GRIPPER	Pending	78/071,716
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DYNOMAX AND DESIGN	Registered	2,538,253
FLUIDBLOC	Registered	2,573,442
ERIS	Registered	2,636,998
SLE	Pending	76/231,018
A SMOOTH RIDE IS JUST A CLICK AWAY	Pending	76/195,972
MEGA-FLOW NOISEBRAKER	Pending	76/158,162
MEGA-CLAMP	Registered	2,664,081
MONROE REFLEX	Registered	2,584,470
SAFETY TRIANGLE, STEERING, STOPPING, STABILITY AND DESIGN	Pending	78/252,058

**SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Tenneco Automotive Operating Company Inc., 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 and payment of all Obligations of the Grantor, a continuing security interest (the "Security Interest") in the Trademarks, 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 Trademarks 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

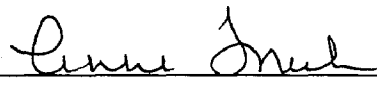
and remedies of the Administrative Agent with respect to the Security Interest are without prejudice to, and are in addition to those set forth in the Collateral Agreement. In the event that any provisions of this agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral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

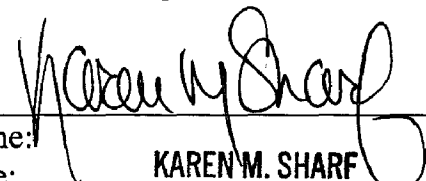
This agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28th day of July, 2003.

Tenneco Automotive Operating Company Inc.

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

JPMorgan Chase Bank,
as Administrative Agent

By: 
Name: **KAREN M. SHARF**
Title: **VICE PRESIDENT**

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