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**Apr 18 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 842774 (2)

1. Corporation Name
MONROE AUTO EQUIPMENT COMPANY



Principal Place of Business 1010 MILAM ST. P.O. BOX 2511 HOUSTON TX 77252	Mailing Address 1010 MILAM ST. P.O. BOX 2511 HOUSTON TX 77252-2511
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3. Date Incorporated or Qualified 03/09/1979	3a. Date of Last Report 04/22/1996
4. FEI Number 74-1933558	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 8401 NEW TRAILS DRIVE	26 P. O. BOX 4100
22 Suite, Apt. #, etc. ATTN: CORP. TAX DEPT.	27 Suite, Apt. #, etc. ATTN: CORP. TAX DEPT.
23 City & State THE WOODLANDS, TX	28 City & State THE WOODLANDS, TX
24 Zip 77381	25 Country
29 Zip 77387-4100	30 Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ Signature, typed or printed name of registered agent and title if applicable (NOTE - Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VSD	<input type="checkbox"/> DELETE
NAME	KEARNS, VIRGINIA L.	
STREET ADDRESS	1 BRISTOL COURT	
CITY-ST-ZIP	LINCOLNSHIRE IL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CHURCHILL, WILLIAM M.	
STREET ADDRESS	5535 RADCLIFFE	
CITY-ST-ZIP	SYLVANIA OH	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	SNELL, RICHARD	
STREET ADDRESS	431 SADDLE RUN	
CITY-ST-ZIP	LAKE FOREST IL	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	THOMPSON, JACK L.	
STREET ADDRESS	3156 SOUTH CUSTER	
CITY-ST-ZIP	MONROE MI	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	FITZPATRICK, PHIL	
STREET ADDRESS	5714 KIRKLAND	
CITY-ST-ZIP	TOLEDO OH	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V/AS/GENERAL COUNSEL	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	EVANS, THOMAS E.	
2.3 STREET ADDRESS	1275 ARBOR LANE	
2.4 CITY-ST-ZIP	LAKE FOREST, IL 60045	
3.1 TITLE	V/AT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	OSAR, KAREN R.	
3.3 STREET ADDRESS	70 AVIEMORE DRIVE	
3.4 CITY-ST-ZIP	NEW ROCHELLE, NY 10804	
4.1 TITLE	V/AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	SIMPSON, ROBERT G.	
4.3 STREET ADDRESS	5627 PALISADE FALLS	
4.4 CITY-ST-ZIP	KINGWOOD, TX 77345	
5.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	STEWART, KARL A.	
5.3 STREET ADDRESS	107 PERKINS ROAD	
5.4 CITY-ST-ZIP	GREENWICH, CT 06830	
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	NEECE, BERT F	
6.3 STREET ADDRESS	5907 ROCKY BROOK	
6.4 CITY-ST-ZIP	KINGWOOD, TX 77345	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, changed, or on an attachment with an address.

CR2E034 (9/96)

TENNECO AUTOMOTIVE INC.

Corporate Street Address: One International Dr., Monroe, MI 48161
Corporate Mailing Address: P. O. Box 4100, The Woodlands, TX 77387-4100

All Directors' & Officers' business addresses are the same as corporate street and mailing addresses

DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Social Security #</u>
Thomas E. Evans Paul T. Stecko	1275 Arbor Lane, Lake Forest, IL 60045 23 Sandpiper Lane, Lake Forest, IL 60045	173-40-6956 209-34-9365

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Social Security #</u>
Thomas E. Evans Lauren A. Giglio Virginia L. Kearns	President Vice President - International Finance Vice President, General Counsel and Assistant Secretary	1275 Arbor Lane, Lake Forest, IL 60045 1133 Ashbury Lane, Libertyville, IL 60048 1 Bristol Court, Lincolnshire, IL 60069	173-40-6956 362-46-6202 461-66-9091
David F. Kratochvil Donald R. Miller Karen R. Osar	Vice President - Logistics Vice President - Sales and Marketing Vice President and Assistant Treasurer	One International Dr., Monroe, MI 48161 One International Dr., Monroe, MI 48161 70 Aviemore Drive, New Rochelle, NY 10804	018-44-3922
Michael L. Page Barbara G. Posner Thomas W. Ryan Richard P. Schneider Robert G. Simpson	Vice President and Controller Vice President Vice President Vice President Vice President and Assistant Secretary	One International Dr., Monroe, MI 48161 1499 Christina Lane, Lake Forest, IL 60045 680 Leland Court, Lake Forest, IL 60045 210 Margate Court, Lake Bluff, IL 60044 5627 Palisade Falls, Kingwood, TX 77345	326-42-5102 366-50-0372 185-36-5239 359-44-0711

TENNECO AUTOMOTIVE INC.
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Karl A. Stewart	Vice President and Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Michael A. Becker	Assistant Secretary	22207 Joshua Kendall Lane, Katy, TX 77449	071-38-4316
Paul D. Bernardoni	Assistant Secretary	17554 Pine Creek Trace, Grayslake, IL 60030	323-36-7062
James D. Gaughan	Assistant Secretary	143 Old Stamford Road, New Canaan, CT 06840	460-92-7783
Bert F. Neece	Assistant Secretary	5907 Rocky Brook, Kingwood, TX 77345	327-40-9245
Paul D. Novas	Assistant Treasurer	53 Canoe Hill Road, New Canaan, CT 06840	001-58-2742