

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**May 04, 1999 8:00 am**  
**Secretary of State**

05-04-1999 90020 032 \*\*\*150.00

|  |   |  |
|--|---|--|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1999</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|--|

**DOCUMENT # 842774**

1. Corporation Name  
**TENNECO AUTOMOTIVE INC.**

|   |   |
|---|---|
| Principal Place of Business<br>500 NORTH FIELD DR<br>LAKE FOREST IL 60045<br>US | Mailing Address<br>P.O. BOX 4100<br>ATTN CORP TAX DEPT<br>THE WOODLANDS TX 77387-4100<br>US |
|---|---|



DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |   |
|--------------------------------|---------------------|---------------------|---------------------|---|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br>03/09/1979   |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br>74-1933558   |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required  |
| 23                             | Zip                 | 28                  | Country             | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                     |
| 24                             | Country             | 29                  | Country             | 8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

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 **FL** 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

|                |                       |  |
|----------------|-----------------------|--|
| TITLE          | VASG                  | <input type="checkbox"/> DELETE            |
| NAME           | KEARNS, VIRGINIA L.   |  |
| STREET ADDRESS | 1 BRISTOL COURT       |  |
| CITY-ST-ZIP    | LINCOLNSHIRE IL       |  |
| TITLE          | P                     | <input type="checkbox"/> DELETE            |
| NAME           | EVANS, THOMAS E       |  |
| STREET ADDRESS | 1275 ARBOR LANE       |  |
| CITY-ST-ZIP    | LAKE FOREST IL        |  |
| TITLE          | VT                    | <input type="checkbox"/> DELETE            |
| NAME           | OSAR, KAREN R         |  |
| STREET ADDRESS | 70 AVIEMORE DRIVE     |  |
| CITY-ST-ZIP    | NEW ROCHELLE NY 10804 |  |
| TITLE          | VAS                   | <input checked="" type="checkbox"/> DELETE |
| NAME           | SIMPSON, ROBERT G     |  |
| STREET ADDRESS | 5627 PALISADE FALLS   |  |
| CITY-ST-ZIP    | KINGWOOD TX           |  |
| TITLE          | VS                    | <input type="checkbox"/> DELETE            |
| NAME           | STEWART, KARL A       |  |
| STREET ADDRESS | 107 PERKINS ROAD      |  |
| CITY-ST-ZIP    | GREENWICH CT          |  |
| TITLE          | AS                    | <input type="checkbox"/> DELETE            |
| NAME           | NEECE, BERT F         |  |
| STREET ADDRESS | 5907 ROCKY BROOK      |  |
| CITY-ST-ZIP    | KINGWOOD TX           |  |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                    |                        |  |
|--------------------|------------------------|--|
| 1.1 TITLE          | VAS                    | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME           | VIRGINIA L. KEARNS     |  |
| 1.3 STREET ADDRESS | 1 BRISTOL COURT        |  |
| 1.4 CITY-ST-ZIP    | LINCOLNSHIRE, IL 60069 |  |
| 2.1 TITLE          |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 2.2 NAME           |                        |  |
| 2.3 STREET ADDRESS |                        |  |
| 2.4 CITY-ST-ZIP    |                        |  |
| 3.1 TITLE          |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 3.2 NAME           |                        |  |
| 3.3 STREET ADDRESS |                        |  |
| 3.4 CITY-ST-ZIP    |                        |  |
| 4.1 TITLE          | VAS                    | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME           | DON P. CARPENTER       |  |
| 4.3 STREET ADDRESS | 23946 ENGLISH OAKS     |  |
| 4.4 CITY-ST-ZIP    | SPRING, TX 77373       |  |
| 5.1 TITLE          |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 5.2 NAME           |                        |  |
| 5.3 STREET ADDRESS |                        |  |
| 5.4 CITY-ST-ZIP    |                        |  |
| 6.1 TITLE          |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 6.2 NAME           |                        |  |
| 6.3 STREET ADDRESS |                        |  |
| 6.4 CITY-ST-ZIP    |                        |  |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Bert F. Neece* BERT F. NEECE APR 12 1999 281/539-6961

CR2E034 (11/98)

475769-90020 32  
842774

TENNECO AUTOMOTIVE INC.  
Corporate Street Address: 500 North Field Drive, Lake Forest, IL 60045  
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>Position</u>   | <u>Address</u>                           | <u>Social Security #</u> |
|-------------------|---|--|--------------------------|
| Robert T. Blakely | General Counsel   | 89 Valley Drive, Greenwich, CT 06831     | 186-32-8311              |
| Thomas E. Evans   | President   | 1275 Arbor Lane, Lake Forest, IL 60045   | 173-40-6956              |
| Dana G. Mead      | Managing Director - Asia Pacific Rim  | 14 Fairway Lane, Greenwich, CT 06831     | 347-26-4370              |
| Paul T. Stecko    | Vice President - Global Engineering, Ride Control Systems and Vice President - North American Engineering, Ride Control Systems | 23 Sandpiper Lane, Lake Forest, IL 60045 | 209-34-9365              |

OFFICERS

| <u>Name</u>          | <u>Position</u>  | <u>Address</u>                                 | <u>Social Security #</u> |
|----------------------|--|--|--------------------------|
| John L. Howard       | Senior Vice President and General Manager - North American Original Equipment Management | 25994 Edinborough Circle, Perrysburg, OH 43551 | 273-58-1332              |
| Thomas E. Evans      | Senior Vice President - Global Supply Chain Management                                   | 1330 Estate Lane East, Lake Forest, IL 60045   | 485-40-8547              |
| Alex Drysdale        | Vice President and Assistant Secretary   | 23946 English Oaks, Spring, TX 77373           | 449-31-8636              |
| William M. Churchill | Vice President   | 1802 Princeton Court, Lake Forest, IL 60045    | 579-56-8228              |
| Mark P. Frissora     | Vice President - Information Technology Services   | 1455 Lawrence Avenue, Lake Forest, IL 60045    | 320-54-9745              |
| Robert D. Harlow     | Vice President and Assistant Secretary   | 533 Cognewaugh Road, Cos Cob, CT 06837         | 317-54-3450              |
| Don P. Carpenter     | Vice President and Chief Financial Officer   | 1 Bristol Court, Lincolnshire, IL 60069        | 461-66-9091              |
| Phillip A. Dur       | Vice President and Treasurer   | 411 South County Line Road, Hinsdale, IL 60521 | 456-08-2599              |
| H. William Haser     | Vice President - Global Manufacturing  | 70 Aviemore Drive, New Rochelle, NY 10804      | 018-44-3922              |
| John L. Howard       | Vice President - Human Resources   | 312 Surrey Lane, Lake Forest, IL 60045         | 131-34-6886              |
| Virginia L. Kearns   | Vice President and Controller - N.A. Operations  | 210 Margate Court, Lake Bluff, IL 60044        | 185-36-5239              |
| Mark A. McCollum     | Vice President and Secretary   | 1201 W. Glenn Lane, Mt. Prospect, IL 60056     | 479-68-1001              |
| Karen R. Osar        | Vice President - Global Engineering, Exhaust Systems                                     | 107 Perkins Road, Greenwich, CT 06830          | 450-68-4329              |
| Dennis R. Ruddy      | Vice President - Operating Systems Reliability   | 500 North Field Drive, Lake Forest, IL 60045   |                          |
| Richard P. Schneider | Assistant Secretary  | 2807 Falmouth Road, Toledo, OH 43615           | 157-54-6394              |
| David A. Shadduck    | Assistant Secretary  | 22207 Joshua Kendall Lane, Katy, TX 77449      | 071-38-4316              |
| Karl A. Stewart      | Assistant Secretary  | 82 Drift oak Circle, The Woodlands, TX 77381   | 259-98-6031              |
| Herman Wetens        | Assistant Secretary  | 617 Wenonah, Oak Park, IL 60304                | 321-68-9879              |
| Wayne B. Williams    | Assistant Secretary  | 143 Old Stamford Road, New Canaan, CT 06840    | 460-92-7783              |
| Michael A. Becker    | Assistant Secretary  | 5907 Rocky Brook, Kingwood, TX 77345           | 327-40-9245              |
| Victor Franck        | Assistant Treasurer  | 1656 West Nelson, Chicago, IL 60657            | 306-72-4327              |
| Anne E. Frieh        | Assistant Treasurer  | 53 Canoe Hill Road, New Canaan, CT 06840       | 001-58-2742              |
| James D. Gaughan     | Assistant Treasurer  |  |                          |
| Bert F. Neece        | Assistant Treasurer  |  |                          |
| Gregory B. Kavanaugh | Assistant Treasurer  |  |                          |
| Paul D. Novas        | Assistant Treasurer  |  |                          |