

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-12387

**TENNECO INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**76-0515284**

(I.R.S. Employer  
Identification No.)

**500 North Field Drive, Lake Forest, Illinois**

(Address of principal executive offices)

**60045**

(Zip Code)

**Registrant's telephone number, including area code: (847) 482-5000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common Stock, par value \$0.01 per share: 57,287,298 shares outstanding as of April 29, 2016.

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\* No response to this item is included herein for the reason that it is inapplicable or the answer to such item is negative.

**CAUTIONARY STATEMENT FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning, among other things, our prospects and business strategies. These forward-looking statements are included in various sections of this report, including the section entitled “Outlook” appearing in Item 2 of this report. The words “may,” “will,” “believe,” “should,” “could,” “plan,” “expect,” “anticipate,” “estimate,” and similar expressions (and variations thereof), identify these forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, these expectations may not prove to be correct. Because these forward-looking statements are also subject to risks and uncertainties, actual results may differ materially from the expectations expressed in the forward-looking statements. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements include:

- general economic, business and market conditions;
- our ability to source and procure needed materials, components and other products and services in accordance with customer demand and at competitive prices;
- the cost and outcome of existing and any future claims, legal proceedings or investigations, including, but not limited to, any of the foregoing arising in connection with the ongoing global antitrust investigation, product performance, product safety or intellectual property rights;
- changes in capital availability or costs, including increases in our cost of borrowing (i.e., interest rate increases), the amount of our debt, our ability to access capital markets at favorable rates, and the credit ratings of our debt;
- changes in consumer demand, prices and our ability to have our products included on top selling vehicles, including any shifts in consumer preferences away from light trucks, which tend to be higher margin products for our customers and us, to other lower margin vehicles, for which we may or may not have supply arrangements;
- changes in consumer demand for our automotive, commercial or aftermarket products, or changes in automotive and commercial vehicle manufacturers’ production rates and their actual and forecasted requirements for our products, due to difficult economic conditions, such as the prolonged recession in Europe;
- the overall highly competitive nature of the automobile and commercial vehicle parts industries, and any resultant inability to realize the sales represented by our awarded book of business (which is based on anticipated pricing and volumes over the life of the applicable program);
- the loss of any of our large original equipment manufacturer (“OEM”) customers (on whom we depend for a substantial portion of our revenues), or the loss of market shares by these customers if we are unable to achieve increased sales to other OEMs or any change in customer demand due to delays in the adoption or enforcement of worldwide emissions regulations;
- our ability to successfully execute cash management and other cost reduction plans, including our European cost reduction initiatives, and to realize anticipated benefits from these plans;
- economic, exchange rate and political conditions in the countries where we operate or sell our products;
- industrywide strikes, labor disruptions at our facilities or any labor or other economic disruptions at any of our significant customers or suppliers or any of our customers’ other suppliers;
- increases in the costs of raw materials, including our ability to successfully reduce the impact of any such cost increases through materials substitutions, cost reduction initiatives, customer recovery and other methods;
- the negative impact of fuel price volatility on transportation and logistics costs, raw material costs, discretionary purchases of vehicles or aftermarket products and demand for off-highway equipment;
- the cyclical nature of the global vehicle industry, including the performance of the global aftermarket sector and the impact of vehicle parts’ longer product lives;
- costs related to product warranties and other customer satisfaction actions;
- the failure or breach of our information technology systems, including the consequences of any misappropriation, exposure or corruption of sensitive information stored on such systems and the interruption to our business that such failure or breach may cause;
- the impact of consolidation among vehicle parts suppliers and customers on our ability to compete;
- changes in distribution channels or competitive conditions in the markets and countries where we operate, including the impact of increasing competition from lower cost, private-label products on our aftermarket business;
- customer acceptance of new products;
- new technologies that reduce the demand for certain of our products or otherwise render them obsolete;
- our ability to introduce new products and technologies that satisfy customers’ needs in a timely fashion;

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- our ability to realize our business strategy of improving operating performance;
- our ability to successfully integrate any acquisitions that we complete and effectively manage our joint ventures and other third-party relationships;
- changes by the Financial Accounting Standards Board or the Securities and Exchange Commission of authoritative generally accepted accounting principles or policies;
- changes in accounting estimates and assumptions, including changes based on additional information;
- any changes by the International Organization for Standardization (ISO) or other such committees in their certification protocols for processes and products, which may have the effect of delaying or hindering our ability to bring new products to market;
- the impact of the extensive, increasing and changing laws and regulations to which we are subject, including environmental laws and regulations, which may result in our incurrence of environmental liabilities in excess of the amount reserved;
- the potential impairment in the carrying value of our long-lived assets and goodwill or our deferred tax assets;
- potential volatility in our effective tax rate;
- natural disasters, such as earthquakes and flooding, and any resultant disruptions in the supply or production of goods or services to us or by us or in demand by our customers;
- acts of war and/or terrorism, as well as actions taken or to be taken by the United States and other governments as a result of further acts or threats of terrorism, and the impact of these acts on economic, financial and social conditions in the countries where we operate; and
- the timing and occurrence (or non-occurrence) of other transactions, events and circumstances which may be beyond our control.

The risks included here are not exhaustive. Refer to “Part I, Item 1A — Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2015 and “Part II, Item 1A — Risk Factors” of this Form 10-Q for further discussion regarding our exposure to risks. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor to assess the impact such risk factors might have on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

**PART I.**  
**FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors and Shareholders of Tenneco Inc.:**

We have reviewed the accompanying condensed consolidated balance sheet of Tenneco Inc. and its subsidiaries as of March 31, 2016, and the related condensed consolidated statements of income, comprehensive income, and cash flows for the three month periods ended March 31, 2016 and 2015 and changes in shareholders' equity for the three months ended March 31, 2016 and 2015. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for the year then ended (not presented herein), and in our report dated February 24, 2016 (which included an explanatory paragraph with respect to the Company's change in the manner of accounting in which it classifies deferred taxes in 2015), we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2015, is fairly stated in all material respects in relation to the condensed consolidated balance sheet from which it has been derived.

**/s/ PricewaterhouseCoopers LLP**

Milwaukee, Wisconsin

May 6, 2016

The "Report of Independent Registered Public Accounting Firm" included above is not a "report" or "part of a Registration Statement" prepared or certified by an independent accountant within the meaning of Sections 7 and 11 of the Securities Act of 1933, and the accountants' Section 11 liability does not extend to such report.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

	<b>Three Months Ended March 31, 2016</b>	<b>Three Months Ended March 31, 2015</b>
	<b>(Millions Except Share and Per Share Amounts)</b>	
<b>Revenues</b>		
Net sales and operating revenues	\$ 2,136	\$ 2,023
<b>Costs and expenses</b>		
Cost of sales (exclusive of depreciation and amortization shown below)	1,770	1,686
Engineering, research, and development	39	41
Selling, general, and administrative	147	125
Depreciation and amortization of other intangibles	54	50
	<u>2,010</u>	<u>1,902</u>
<b>Other expense</b>		
Loss on sale of receivables	(1)	(1)
Other	(1)	—
	<u>(2)</u>	<u>(1)</u>
<b>Earnings before interest expense, income taxes, and noncontrolling interests</b>	124	120
Interest expense	18	16
<b>Earnings before income taxes and noncontrolling interests</b>	106	104
Income tax expense	34	41
Net income	72	63
Less: Net income attributable to noncontrolling interests	15	14
<b>Net income attributable to Tenneco Inc.</b>	<u>\$ 57</u>	<u>\$ 49</u>
<b>Earnings per share</b>		
Weighted average shares of common stock outstanding —		
Basic	57,115,496	61,044,908
Diluted	57,445,941	61,593,087
Basic earnings per share of common stock	\$ 1.00	\$ 0.81
Diluted earnings per share of common stock	\$ 0.99	\$ 0.80

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of income.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	Three Months Ended March 31, 2016					
	Tenneco Inc.		Noncontrolling Interests		Total	
	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)
	(Millions)					
<b>Net Income</b>	\$	57	\$	15	\$	72
<b>Accumulated Other Comprehensive Income (Loss)</b>						
<b>Cumulative Translation Adjustment</b>						
Balance January 1	\$	(297)	\$	(1)	\$	(298)
Translation of foreign currency statements	23	23	1	1	24	24
Balance March 31	(274)		—		(274)	
<b>Additional Liability for Pension and Postretirement Benefits</b>						
Balance January 1	(368)		—		(368)	
Additional Liability for Pension and Postretirement Benefits, net of tax	4	4	—	—	4	4
Balance March 31	(364)		—		(364)	
Balance March 31	\$	(638)	\$	—	\$	(638)
<b>Other Comprehensive Income</b>		27		1		28
<b>Comprehensive Income</b>	\$	84	\$	16	\$	100

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)

	Three Months Ended March 31, 2015					
	Tenneco Inc.		Noncontrolling Interests		Total	
	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)
	(Millions)					
<b>Net Income</b>	\$	49	\$	14	\$	63
<b>Accumulated Other Comprehensive Income (Loss)</b>						
<b>Cumulative Translation Adjustment</b>						
Balance January 1	\$	(166)	\$	3	\$	(163)
Translation of foreign currency statements		(72)	(72)	1	1	(71)
Balance March 31		(238)		4		(234)
<b>Additional Liability for Pension and Postretirement Benefits</b>						
Balance January 1		(379)		—		(379)
Additional Liability for Pension and Postretirement Benefits, net of tax		3	3	—	—	3
Balance March 31		(376)		—		(376)
Balance March 31	\$	(614)	\$	4	\$	(610)
<b>Other Comprehensive Income (Loss)</b>		(69)		1		(68)
<b>Comprehensive Income (Loss)</b>	\$	(20)	\$	15	\$	(5)

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	March 31, 2016	December 31, 2015
	(Millions)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 374	\$ 287
Restricted cash	2	1
Receivables —		
Customer notes and accounts, net	1,269	1,102
Other	17	10
Inventories —		
Finished goods	296	257
Work in process	248	233
Raw materials	142	135
Materials and supplies	60	57
Prepayments and other	254	229
Total current assets	<u>2,662</u>	<u>2,311</u>
Other assets:		
Long-term receivables, net	11	13
Goodwill	59	60
Intangibles, net	21	22
Deferred income taxes	214	218
Other	103	100
	<u>408</u>	<u>413</u>
Plant, property, and equipment, at cost	3,513	3,418
Less — Accumulated depreciation and amortization	<u>(2,235)</u>	<u>(2,175)</u>
	1,278	1,243
Total Assets	<u>\$ 4,348</u>	<u>\$ 3,967</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt (including current maturities of long-term debt)	\$ 97	\$ 86
Accounts payable	1,462	1,376
Accrued taxes	52	37
Accrued interest	16	4
Accrued liabilities	253	250
Other	41	41
Total current liabilities	<u>1,921</u>	<u>1,794</u>
Long-term debt	1,311	1,124
Deferred income taxes	9	7
Postretirement benefits	313	318
Deferred credits and other liabilities	189	206
Commitments and contingencies		
Total liabilities	<u>3,743</u>	<u>3,449</u>
Redeemable noncontrolling interests	<u>51</u>	<u>43</u>
Tenneco Inc. Shareholders' equity:		
Common stock	1	1
Premium on common stock and other capital surplus	3,085	3,081
Accumulated other comprehensive loss	(638)	(665)
Retained earnings (accumulated deficit)	<u>(1,391)</u>	<u>(1,448)</u>
	1,057	969
Less — Shares held as treasury stock, at cost	<u>552</u>	<u>536</u>
Total Tenneco Inc. shareholders' equity	<u>505</u>	<u>433</u>
Noncontrolling interests	49	42
Total equity	<u>554</u>	<u>475</u>

Total liabilities, redeemable noncontrolling interests and equity

\$	4,348	\$	3,967
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The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated balance sheets.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
	(Millions)	
<b>Operating Activities</b>		
Net income	\$ 72	\$ 63
Adjustments to reconcile net income to cash used by operating activities —		
Depreciation and amortization of other intangibles	54	50
Deferred income taxes	3	(6)
Stock-based compensation	7	6
Changes in components of working capital —		
(Increase) decrease in receivables	(160)	(194)
(Increase) decrease in inventories	(51)	(59)
(Increase) decrease in prepayments and other current assets	(19)	(7)
Increase (decrease) in payables	56	77
Increase (decrease) in accrued taxes	15	12
Increase (decrease) in accrued interest	12	13
Increase (decrease) in other current liabilities	(17)	(2)
Changes in long-term assets	3	2
Changes in long-term liabilities	(5)	(3)
Other	1	(2)
Net cash used by operating activities	(29)	(50)
<b>Investing Activities</b>		
Proceeds from sale of assets	1	1
Cash payments for plant, property, and equipment	(68)	(77)
Cash payments for software related intangible assets	(6)	(5)
Changes in restricted cash	(1)	3
Net cash used by investing activities	(74)	(78)
<b>Financing Activities</b>		
Issuance (Repurchase) of common shares	(2)	—
Tax benefit from stock-based compensation	—	3
Retirement of long-term debt	(4)	(4)
Issuance of long-term debt	5	—
Purchase of common stock under the share repurchase program	(16)	(11)
Net increase (decrease) in bank overdrafts	7	(8)
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivable	193	111
Net increase (decrease) in short-term borrowings secured by accounts receivable	—	50
Net cash provided by financing activities	183	141
Effect of foreign exchange rate changes on cash and cash equivalents	7	(7)
Increase in cash and cash equivalents	87	6
Cash and cash equivalents, January 1	287	282
Cash and cash equivalents, March 31 (Note)	\$ 374	\$ 288
<b>Supplemental Cash Flow Information</b>		
Cash paid during the period for interest (net of interest capitalized)	\$ 6	\$ 4
Cash paid during the period for income taxes (net of refunds)	21	—
<b>Non-cash Investing and Financing Activities</b>		
Period end balance of trade payables for plant, property, and equipment	\$ 41	\$ 34

**Note:** Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of cash flows.

**TENNECO INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**(Unaudited)**

	Three Months Ended March 31,			
	2016		2015	
	Shares	Amount	Shares	Amount
(Millions Except Share Amounts)				
<b>Tenneco Inc. Shareholders:</b>				
<b>Common Stock</b>				
Balance January 1	65,067,132	\$ 1	64,454,248	\$ 1
Issued pursuant to benefit plans	315,706	—	295,682	—
Stock options exercised	21,392	—	97,097	—
Balance March 31	<u>65,404,230</u>	<u>1</u>	<u>64,847,027</u>	<u>1</u>
<b>Premium on Common Stock and Other Capital Surplus</b>				
Balance January 1		3,081		3,059
Premium on common stock issued pursuant to benefit plans		4		8
Balance March 31		<u>3,085</u>		<u>3,067</u>
<b>Accumulated Other Comprehensive Loss</b>				
Balance January 1		(665)		(545)
Other comprehensive income (loss)		27		(69)
Balance March 31		<u>(638)</u>		<u>(614)</u>
<b>Retained Earnings (Accumulated Deficit)</b>				
Balance January 1		(1,448)		(1,695)
Net income attributable to Tenneco Inc.		57		49
Balance March 31		<u>(1,391)</u>		<u>(1,646)</u>
<b>Less — Common Stock Held as Treasury Stock, at Cost</b>				
Balance January 1	7,473,325	536	3,244,692	323
Purchase of common stock through stock repurchase program	360,000	16	192,000	11
Balance March 31	<u>7,833,325</u>	<u>552</u>	<u>3,436,692</u>	<u>334</u>
Total Tenneco Inc. shareholders' equity		<u>\$ 505</u>		<u>\$ 474</u>
<b>Noncontrolling Interests:</b>				
Balance January 1		\$ 42		\$ 41
Net income		7		6
Other comprehensive income		—		1
Balance March 31		<u>\$ 49</u>		<u>\$ 48</u>
<b>Total equity</b>		<u>\$ 554</u>		<u>\$ 522</u>

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of changes in shareholders' equity.

**TENNECO INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**(1) Consolidation and Presentation**

As you read the accompanying financial statements you should also read our Annual Report on Form 10-K for the year ended December 31, 2015.

In our opinion, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly Tenneco Inc.'s results of operations, comprehensive income, financial position, cash flows, and changes in shareholders' equity for the periods indicated. We have prepared the unaudited condensed consolidated financial statements pursuant to the rules and regulations of the U.S. Securities and Exchange Commission for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (U.S. GAAP) for annual financial statements.

Our condensed consolidated financial statements include all majority-owned subsidiaries. We carry investments in 20 percent to 50 percent owned companies in which the Company does not have a controlling interest, as equity method investments, at cost plus equity in undistributed earnings since the date of acquisition and cumulative translation adjustments. We have eliminated all intercompany transactions.

*Accounts Payable*

Accounts payable included \$84 million and \$93 million at March 31, 2016 and December 31, 2015, respectively, for accrued compensation and \$23 million and \$17 million at March 31, 2016 and December 31, 2015, respectively, for bank overdrafts at our European subsidiaries.

**(2) Financial Instruments**

The net carrying and estimated fair values of our financial instruments by class at March 31, 2016 and December 31, 2015 were as follows:

	March 31, 2016		December 31, 2015	
	Net Carrying Amount	Fair Value	Net Carrying Amount	Fair Value
	(Millions)			
Long-term debt (including current maturities)	\$ 1,312	\$ 1,348	\$ 1,125	\$ 1,160
Instruments with off-balance sheet risk:				
Foreign exchange forward contracts:				
Asset (Liability) derivative contracts	(1)	(1)	1	1

*Asset and Liability Instruments* — The fair value of cash and cash equivalents, short and long-term receivables, accounts payable, and short-term debt was considered to be the same as or was not determined to be materially different from the carrying amount.

*Long-term Debt* — The fair value of our public fixed rate senior notes is based on quoted market prices (level 1). The fair value of our private borrowings under our senior credit facility and other long-term debt instruments is based on the market value of debt with similar maturities, interest rates and risk characteristics (level 2). The fair value of our level 1 debt, as classified in the fair value hierarchy, was \$749 million and \$748 million at March 31, 2016 and December 31, 2015, respectively. We have classified \$570 million and \$390 million as level 2 in the fair value hierarchy at March 31, 2016 and December 31, 2015, respectively, since we utilize valuation inputs that are observable both directly and indirectly. We classified the remaining \$29 million and \$22 million, consisting of foreign subsidiary debt, as level 3 in the fair value hierarchy at March 31, 2016 and December 31, 2015, respectively.

The fair value hierarchy definition prioritizes the inputs used in measuring fair value into the following levels:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.
- Level 3 — Unobservable inputs based on our own assumptions.

*Foreign Exchange Forward Contracts* — When foreign currency exchange rate risk cannot be managed by operational strategies, we use derivative financial instruments, principally foreign currency forward purchase and sales contracts with terms

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of less than one year, to hedge our exposure to changes in foreign currency exchange rates. Our primary exposure to changes in foreign currency rates results from intercompany loans made between affiliates to minimize the need for borrowings from third parties. Additionally, we enter into foreign currency forward purchase and sale contracts to mitigate our exposure to changes in exchange rates on certain intercompany and third-party trade receivables and payables. We manage counter-party credit risk by entering into derivative financial instruments with major financial institutions that can be expected to fully perform under the terms of such agreements. We do not enter into derivative financial instruments for speculative purposes. The fair value of our foreign currency forward contracts is based on an internally developed model which incorporates observable inputs including quoted spot rates, forward exchange rates and discounted future expected cash flows utilizing market interest rates with similar quality and maturity characteristics. We record the change in fair value of these foreign exchange forward contracts as part of currency gains (losses) within cost of sales in the condensed consolidated statements of income. The fair value of foreign exchange forward contracts are recorded in prepayments and other current assets or other current liabilities in the condensed consolidated balance sheet. The fair value of our foreign exchange forward contracts was a net liability position of \$1 million at March 31, 2016 and a net asset position of \$1 million at December 31, 2015.

The following table summarizes by major currency the notional amounts for foreign currency forward purchase and sale contracts as of March 31, 2016 (all of which mature in 2016):

		Notional Amount in Foreign Currency
		(Millions)
Australian dollars	—Purchase	1
British pounds	—Purchase	39
	—Sell	(39)
Canadian dollars	—Sell	(2)
European euro	—Purchase	19
	—Sell	(41)
South African rand	—Purchase	70
	—Sell	(200)
Japanese yen	—Purchase	400
	—Sell	(416)
U.S. dollars	—Purchase	105
	—Sell	(70)

*Guarantees* —We have from time to time issued guarantees for the performance of obligations by some of our subsidiaries, and some of our subsidiaries have guaranteed our debt. All of our existing and future material domestic wholly-owned subsidiaries fully and unconditionally guarantee our senior credit facility and our senior notes on a joint and several basis. The arrangement for the senior credit facility is also secured by first-priority liens on substantially all our domestic assets and pledges of up to 66 percent of the stock of certain first-tier foreign subsidiaries. No assets or capital stock secure our senior notes. For additional information, refer to Note 13 of the consolidated financial statements of Tenneco Inc., where we present the Supplemental Guarantor Condensed Consolidating Financial Statements.

We have two performance guarantee agreements in the U.K. between Tenneco Management (Europe) Limited (“TMEL”) and the two Walker Group Retirement Plans, the Walker Group Employee Benefit Plan and the Walker Group Executive Retirement Benefit Plan (the “Walker Plans”), whereby TMEL will guarantee the payment of all current and future pension contributions in the event of a payment default by the sponsoring or participating employers of the Walker Plans. The Walker Plans are comprised of employees from Tenneco Walker (U.K.) Limited and our Futaba-Tenneco U.K. joint venture. Employer contributions are funded by both Tenneco Walker (U.K.) Limited, as the sponsoring employer and Futaba-Tenneco U.K., as a participating employer. The performance guarantee agreements are expected to remain in effect until all pension obligations for the Walker Plans’ sponsoring and participating employers have been satisfied. The maximum amount payable for these pension performance guarantees that is not attributable to Tenneco is approximately \$9 million as of March 31, 2016 which is determined by taking 105 percent of the liability of the Walker Plans calculated under section 179 of the U.K. Pension Act of 2004 offset by plan assets multiplied by the ownership percent attributable to Futaba-Tenneco U.K. We did not record an additional liability for this performance guarantee since Tenneco Walker (U.K.) Limited, as the sponsoring employer of the Walker Plans, already recognizes 100 percent of the pension obligation calculated based on U.S. GAAP, for all of the Walker Plans’ participating employers on its balance sheet, which was \$10 million and \$11 million at March 31, 2016 and

December 31, 2015, respectively. At March 31, 2016, all pension contributions under the Walker Plans were current for all of the Walker Plans' sponsoring and participating employers.

In June 2011, we entered into an indemnity agreement between TMEL and Futaba Industrial Co. Ltd. which requires Futaba to indemnify TMEL for any cost, loss or liability which TMEL may incur under the performance guarantee agreements relating to the Futaba-Tenneco U.K. joint venture. The maximum amount reimbursable by Futaba to TMEL under this indemnity agreement is equal to the amount incurred by TMEL under the performance guarantee agreements multiplied by Futaba's shareholder ownership percentage of the Futaba-Tenneco U.K. joint venture. At March 31, 2016, the maximum amount reimbursable by Futaba to TMEL is approximately \$9 million.

We have issued guarantees through letters of credit in connection with some obligations of our affiliates. As of March 31, 2016, we have guaranteed \$32 million in letters of credit to support some of our subsidiaries' insurance arrangements, foreign employee benefit programs, environmental remediation activities and cash management and capital requirements.

*Financial Instruments* — One of our European subsidiaries receives payment from one of its customers whereby the accounts receivable are satisfied through the delivery of negotiable financial instruments. We may collect these financial instruments before their maturity date by either selling them at a discount or using them to satisfy accounts receivable that have previously been sold to a European bank. Any of these financial instruments which are not sold are classified as other current assets. Such financial instruments held by our European subsidiary totaled zero and less than \$1 million at March 31, 2016 and December 31, 2015, respectively.

In certain instances, several of our Chinese subsidiaries receive payments from customers through the receipt of financial instruments on the date the customer payments are due. Several of our Chinese subsidiaries also satisfy vendor payments through the delivery of financial instruments on the date the payments are due. Financial instruments issued to satisfy vendor payables and not redeemed totaled \$23 million and \$15 million at March 31, 2016 and December 31, 2015, respectively, and were classified as notes payable. Financial instruments received from OE customers and not redeemed totaled \$5 million and \$8 million at March 31, 2016 and December 31, 2015, respectively. We classify financial instruments received from our customers as other current assets if issued by a financial institution of our customers or as customer notes and accounts, net if issued by our customer. We classified \$5 million and \$8 million in other current assets at March 31, 2016 and December 31, 2015, respectively.

The financial instruments received by one of our European subsidiaries and some of our Chinese subsidiaries are drafts drawn that are payable at a future date and, in some cases, are negotiable and/or are guaranteed by the banks of the customers. The use of these instruments for payment follows local commercial practice. Because certain of such financial instruments are guaranteed by our customers' banks, we believe they represent a lower financial risk than the outstanding accounts receivable that they satisfy which are not guaranteed by a bank.

*Supply Chain Financing* — Certain of our suppliers in the U.S. participate in a supply chain financing program under which they securitize their accounts receivables from Tenneco. Financial institutions participate in the supply chain financing program on an uncommitted basis and can cease purchasing receivables from Tenneco's suppliers at any time. If the financial institution did not continue to purchase receivables from Tenneco's suppliers under this program, the participating vendors may have a need to renegotiate their payment terms with Tenneco which in turn would cause our borrowings under our revolving credit facility to increase.

*Restricted Cash* - Some of our Chinese subsidiaries that issue their own financial instruments to pay vendors are required to maintain a cash balance if they exceed credit limits with the financial institution that guarantees the financial instruments. A restricted cash balance was required at those Chinese subsidiaries for \$2 million and \$1 million at March 31, 2016 and December 31, 2015, respectively.

### **(3) Long-Term Debt and Financing Arrangements**

Our financing arrangements are primarily provided by a committed senior secured financing arrangement with a syndicate of banks and other financial institutions. The arrangement is secured by substantially all our domestic assets and pledges of up to 66 percent of the stock of certain first-tier foreign subsidiaries, as well as guarantees by our material domestic subsidiaries.

As of March 31, 2016, the senior credit facility provides us with a total revolving credit facility size of \$1,200 million and had a \$281 million balance outstanding under the Tranche A Term Facility, both of which will mature on December 8, 2019. Net carrying amount for the balance outstanding under the Tranche A Term Facility including a \$2 million debt issuance cost was \$279 million as of March 31, 2016. Funds may be borrowed, repaid and re-borrowed under the revolving credit facility without premium or penalty (subject to any customary LIBOR breakage fees). The revolving credit facility is reflected as debt on our balance sheet only if we borrow money under this facility or if we use the facility to make payments for letters of

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credit. Outstanding letters of credit reduce our availability to borrow revolving loans under the facility. We are required to make quarterly principal payments under the Tranche A Term Facility of \$3.75 million through December 31, 2016, \$5.625 million beginning March 31, 2017 through December 31, 2017, \$7.5 million beginning March 31, 2018 through September 30, 2019 and a final payment of \$195 million is due on December 8, 2019. We have excluded the required payments, within the next twelve months, under the Tranche A Term Facility totaling \$17 million from current liabilities as of March 31, 2016, because we have the intent and ability to refinance the obligations on a long-term basis by using our revolving credit facility.

The financial ratios required under the amended and restated senior credit facility, and the actual ratios we achieved for the first quarter of 2016, are as follows:

	Quarter Ended	
	March 31, 2016	
	Required	Actual
Leverage Ratio (maximum)	3.50	1.54
Interest Coverage Ratio (minimum)	2.75	13.90

The senior credit facility includes a maximum leverage ratio covenant of 3.50 and a minimum interest coverage ratio of 2.75, in each case through December 8, 2019.

At March 31, 2016, of the \$1,200 million available under the revolving credit facility, we had unused borrowing capacity of \$912 million with \$288 million in outstanding borrowings and zero in outstanding letters of credit. As of March 31, 2016, our outstanding debt also included (i) \$281 million of a term loan which consisted of a \$279 million net carrying amount including a \$2 million debt issuance cost related to our Tranche A Term Facility which is subject to quarterly principal payments as described above through December 8, 2019, (ii) \$225 million of notes which consisted of a \$221 million net carrying amount including a \$4 million debt issuance cost of 5<sup>3</sup>/<sub>8</sub> percent senior notes due December 15, 2024, (iii) \$500 million of notes which consisted of a \$494 million net carrying amount including a \$6 million debt issuance cost of 6<sup>7</sup>/<sub>8</sub> percent senior notes due December 15, 2020, and (iv) \$126 million of other debt.

#### (4) Income Taxes

For interim tax reporting we estimate our annual effective tax rate and apply it to our year to date ordinary income. Jurisdictions where no tax benefit can be recognized due to a valuation allowance are excluded from the estimated annual effective tax rate. The impact of including these jurisdictions on the quarterly effective rate calculation could result in a higher or lower effective tax rate during a particular quarter due to the mix and timing of actual earnings versus annual projections. The tax effects of certain unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

We reported income tax expense of \$34 million and \$41 million in the three month periods ended March 31, 2016 and 2015, respectively. The tax expense recorded in the first quarter of 2016 included a net tax benefit of \$3 million primarily relating to tax adjustments to uncertain tax positions and prior year income tax estimates. The tax expense recorded in the first quarter of 2015 included a net tax expense of \$1 million primarily relating to changes to uncertain tax positions and prior year income tax estimates.

We believe it is reasonably possible that up to \$10 million in unrecognized tax benefits related to the expiration of foreign statute of limitations and the conclusion of income tax examinations may be recognized within the next twelve months.

#### (5) Accounts Receivable Securitization

We securitize some of our accounts receivable on a limited recourse basis in the U.S. and Europe. As servicer under these accounts receivable securitization programs, we are responsible for performing all accounts receivable administration functions for these securitized financial assets including collections and processing of customer invoice adjustments. In the U.S., we have an accounts receivable securitization program with three commercial banks comprised of a first priority facility and a second priority facility. We securitize original equipment and aftermarket receivables on a daily basis under the bank program. In March 2015, the U.S. program was amended and extended to April 30, 2017. The first priority facility provides financing of up to \$130 million and the second priority facility, which is subordinated to the first priority facility, provides up to an additional \$50 million of financing. Both facilities monetize accounts receivable generated in the U.S. that meet certain eligibility requirements, and the second priority facility also monetizes certain accounts receivable generated in the U.S. that would otherwise be ineligible under the first priority securitization facility. The amount of outstanding third-party investments in our securitized accounts receivable under the U.S. program was \$30 million at both March 31, 2016 and December 31, 2015.

Each facility contains customary covenants for financings of this type, including restrictions related to liens, payments, mergers or consolidations and amendments to the agreements underlying the receivables pool. Further, each facility may be terminated upon the occurrence of customary events (with customary grace periods, if applicable), including breaches of covenants, failure to maintain certain financial ratios, inaccuracies of representations and warranties, bankruptcy and insolvency events, certain changes in the rate of default or delinquency of the receivables, a change of control and the entry or other enforcement of material judgments. In addition, each facility contains cross-default provisions, where the facility could be terminated in the event of non-payment of other material indebtedness when due and any other event which permits the acceleration of the maturity of material indebtedness.

We also securitize receivables in our European operations with regional banks in Europe. The arrangements to securitize receivables in Europe are provided under six separate facilities provided by various financial institutions in each of the foreign jurisdictions. The commitments for these arrangements are generally for one year, but some may be canceled with notice 90 days prior to renewal. In some instances, the arrangement provides for cancellation by the applicable financial institution at any time upon notification. The amount of outstanding third-party investments in our securitized accounts receivable in Europe was \$208 million and \$174 million at March 31, 2016 and December 31, 2015, respectively.

If we were not able to securitize receivables under either the U.S. or European securitization programs, our borrowings under our revolving credit agreement might increase. These accounts receivable securitization programs provide us with access to cash at costs that are generally favorable to alternative sources of financing, and allow us to reduce borrowings under our revolving credit agreement.

In our U.S. accounts receivable securitization programs, we transfer a partial interest in a pool of receivables and the interest that we retain is subordinate to the transferred interest. Accordingly, we account for our U.S. securitization program as a secured borrowing. In our European programs, we transfer accounts receivables in their entirety to the acquiring entities and satisfy all of the conditions established under ASC Topic 860, "Transfers and Servicing," to report the transfer of financial assets in their entirety as a sale. The fair value of assets received as proceeds in exchange for the transfer of accounts receivable under our European securitization programs approximates the fair value of such receivables. We recognized \$1 million and less than \$1 million interest expense in the three month periods ended March 31, 2016 and 2015, respectively, relating to our U.S. securitization program. In addition, we recognized a loss of \$1 million in each of the three month periods ended March 31, 2016 and 2015, on the sale of trade accounts receivable in our European accounts receivable securitization programs, representing the discount from book values at which these receivables were sold to our banks. The discount rate varies based on funding costs incurred by our banks, which averaged approximately two percent during the first three months of both 2016 and 2015.

**(6) Restructuring and Other Charges**

Over the past several years, we have adopted plans to restructure portions of our operations. These plans were approved by our Board of Directors and were designed to reduce operational and administrative overhead costs throughout the business. For the full year 2015, we incurred \$63 million in restructuring and related costs including asset write-downs of \$10 million, primarily related to European cost reduction efforts, exiting the Marzocchi suspension business, headcount reductions in Australia and South America, and the closure of a JIT plant in Australia, of which \$46 million was recorded in cost of sales, \$11 million in SG&A, \$1 million in engineering expense, \$1 million in other expense and \$4 million in depreciation and amortization expense. In the first quarter of 2016, we incurred \$14 million in restructuring and related costs including asset write-downs of \$5 million, primarily related to European cost reduction efforts and headcount reductions in South America, of which \$3 million was recorded in cost of sales, \$6 million in SG&A, \$2 million in other expense and \$3 million in depreciation and amortization expense. In the first quarter of 2015, we incurred \$5 million in restructuring and related costs, primarily related to European cost reduction efforts and the closure of a JIT plant in Australia, of which \$4 million was recorded in cost of sales and \$1 million in SG&A.

Amounts related to activities that are part of our restructuring reserves are as follows:

	December 31, 2015	2016	2016	Impact of Exchange	March 31, 2016
	Restructuring Reserve	Expenses	Cash Payments	Rates	Restructuring Reserve
(Millions)					
Employee Severance, Termination Benefits and Other Related Costs	\$30	9	(26)	2	\$15

On January 31, 2013, we announced our intent to reduce structural costs in Europe by approximately \$60 million annually. During the first quarter of 2016, we reached an annualized run rate on this cost reduction initiative of \$49 million.

With the disposition of the Gijon plant, which was completed at the end of the first quarter, the annualized rate will essentially reach our target of \$55 million, at the current exchange rates. In the first quarter of 2016, we incurred \$14 million in restructuring and related costs, of which \$12 million was related to this initiative. While we are nearing the completion of this initiative, we expect to incur additional restructuring and related costs in 2016 due to certain ongoing matters. For example, we closed a plant in Gijon, Spain in 2013, but subsequently re-opened it in July 2014 with about half of its prior workforce after the employees' works council successfully filed suit challenging the closure decision. Pursuant to an agreement we entered into with employee representatives, we engaged in a sales process for the facility. In March of 2016, we signed an agreement to transfer ownership of the aftermarket shock absorber manufacturing facility in Gijon, Spain to German private equity fund Quantum Capital Partners A.G. (QCP). The transfer to QCP was effective March 31, 2016 and under a three year manufacturing agreement, QCP will also continue as a supplier to Tenneco.

On July 22, 2015, we announced our intention to discontinue our Marzocchi motorcycle fork suspension product line and our mountain bike suspension product line, and liquidate our Marzocchi operations. These actions were subject to a consultation process with the employee representatives and in total eliminated approximately 138 jobs. We employed 127 people at the Marzocchi plant in Bologna, Italy and an additional 11 people in our operations in North America and Taiwan. In November 2015, we closed on the sale of certain assets related to our Marzocchi mountain bike suspension product line to the affiliates of Fox Factory Holding Corp.; and in December 2015, we closed on the sale of the Marzocchi motorcycle fork product line to an Italian company, VRM S.p.A. These actions were a part of our ongoing efforts to optimize our Ride Performance product line globally while continuously improving our operations and increasing profitability. We recorded charges of \$29 million in 2015 related to severance and other employee related costs, asset write-downs and other expenses related to these sales.

Under the terms of our amended and restated senior credit agreement that took effect on December 8, 2014, we are allowed to exclude up to \$150 million in the aggregate of all costs, expenses, fees, fines, penalties, judgments, legal settlements and other amounts associated with any restructuring, litigation, claim, proceeding or investigation related to or undertaken by us or any of our subsidiaries, together with any related provision for taxes, incurred after December 8, 2014 in the calculation of the financial covenant ratios required under our senior credit facility. As of March 31, 2016, we had excluded \$62 million of allowable charges relating to restructuring initiatives against the \$150 million available under the terms of the senior credit facility.

#### **(7) Environmental Matters, Legal Proceedings and Product Warranties**

We are involved in environmental remediation matters, legal proceedings, claims, investigations and warranty obligations. These matters are typically incidental to the conduct of our business and create the potential for contingent losses. We accrue for potential contingent losses when our review of available facts indicates that it is probable a loss has been incurred and the amount of the loss is reasonably estimable. Each quarter we assess our loss contingencies based upon currently available facts, existing technology, presently enacted laws and regulations and taking into consideration the likely effects of inflation and other societal and economic factors and record adjustments to these reserves as required. As an example, we consider all available evidence, including prior experience in remediation of contaminated sites, other companies' cleanup experiences and data released by the United States Environmental Protection Agency or other organizations when we evaluate our environmental remediation contingencies. All of our loss contingency estimates are subject to revision in future periods based on actual costs or new information. With respect to our environmental liabilities, where future cash flows are fixed or reliably determinable, we have discounted those liabilities. We evaluate recoveries separately from the liability and, when they are assured, recoveries are recorded and reported separately from the associated liability in our consolidated financial statements.

##### *Environmental Matters*

We are subject to a variety of environmental and pollution control laws and regulations in all jurisdictions in which we operate. We expense or capitalize, as appropriate, expenditures for ongoing compliance with environmental regulations that relate to current operations. We expense costs related to an existing condition caused by past operations that do not contribute to current or future revenue generation. As of March 31, 2016, we have the obligation to remediate or contribute towards the remediation of certain sites, including one Federal Superfund site. At March 31, 2016, our aggregated estimated share of environmental remediation costs for all these sites on a discounted basis was approximately \$15 million, of which \$2 million is recorded in other current liabilities and \$13 million is recorded in deferred credits and other liabilities in our condensed consolidated balance sheet. For those locations where the liability was discounted, the weighted average discount rate used was 1.7 percent. The undiscounted value of the estimated remediation costs was \$17 million. Our expected payments of environmental remediation costs are estimated to be approximately \$2 million in 2016, \$1 million each year beginning 2017 through 2020 and \$11 million in aggregate thereafter.

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Based on information known to us, we have established reserves that we believe are adequate for these costs. Although we believe these estimates of remediation costs are reasonable and are based on the latest available information, the costs are estimates and are subject to revision as more information becomes available about the extent of remediation required. At some sites, we expect that other parties will contribute to the remediation costs. In addition, certain environmental statutes provide that our liability could be joint and several, meaning that we could be required to pay in excess of our share of remediation costs. Our understanding of the financial strength of other potentially responsible parties at these sites has been considered, where appropriate, in our determination of our estimated liability. We do not believe that any potential costs associated with our current status as a potentially responsible party in the Federal Superfund site, or as a liable party at the other locations referenced herein, will be material to our consolidated financial position, results of operations, or liquidity.

### *Antitrust Investigations and Litigation*

On March 25, 2014, representatives of the European Commission were at Tenneco GmbH's Edenkoben, Germany administrative facility to gather information in connection with an ongoing global antitrust investigation concerning multiple automotive suppliers. On March 25, 2014, we also received a related subpoena from the U.S. Department of Justice ("DOJ").

On November 5, 2014, the DOJ granted us conditional leniency pursuant to an agreement we entered into under the Antitrust Division's Corporate Leniency Policy. This agreement provides us with important benefits in exchange for our self-reporting of matters to the DOJ and our continuing full cooperation with the DOJ's resulting investigation. For example, the DOJ will not bring any criminal antitrust prosecution against us, nor seek any criminal fines or penalties, in connection with the matters we reported to the DOJ. Additionally, there are limits on our liability related to any follow on civil antitrust litigation in the U.S. The limits include single rather than treble damages, as well as relief from joint and several antitrust liability with other relevant civil antitrust action defendants. These limits are subject to our satisfying the DOJ and any court presiding over such follow on civil litigation.

Certain other competition agencies are also investigating possible violations of antitrust laws relating to products supplied by our company. We have cooperated and continue to cooperate fully with all of these antitrust investigations, and take other actions to minimize our potential exposure.

Tenneco and certain of its competitors are also currently defendants in civil putative class action litigation in the United States. More related lawsuits may be filed, including in other jurisdictions. Plaintiffs in these cases generally allege that defendants have engaged in anticompetitive conduct, in violation of federal and state laws, relating to the sale of automotive exhaust systems or components thereof. Plaintiffs seek to recover, on behalf of themselves and various purported classes of purchasers, injunctive relief, damages and attorneys' fees. However, as explained above, because we received conditional leniency from the DOJ, our civil liability in these follow on actions is limited to single damages and we will not be jointly and severally liable with the other defendants, provided that we have satisfied our obligations under the DOJ leniency agreement and approval is granted by the presiding court.

Antitrust law investigations, civil litigation, and related matters often continue for several years and can result in significant penalties and liability. We intend to vigorously defend the company and/or take other actions to minimize our potential exposure. In light of the many uncertainties and variables involved, we cannot estimate the ultimate impact that these matters may have on our company. Further, there can be no assurance that the ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

### *Other Legal Proceedings, Claims and Investigations*

We are also from time to time involved in other legal proceedings, claims or investigations. Some of these matters involve allegations of damages against us relating to environmental liabilities (including toxic tort, property damage and remediation), intellectual property matters (including patent, trademark and copyright infringement, and licensing disputes), personal injury claims (including injuries due to product failure, design or warning issues, and other product liability related matters), taxes, employment matters, and commercial or contractual disputes, sometimes related to acquisitions or divestitures. Additionally, some of these matters involve allegations relating to legal compliance. For example, one of our Argentine subsidiaries is currently defending itself against a criminal complaint alleging the failure to comply with laws requiring the proceeds of export transactions to be collected, reported and/or converted to local currency within specified time periods. As another example, in the U.S. we are subject to an audit in 11 states with respect to the payment of unclaimed property to those states, spanning a period as far back as over 30 years. While we vigorously defend ourselves against all of these legal proceedings, claims and investigations and take other actions to minimize our potential exposure, in future periods, we could be subject to cash costs or charges to earnings if any of these matters are resolved on unfavorable terms. Although the ultimate outcome of any legal matter cannot be predicted with certainty, based on current information, including our assessment of the merits of the particular claim, except as described above under "Antitrust Investigations," we do not expect the legal

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proceedings, claims or investigations currently pending against us will have any material adverse impact on our consolidated financial position, results of operations or liquidity.

In addition, for many years we have been and continue to be subject to lawsuits initiated by claimants alleging health problems as a result of exposure to asbestos. Our current docket of active and inactive cases is less than 500 cases nationwide. A small number of claims have been asserted against one of our subsidiaries by railroad workers alleging exposure to asbestos products in railroad cars. The substantial majority of the remaining claims are related to alleged exposure to asbestos in our automotive products although a significant number of those claims appear also to involve occupational exposures sustained in industries other than automotive. We believe, based on scientific and other evidence, it is unlikely that claimants were exposed to asbestos by our former products and that, in any event, they would not be at increased risk of asbestos-related disease based on their work with these products. Further, many of these cases involve numerous defendants, with the number in some cases exceeding 100 defendants from a variety of industries. Additionally, the plaintiffs either do not specify any, or specify the jurisdictional minimum, dollar amount for damages. As major asbestos manufacturers and/or users continue to go out of business or file for bankruptcy, we may experience an increased number of these claims. We vigorously defend ourselves against these claims as part of our ordinary course of business. In future periods, we could be subject to cash costs or charges to earnings if any of these matters are resolved unfavorably to us. To date, with respect to claims that have proceeded sufficiently through the judicial process, we have regularly achieved favorable resolutions. Accordingly, we presently believe that these asbestos-related claims will not have a material adverse impact on our future consolidated financial position, results of operations or liquidity.

#### *Warranty Matters*

We provide warranties on some of our products. The warranty terms vary but range from one year up to limited lifetime warranties on some of our premium aftermarket products. Provisions for estimated expenses related to product warranty are made at the time products are sold or when specific warranty issues are identified with our products. These estimates are established using historical information about the nature, frequency, and average cost of warranty claims. We actively study trends of our warranty claims and take action to improve product quality and minimize warranty claims. We believe that the warranty reserve is appropriate; however, actual claims incurred could differ from the original estimates, requiring adjustments to the reserve. The reserve is included in both current and long-term liabilities on the balance sheet.

Below is a table that shows the activity in the warranty accrual accounts:

	Three Months Ended March 31,	
	2016	2015
	(Millions)	
Beginning Balance January 1,	\$ 23	\$ 26
Accruals related to product warranties	2	3
Reductions for payments made	(1)	(4)
Ending Balance March 31,	\$ 24	\$ 25

**(8) Earnings Per Share**

Earnings per share of common stock outstanding were computed as follows:

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
	(Millions Except Share and Per Share Amounts)	
Basic earnings per share —		
Net income attributable to Tenneco Inc.	\$ 57	\$ 49
Weighted Average shares of common stock outstanding	57,115,496	61,044,908
Earnings per share of common stock	\$ 1.00	\$ 0.81
Diluted earnings per share —		
Net income attributable to Tenneco Inc.	\$ 57	\$ 49
Weighted Average shares of common stock outstanding	57,115,496	61,044,908
Effect of dilutive securities:		
Restricted stock	48,603	83,291
Stock options	281,842	464,888
Weighted Average shares of common stock outstanding including dilutive securities	57,445,941	61,593,087
Earnings per share of common stock	\$ 0.99	\$ 0.80

Options to purchase 335,826 and 183,315 shares of common stock were outstanding as of March 31, 2016 and 2015, respectively, but not included in the computation of diluted earnings per share respectively, because the options were anti-dilutive.

**(9) Common Stock**

*Equity Plans* — We have granted a variety of awards, including common stock, restricted stock, restricted stock units, performance units, stock appreciation rights (“SARs”), and stock options to our directors, officers, and employees.

*Accounting Methods* — We recorded compensation expense (net of taxes) of less than \$1 million and \$1 million in the three month periods ended March 31, 2016 and 2015, respectively, related to nonqualified stock options as part of our selling, general and administrative expense. This had no impact on basic or diluted earnings per share for the three month period ended March 31, 2016 and resulted in a decrease of \$0.01 in both basic and diluted earnings per share for the three month period ended March 31, 2015.

For employees eligible to retire at the grant date, we immediately expense stock options and restricted stock. If employees become eligible to retire during the vesting period, we immediately recognize any remaining expense associated with their stock options and restricted stock.

As of March 31, 2016, there was approximately \$1 million of unrecognized compensation costs related to our stock option awards that we expect to recognize over a weighted average period of 0.2 years.

Compensation expense for restricted stock, restricted stock units, long-term performance units and SARs (net of taxes) was \$7 million and \$6 million for the three month periods ended March 31, 2016 and 2015, respectively, and was recorded in selling, general, and administrative expense in our condensed consolidated statements of income.

Cash received from stock option exercises for the three months ended March 31, 2016 and 2015 was less than \$1 million and \$2 million, respectively.

Stock options exercised in the first three months of 2016 and 2015 generated a tax shortfall of less than \$1 million and a tax benefit of \$3 million, respectively. We started to record this tax effect in the third quarter of 2013 when we began utilizing our federal and state NOLs.

*Stock Options* — The following table reflects the status and activity for all options to purchase common stock for the period indicated:

	Three Months Ended March 31, 2016			
	Shares Under Option	Weighted Avg. Exercise Prices	Weighted Avg. Remaining Life in Years	Aggregate Intrinsic Value (Millions)
<b>Outstanding Stock Options</b>				
Outstanding, January 1, 2016	1,144,719	\$ 34.69	3.7	\$ 19
Adjustment	2,200	1.99		
Exercised	(21,392)	8.56		1
Outstanding, March 31, 2016	1,125,527	\$ 35.12	3.5	\$ 12

There were no stock options granted in 2015 or 2016. The total fair value of shares vested from options that were granted prior to 2015 was \$2 million and \$4 million for the periods ended March 31, 2016 and 2015, respectively.

*Restricted Stock* — The following table reflects the status for all nonvested restricted shares for the period indicated:

	Three Months Ended March 31, 2016	
	Shares	Weighted Avg. Grant Date Fair Value
<b>Nonvested Restricted Shares</b>		
Nonvested balance at January 1, 2016	496,842	\$ 51.65
Granted	347,398	35.98
Vested	(156,109)	46.50
Nonvested balance at March 31, 2016	688,131	\$ 44.90

The fair value of restricted stock grants is usually equal to the average of the high and low trading price of our stock on the date of grant. As of March 31, 2016, approximately \$22 million of total unrecognized compensation costs related to restricted stock awards is expected to be recognized over a weighted-average period of approximately 2.3 years. The total fair value of restricted shares vested was \$7 million and \$6 million at March 31, 2016 and 2015, respectively.

In January 2015, our Board of Directors approved a share repurchase program, authorizing our company to repurchase up to \$350 million of our outstanding common stock over a three-year period. This repurchase program does not obligate Tenneco to make repurchases at any specific time or situation and is part of our overall capital allocation strategy. In October 2015, our Board of Directors expanded our company's share repurchase plan, authorizing the repurchase of an additional \$200 million of our company's outstanding common stock. This authorization is in addition to the \$350 million share repurchase program our company announced in January 2015. We repurchased 360,000 shares for \$16 million through this program in the three months ended March 31, 2016. Since we announced the current share repurchase program in January 2015, we have repurchased 4.6 million shares for \$229 million through March 31, 2016.

Treasury stock shares including repurchased shares were 7,833,325 and 7,473,325 shares at March 31, 2016 and December 31, 2015, respectively.

*Long-Term Performance Units, Restricted Stock Units and SARs* — Long-term performance units, restricted stock units and SARs are paid in cash and recognized as a liability based upon their fair value. As of March 31, 2016, \$35 million of total unrecognized compensation costs is expected to be recognized over a weighted-average period of approximately 1.3 years.

**(10) Pension Plans, Postretirement and Other Employee Benefits**

Net periodic pension costs and postretirement benefit costs consist of the following components:

	Three Months Ended March 31,					
	Pension				Postretirement	
	2016		2015		2016	2015
	US	Foreign	US	Foreign	US	US
	(Millions)					
Service cost — benefits earned during the period	\$ —	\$ 2	\$ —	\$ 2	\$ —	\$ —
Interest cost	4	4	5	4	1	1
Expected return on plan assets	(6)	(5)	(6)	(5)	—	—
Net amortization:						
Actuarial loss	2	2	2	2	1	1
Prior service cost	—	—	—	—	—	(1)
Net pension and postretirement costs	<u>\$ —</u>	<u>\$ 3</u>	<u>\$ 1</u>	<u>\$ 3</u>	<u>\$ 2</u>	<u>\$ 1</u>

For the three months ended March 31, 2016, we made pension contributions of \$1 million and \$3 million for our domestic and foreign pension plans, respectively. Based on current actuarial estimates, we believe we will be required to contribute approximately \$38 million for the remainder of 2016, which includes estimated contributions for the pension buyout. Pension contributions beyond 2016 will be required, but those amounts will vary based upon many factors including, for example, the performance of our pension fund investments during 2016.

In February 2016, the Company launched a voluntary program to buy out active employees and retirees who have earned benefits in the U.S. pension plans and announced that the program is expected to be completed by the end of 2016. We will record a non-cash charge at that time. Cash payments to those who elect to take the buyout will be made from pension plan assets.

We made postretirement contributions of approximately \$2 million during the first three months of 2016. Based on current actuarial estimates, we believe we will be required to contribute approximately \$7 million for the remainder of 2016.

The assets of some of our pension plans are invested in trusts that permit commingling of the assets of more than one employee benefit plan for investment and administrative purposes. Each of the plans participating in the trust has interests in the net assets of the underlying investment pools of the trusts. The investments for all our pension plans are recorded at estimated fair value, in compliance with the accounting guidance on fair value measurement.

Amounts recognized for pension and postretirement benefits in other comprehensive income for the three months ended March 31, 2016 and 2015 include the following components:

	Three Months Ended March 31,					
	2016			2015		
	Before-Tax Amount	Tax Benefit	Net-of-Tax Amount	Before-Tax Amount	Tax Benefit	Net-of-Tax Amount
	(Millions)					
Defined benefit pension and postretirement plans:						
Amortization of prior service cost included in net periodic pension and postretirement cost	\$ —	\$ —	\$ —	\$ (1)	\$ —	\$ (1)
Amortization of actuarial loss included in net periodic pension and postretirement cost	5	(1)	4	5	(1)	4
Other comprehensive income – pension benefits	<u>\$ 5</u>	<u>\$ (1)</u>	<u>\$ 4</u>	<u>\$ 4</u>	<u>\$ (1)</u>	<u>\$ 3</u>

### **(11) New Accounting Pronouncements**

In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, as part of its initiative to reduce complexity in accounting standards. The areas for simplification in this update involve several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. For public business entities, the standard is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued Accounting Standard Update 2016-02, Leases (Topic 842). The amendments in this update create Topic 842, Leases, and supersede the leases requirements in Topic 840, Leases. Topic 842 specifies the accounting for leases. The objective of Topic 842 is to establish the principles that lessees and lessors shall apply to report useful information to users of financial statements about the amount, timing, and uncertainty of cash flow arising from a lease. For public business entities, the standard is effective for financial statements issued for annual periods beginning after December 15, 2018, and interim periods within those annual periods. We will adopt this amendment on January 1, 2019. We are currently evaluating the potential impact of this new guidance on our consolidated financial statements.

In May 2015, the FASB issued Accounting Standard Update (ASU) No. 2015-07, Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent). ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Such investments should be disclosed separate from the fair value hierarchy. For public business entities, the standard is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The adoption of this guidance did not have an impact on the Company's consolidated financial statements but will impact pension asset disclosure in our annual report on Form 10-K going forward.

In May 2014, the FASB issued an amendment on revenue recognition. The amendment in this update creates Topic 606, Revenue from Contracts with Customers, and supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendment supersedes the cost guidance in Subtopic 605-35, Revenue Recognition-Construction-Type and Production-Type Contracts, and creates new Subtopic 340-40, Other Assets and Deferred Costs-Contracts with Customers. The core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB has voted to approve a one-year deferral of the effective date from January 1, 2017 to January 1, 2018, while allowing for early adoption as of January 1, 2017 for public entities. We will adopt this amendment on January 1, 2018. We are currently evaluating the potential impact of this new guidance on our consolidated financial statements.

### **(12) Segment Information**

We are organized and manage our business along our two major product lines (clean air and ride performance) and three geographic areas (North America; Europe, South America and India; and Asia Pacific), resulting in six operating segments (North America Clean Air, North America Ride Performance, Europe, South America and India Clean Air, Europe, South America and India Ride Performance, Asia Pacific Clean Air and Asia Pacific Ride Performance). Within each geographical area, each operating segment manufactures and distributes either clean air or ride performance products primarily for the original equipment and aftermarket industries. Each of the six operating segments constitutes a reportable segment. Costs related to other business activities, primarily corporate headquarter functions, are disclosed separately from the six operating segments as "Other." We evaluate segment performance based primarily on earnings before interest expense, income taxes, and noncontrolling interests. Products are transferred between segments and geographic areas on a basis intended to reflect as nearly as possible the “market value” of the products.

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The following table summarizes certain Tenneco Inc. segment information:

	Clean Air Division			Ride Performance Division			Other	Reclass & Elims	Total
	North America	Europe, South America & India	Asia Pacific	North America	Europe, South America & India	Asia Pacific			
(Millions)									
<b>At March 31, 2016 and for the Three Months Ended March 31, 2016</b>									
Revenues from external customers	\$ 764	\$ 483	\$ 267	\$ 323	\$ 237	\$ 62	\$ —	\$ —	\$ 2,136
Intersegment revenues	3	22	—	2	7	12	—	(46)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	62	16	33	42	(4)	11	(36)	—	124
Total assets	1,352	806	609	779	530	238	—	34	4,348
<b>At March 31, 2015 and for the Three Months Ended March 31, 2015</b>									
Revenues from external customers	684	457	264	331	230	57	—	—	2,023
Intersegment revenues	4	27	—	3	7	12	—	(53)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	54	10	27	35	8	10	(24)	—	120
Total assets	1,263	812	606	734	480	225	—	31	4,151

**(13) Supplemental Guarantor Condensed Consolidating Financial Statements**

*Basis of Presentation*

Substantially all of our existing and future material domestic 100% owned subsidiaries (which are referred to as the Guarantor Subsidiaries) fully and unconditionally guarantee our senior notes due in 2020 and 2024 on a joint and several basis. However, a subsidiary's guarantee may be released in certain customary circumstances such as a sale of the subsidiary or all or substantially all of its assets in accordance with the indenture applicable to the notes. The Guarantor Subsidiaries are combined in the presentation below.

These consolidating financial statements are presented on the equity method. Under this method, our investments are recorded at cost and adjusted for our ownership share of a subsidiary's cumulative results of operations, capital contributions and distributions, and other equity changes. You should read the condensed consolidating financial information of the Guarantor Subsidiaries in connection with our condensed consolidated financial statements and related notes of which this note is an integral part.

*Distributions*

There are no significant restrictions on the ability of the Guarantor Subsidiaries to make distributions to us.

**STATEMENT OF COMPREHENSIVE INCOME (LOSS)**
**Three Months Ended March 31, 2016**

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>Revenues</b>					
Net sales and operating revenues —					
External	\$ 996	\$ 1,140	\$ —	\$ —	\$ 2,136
Affiliated companies	127	190	—	(317)	—
	<u>1,123</u>	<u>1,330</u>	<u>—</u>	<u>(317)</u>	<u>2,136</u>
<b>Costs and expenses</b>					
Cost of sales (exclusive of depreciation and amortization shown below)	949	1,138	—	(317)	1,770
Engineering, research, and development	20	19	—	—	39
Selling, general, and administrative	68	79	—	—	147
Depreciation and amortization of other intangibles	21	33	—	—	54
	<u>1,058</u>	<u>1,269</u>	<u>—</u>	<u>(317)</u>	<u>2,010</u>
<b>Other income (expense)</b>					
Loss on sale of receivables	—	(1)	—	—	(1)
Other income (expense)	(6)	5	—	—	(1)
	<u>(6)</u>	<u>4</u>	<u>—</u>	<u>—</u>	<u>(2)</u>
<b>Earnings before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies</b>					
	59	65	—	—	124
<b>Interest expense —</b>					
External (net of interest capitalized)	—	—	18	—	18
Affiliated companies (net of interest income)	(3)	2	1	—	—
<b>Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies</b>					
	62	63	(19)	—	106
Income tax expense	13	21	—	—	34
Equity in net income (loss) from affiliated companies	27	—	76	(103)	—
Net Income (loss)	<u>76</u>	<u>42</u>	<u>57</u>	<u>(103)</u>	<u>72</u>
Less: Net income attributable to noncontrolling interests	—	15	—	—	15
<b>Net income (loss) attributable to Tenneco Inc.</b>	<u>\$ 76</u>	<u>\$ 27</u>	<u>\$ 57</u>	<u>\$ (103)</u>	<u>\$ 57</u>
<b>Comprehensive income (loss) attributable to Tenneco Inc.</b>	<u>\$ 76</u>	<u>\$ 27</u>	<u>\$ 84</u>	<u>\$ (103)</u>	<u>\$ 84</u>

**STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

Three Months Ended March 31, 2015

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>Revenues</b>					
Net sales and operating revenues —					
External	\$ 897	\$ 1,126	\$ —	\$ —	\$ 2,023
Affiliated companies	106	145	—	(251)	—
	<u>1,003</u>	<u>1,271</u>	<u>—</u>	<u>(251)</u>	<u>2,023</u>
<b>Costs and expenses</b>					
Cost of sales (exclusive of depreciation and amortization shown below)	842	1,095	—	(251)	1,686
Engineering, research, and development	21	20	—	—	41
Selling, general, and administrative	46	77	2	—	125
Depreciation and amortization of other intangibles	22	28	—	—	50
	<u>931</u>	<u>1,220</u>	<u>2</u>	<u>(251)</u>	<u>1,902</u>
<b>Other income (expense)</b>					
Loss on sale of receivables	—	(1)	—	—	(1)
Other income (expense)	(4)	4	—	—	—
	<u>(4)</u>	<u>3</u>	<u>—</u>	<u>—</u>	<u>(1)</u>
<b>Earnings (loss) before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies</b>					
	<u>68</u>	<u>54</u>	<u>(2)</u>	<u>—</u>	<u>120</u>
Interest expense —					
External (net of interest capitalized)	—	—	16	—	16
Affiliated companies (net of interest income)	17	(17)	—	—	—
<b>Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies</b>					
	<u>51</u>	<u>71</u>	<u>(18)</u>	<u>—</u>	<u>104</u>
Income tax expense	18	23	—	—	41
Equity in net income (loss) from affiliated companies	30	—	67	(97)	—
Net income (loss)	<u>63</u>	<u>48</u>	<u>49</u>	<u>(97)</u>	<u>63</u>
Less: Net income attributable to noncontrolling interests	—	14	—	—	14
<b>Net income (loss) attributable to Tenneco Inc.</b>	<u>\$ 63</u>	<u>\$ 34</u>	<u>\$ 49</u>	<u>\$ (97)</u>	<u>\$ 49</u>
<b>Comprehensive income (loss) attributable to Tenneco Inc.</b>	<u>\$ 63</u>	<u>\$ 34</u>	<u>\$ (20)</u>	<u>\$ (97)</u>	<u>\$ (20)</u>

**BALANCE SHEET**
**March 31, 2016**

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 4	\$ 370	\$ —	\$ —	\$ 374
Restricted cash	—	2	—	—	2
Receivables, net	503	1,334	—	(551)	1,286
Inventories	354	392	—	—	746
Prepayments and other	73	181	—	—	254
Total current assets	<u>934</u>	<u>2,279</u>	<u>—</u>	<u>(551)</u>	<u>2,662</u>
Other assets:					
Investment in affiliated companies	1,136	—	1,005	(2,141)	—
Notes and advances receivable from affiliates	952	14,112	4,954	(20,018)	—
Long-term receivables, net	10	1	—	—	11
Goodwill	22	37	—	—	59
Intangibles, net	9	12	—	—	21
Deferred income taxes	121	27	66	—	214
Other	42	50	11	—	103
	<u>2,292</u>	<u>14,239</u>	<u>6,036</u>	<u>(22,159)</u>	<u>408</u>
Plant, property, and equipment, at cost	1,281	2,232	—	—	3,513
Less — Accumulated depreciation and amortization	(856)	(1,379)	—	—	(2,235)
	<u>425</u>	<u>853</u>	<u>—</u>	<u>—</u>	<u>1,278</u>
Total assets	<u>\$ 3,651</u>	<u>\$ 17,371</u>	<u>\$ 6,036</u>	<u>\$ (22,710)</u>	<u>\$ 4,348</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Short-term debt (including current maturities of long-term debt)					
Short-term debt — non-affiliated	\$ —	\$ 82	\$ 15	\$ —	\$ 97
Short-term debt — affiliated	121	233	—	(354)	—
Accounts payable	540	1,058	—	(136)	1,462
Accrued taxes	14	38	—	—	52
Other	125	231	15	(61)	310
Total current liabilities	<u>800</u>	<u>1,642</u>	<u>30</u>	<u>(551)</u>	<u>1,921</u>
Long-term debt — non-affiliated	—	28	1,283	—	1,311
Long-term debt — affiliated	1,732	14,068	4,218	(20,018)	—
Deferred income taxes	—	9	—	—	9
Postretirement benefits and other liabilities	419	83	—	—	502
Commitments and contingencies					
Total liabilities	<u>2,951</u>	<u>15,830</u>	<u>5,531</u>	<u>(20,569)</u>	<u>3,743</u>
Redeemable noncontrolling interests	—	51	—	—	51
Tenneco Inc. shareholders' equity	700	1,441	505	(2,141)	505
Noncontrolling interests	—	49	—	—	49
Total equity	<u>700</u>	<u>1,490</u>	<u>505</u>	<u>(2,141)</u>	<u>554</u>
Total liabilities, redeemable noncontrolling interests and equity	<u>\$ 3,651</u>	<u>\$ 17,371</u>	<u>\$ 6,036</u>	<u>\$ (22,710)</u>	<u>\$ 4,348</u>

**BALANCE SHEET**
**December 31, 2015**

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 2	\$ 285	\$ —	\$ —	\$ 287
Restricted cash	—	1	—	—	1
Receivables, net	299	1,241	—	(428)	1,112
Inventories	333	349	—	—	682
Prepayments and other	67	162	—	—	229
Total current assets	<u>701</u>	<u>2,038</u>	<u>—</u>	<u>(428)</u>	<u>2,311</u>
Other assets:					
Investment in affiliated companies	1,146	—	891	(2,037)	—
Notes and advances receivable from affiliates	938	13,291	4,788	(19,017)	—
Long-term receivables, net	11	2	—	—	13
Goodwill	22	38	—	—	60
Intangibles, net	9	13	—	—	22
Deferred income taxes	122	28	68	—	218
Other	42	47	11	—	100
	<u>2,290</u>	<u>13,419</u>	<u>5,758</u>	<u>(21,054)</u>	<u>413</u>
Plant, property, and equipment, at cost	1,281	2,137	—	—	3,418
Less — Accumulated depreciation and amortization	(851)	(1,324)	—	—	(2,175)
	<u>430</u>	<u>813</u>	<u>—</u>	<u>—</u>	<u>1,243</u>
Total assets	<u>\$ 3,421</u>	<u>\$ 16,270</u>	<u>\$ 5,758</u>	<u>\$ (21,482)</u>	<u>\$ 3,967</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Short-term debt (including current maturities of long-term debt)					
Short-term debt — non-affiliated	\$ —	\$ 73	\$ 13	\$ —	\$ 86
Short-term debt — affiliated	164	147	—	(311)	—
Accounts payable	484	955	—	(63)	1,376
Accrued taxes	6	31	—	—	37
Other	125	221	3	(54)	295
Total current liabilities	<u>779</u>	<u>1,427</u>	<u>16</u>	<u>(428)</u>	<u>1,794</u>
Long-term debt — non-affiliated	—	21	1,103	—	1,124
Long-term debt — affiliated	1,583	13,226	4,208	(19,017)	—
Deferred income taxes	—	7	—	—	7
Postretirement benefits and other liabilities	424	100	—	—	524
Commitments and contingencies					
Total liabilities	<u>2,786</u>	<u>14,781</u>	<u>5,327</u>	<u>(19,445)</u>	<u>3,449</u>
Redeemable noncontrolling interests	—	43	—	—	43
Tenneco Inc. shareholders' equity	635	1,404	433	(2,039)	433
Noncontrolling interests	—	42	—	—	42
Total equity	<u>635</u>	<u>1,446</u>	<u>433</u>	<u>(2,039)</u>	<u>475</u>
Total liabilities, redeemable noncontrolling interests and equity	<u>\$ 3,421</u>	<u>\$ 16,270</u>	<u>\$ 5,760</u>	<u>\$ (21,484)</u>	<u>\$ 3,967</u>

**STATEMENT OF CASH FLOWS**

Three Months Ended March 31, 2016

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>Operating Activities</b>					
Net cash provided (used) by operating activities	\$ (212)	\$ 180	\$ 3	\$ —	\$ (29)
<b>Investing Activities</b>					
Proceeds from sale of assets	—	1	—	—	1
Cash payments for plant, property, and equipment	(13)	(55)	—	—	(68)
Cash payments for software related intangible assets	(2)	(4)	—	—	(6)
Changes in restricted cash	—	(1)	—	—	(1)
Net cash used by investing activities	(15)	(59)	—	—	(74)
<b>Financing Activities</b>					
Issuance of common shares	—	—	(2)	—	(2)
Retirement of long-term debt	—	—	(4)	—	(4)
Issuance of long-term debt	—	5	—	—	5
Purchase of common stock under the share repurchase program	—	—	(16)	—	(16)
Net decrease in bank overdrafts	—	7	—	—	7
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt	—	8	185	—	193
Intercompany dividend payments and net increase (decrease) in intercompany obligations	229	(63)	(166)	—	—
Net cash provided (used) by financing activities	229	(43)	(3)	—	183
Effect of foreign exchange rate changes on cash and cash equivalents	—	7	—	—	7
Increase in cash and cash equivalents	2	85	—	—	87
Cash and cash equivalents, January 1	2	285	—	—	287
Cash and cash equivalents, March 31 (Note)	\$ 4	\$ 370	\$ —	\$ —	\$ 374

**Note:** Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

**STATEMENT OF CASH FLOWS**
**Three Months Ended March 31, 2015**

	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
<b>Operating Activities</b>					
Net cash provided (used) by operating activities	\$ (74)	\$ 26	\$ (2)	\$ —	\$ (50)
<b>Investing Activities</b>					
Proceeds from sale of assets	—	1	—	—	1
Cash payments for plant, property, and equipment	(27)	(50)	—	—	(77)
Cash payments for software related intangible assets	(2)	(3)	—	—	(5)
Changes in restricted cash	—	3	—	—	3
Net cash used by investing activities	(29)	(49)	—	—	(78)
<b>Financing Activities</b>					
Tax impact from stock-based compensation	—	—	3	—	3
Retirement of long-term debt	—	—	(4)	—	(4)
Purchase of common stock under the share repurchase program	—	—	(11)	—	(11)
Net decrease in bank overdrafts	—	(8)	—	—	(8)
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivables	—	64	47	—	111
Net increase in short-term borrowings secured by accounts receivable	—	—	50	—	50
Intercompany dividend payments and net increase (decrease) in intercompany obligations	93	(10)	(83)	—	—
Net cash provided by financing activities	93	46	2	—	141
Effect of foreign exchange rate changes on cash and cash equivalents	—	(7)	—	—	(7)
Increase (decrease) in cash and cash equivalents	(10)	16	—	—	6
Cash and cash equivalents, January 1	10	272	—	—	282
Cash and cash equivalents, March 31 (Note)	\$ —	\$ 288	\$ —	\$ —	\$ 288

**Note:** Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

As you read the following review of our financial condition and results of operations, you should also read our condensed consolidated financial statements and related notes beginning on page 6.

**Executive Summary**

We are one of the world's leading manufacturers of clean air and ride performance products and systems for light vehicle, commercial truck and off-highway applications. We serve both original equipment (OE) vehicle designers and manufacturers and the repair and replacement markets, or aftermarket, globally through leading brands, including Monroe®, Rancho®, Clevite® Elastomers, Axios™, Kinetic® and Fric-Rot™ ride performance products and Walker®, XNOx®, Fonos™, DynoMax® and Thrush® clean air products. We serve more than 80 different original equipment manufacturers and commercial truck and off-highway engine manufacturers, and our products are included on nine of the top 10 car models produced for sale in Europe and eight of the top 10 light truck models produced for sale in North America for 2015. Our aftermarket customers are comprised of full-line and specialty warehouse distributors, retailers, jobbers, installer chains and car dealers. As of December 31, 2015, we operated 93 manufacturing facilities worldwide and employed approximately 30,000 people to service our customers' demands.

Factors that continue to be critical to our success include winning new business awards, managing our overall global manufacturing footprint to ensure proper placement and workforce levels in line with business needs, maintaining competitive wages and benefits, maximizing efficiencies in manufacturing processes and reducing overall costs. In addition, our ability to adapt to key industry trends, such as a shift in consumer preferences to other vehicles in response to higher fuel costs and other economic and social factors, increasing technologically sophisticated content, changing aftermarket distribution channels, increasing environmental standards and extended product life of automotive parts, also play a critical role in our success. Other factors that are critical to our success include adjusting to economic challenges such as increases in the cost of raw materials and our ability to successfully reduce the impact of any such cost increases through material substitutions, cost reduction initiatives and other methods.

For the first quarter of 2016, light vehicle production was up five percent in both North America and China, two percent in both Europe and Australia and seven percent in India compared to the first quarter of 2015. Light vehicle production was down 27 percent in South America in the first quarter of 2016 when compared to the first quarter of 2015.

Total revenues for the first quarter of 2016 were \$2,136 million, up from \$2,023 million in the first quarter of 2015. Excluding the impact of currency and substrate sales, revenue was up \$128 million, or eight percent, from \$1,559 million to \$1,687 million, driven primarily by stronger OE light vehicle volumes in North America, Europe, India and China, increased aftermarket sales in Europe, South America and North America, new platforms in North America, Europe and China, higher commercial truck, off-highway and other Clean Air revenue, which were partially offset by lower commercial truck, off-highway and other Ride Performance revenue mainly in North America and Europe.

Cost of sales (exclusive of depreciation and amortization): Cost of sales for the first quarter of 2016 was \$1,770 million, or 82.9 percent of sales, compared to \$1,686 million, or 83.3 percent of sales in the first quarter of 2015. The following table lists the primary drivers behind the change in cost of sales (\$ millions).

Quarter ended March 31, 2015	\$ 1,686
Volume and mix	174
Material	(38)
Currency exchange rates	(54)
Restructuring	(2)
Other Costs	4
Quarter ended March 31, 2016	<u>\$ 1,770</u>

The increase in cost of sales was due to the year-over-year increase in volume and higher other costs, mainly manufacturing, partially offset by the impact of currency exchange rates, lower net material costs and lower restructuring.

Gross margin: Revenue less cost of sales for the first quarter of 2016 was \$366 million, or 17.1 percent, versus \$337 million, or 16.7 percent, in the first quarter of 2015. The effect on gross margin resulting from year-over-year increase in volume, lower net material costs and lower restructuring was partially offset by higher other costs, mainly manufacturing, and unfavorable currency.

Engineering, research and development: Engineering, research and development expense was \$39 million and \$41 million in the first quarters of 2016 and 2015, respectively.

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Selling, general and administrative (SG&A): SG&A expense was up \$22 million in the first quarter of 2016 at \$147 million compared to \$125 million in the first quarter of 2015.

Depreciation and amortization: Depreciation and amortization expense was \$54 million in the first quarter of 2016, compared to \$50 million in the first quarter of 2015.

Earnings before interest expense, taxes and noncontrolling interests (“EBIT”) was \$124 million for the first quarter of 2016, an increase of \$4 million when compared to \$120 million in the first quarter of the prior year. Higher OE light vehicle volumes in North America, Europe, India and China, increased aftermarket sales in Europe, South America and North America, new platforms in North America, Europe and China, higher commercial truck, off-highway and other Clean Air revenue, the benefit of our product cost leadership initiatives and savings from previous restructuring activities were partially offset by lower commercial truck, off-highway and other Ride Performance revenue mainly in North America and Europe, higher SG&A expense, higher restructuring and related expenses and \$12 million of negative currency.

**Results from Operations**

*Net Sales and Operating Revenues for the Three Months Ended March 31, 2016 and 2015*

The tables below reflect our revenues for the first quarters of 2016 and 2015. We show the component of our OE revenue represented by substrate sales. While we generally have primary design, engineering and manufacturing responsibility for OE emission control systems, we do not manufacture substrates. Substrates are porous ceramic filters coated with a catalyst - typically, precious metals such as platinum, palladium and rhodium. These are supplied to us by Tier 2 suppliers generally as directed by our OE customers. We generally earn a small margin on these components of the system. As the need for more sophisticated emission control solutions increases to meet more stringent environmental regulations, and as we capture more diesel aftertreatment business, these substrate components have been increasing as a percentage of our revenue. While these substrates dilute our gross margin percentage, they are a necessary component of an emission control system.

Our value-add content in an emission control system includes designing the system to meet environmental regulations through integration of the substrates into the system, maximizing use of thermal energy to heat up the catalyst quickly, efficiently managing airflow to reduce back pressure as the exhaust stream moves past the catalyst, managing the expansion and contraction of the emission control system components due to temperature extremes experienced by an emission control system, using advanced acoustic engineering tools to design the desired exhaust sound, minimizing the opportunity for the fragile components of the substrate to be damaged when we integrate it into the emission control system and reducing unwanted noise, vibration and harshness transmitted through the emission control system.

We present these substrate sales separately in the following table because we believe investors utilize this information to understand the impact of this portion of our revenues on our overall business and because it removes the impact of potentially volatile precious metals pricing from our revenues. While our original equipment customers generally assume the risk of precious metals pricing volatility, it impacts our reported revenues. Presenting revenues that exclude “substrates” used in catalytic converters and diesel particulate filters removes this impact.

Additionally, we present these reconciliations of revenues in order to reflect value-add revenues without the effect of changes in foreign currency rates. We have not reflected any currency impact in the 2015 table since this is the base period for measuring the effects of currency during 2016 on our operations. We believe investors find this information useful in understanding period-to-period comparisons in our revenues.

Three Months Ended March 31, 2016					
	Revenues	Substrate Sales	Value-add Revenues	Currency Impact on Value-add Revenues	Value-add Revenues excluding Currency
	(Millions)				
<b>Clean Air Division</b>					
North America	\$ 765	\$ 271	\$ 494	\$ —	\$ 494
Europe, South America & India	483	177	306	(20)	326
Asia Pacific	267	62	205	(9)	214
<b>Total Clean Air Division</b>	<b>1,515</b>	<b>510</b>	<b>1,005</b>	<b>(29)</b>	<b>1,034</b>
<b>Ride Performance Division</b>					
North America	323	—	323	(4)	327
Europe, South America & India	237	—	237	(24)	261
Asia Pacific	61	—	61	(4)	65
<b>Total Ride Performance Division</b>	<b>621</b>	<b>—</b>	<b>621</b>	<b>(32)</b>	<b>653</b>
<b>Total Tenneco Inc.</b>	<b>\$ 2,136</b>	<b>\$ 510</b>	<b>\$ 1,626</b>	<b>\$ (61)</b>	<b>\$ 1,687</b>

Three Months Ended March 31, 2015					
	Revenues	Substrate Sales	Value-add Revenues	Currency Impact on Value-add Revenues	Value-add Revenues excluding Currency
	(Millions)				
<b>Clean Air Division</b>					
North America	\$ 684	\$ 240	\$ 444	\$ —	\$ 444
Europe, South America & India	457	164	293	—	293
Asia Pacific	264	60	204	—	204
<b>Total Clean Air Division</b>	<b>1,405</b>	<b>464</b>	<b>941</b>	<b>—</b>	<b>941</b>
<b>Ride Performance Division</b>					
North America	331	—	331	—	331
Europe, South America & India	230	—	230	—	230
Asia Pacific	57	—	57	—	57
<b>Total Ride Performance Division</b>	<b>618</b>	<b>—</b>	<b>618</b>	<b>—</b>	<b>618</b>
<b>Total Tenneco Inc.</b>	<b>\$ 2,023</b>	<b>\$ 464</b>	<b>\$ 1,559</b>	<b>\$ —</b>	<b>\$ 1,559</b>

**Three Months Ended March 31, 2016  
Versus Three Months Ended March 31, 2015  
Dollar and Percent Increase (Decrease)**

	Revenues	Percent	Value-add Revenues excluding Currency	Percent
(Millions Except Percent Amounts)				
<b>Clean Air Division</b>				
North America	\$ 81	12 %	\$ 50	11 %
Europe, South America & India	26	6 %	33	11 %
Asia Pacific	3	1 %	10	5 %
<b>Total Clean Air Division</b>	<b>110</b>	<b>8 %</b>	<b>93</b>	<b>10 %</b>
<b>Ride Performance Division</b>				
North America	(8)	(2)%	(4)	(1)%
Europe, South America & India	7	3 %	31	13 %
Asia Pacific	4	7 %	8	14 %
<b>Total Ride Performance Division</b>	<b>3</b>	<b>— %</b>	<b>35</b>	<b>6 %</b>
<b>Total Tenneco Inc.</b>	<b>\$ 113</b>	<b>6 %</b>	<b>\$ 128</b>	<b>8 %</b>

**Light Vehicle Industry Production by Region for Three Months Ended March 31, 2016 and 2015** (According to IHS Automotive, April 2016)

	Three Months Ended March 31,			
	2016	2015	Increase (Decrease)	% Increase (Decrease)
(Number of Vehicles in Thousands)				
North America	4,485	4,265	220	5 %
Europe	5,561	5,441	120	2 %
South America	586	802	(216)	(27)%
India	1,046	978	68	7 %
<b>Total Europe, South America &amp; India</b>	<b>7,193</b>	<b>7,221</b>	<b>(28)</b>	<b>— %</b>
China	6,252	5,971	281	5 %
Australia	38	37	1	2 %

Clean Air revenue was up \$110 million in the first quarter of 2016 compared to the first quarter of 2015 with higher volumes in all segments. In North America, higher volumes drove a \$94 million revenue increase due to increased OE light vehicle sales, higher commercial truck, off-highway and other revenue, higher aftermarket sales and new platforms. Currency had no impact on North American revenues. In the European, South American and Indian segment, higher volumes drove a \$55 million increase in revenues mainly due to increased OE light vehicle sales, higher commercial truck, off-highway and other revenue and new platforms in Europe, which was partially offset by lower OE light vehicle volumes in South America. Currency had a \$26 million unfavorable impact on European, South American and Indian revenues. In Asia Pacific, higher volumes of \$19 million were mainly driven by increased OE light vehicle sales and new programs in China and higher commercial truck, off-highway and other revenue in Japan. Currency had a \$11 million unfavorable impact on Asia Pacific revenues.

Ride Performance revenue was up \$3 million in the first quarter of 2016 compared to the first quarter of 2015. In North America, lower volumes of \$9 million were mainly driven by lower commercial truck and off-highway vehicle revenue and lower OE light vehicle sales, which was partially offset by higher aftermarket sales and favorable mix. Currency had a \$4 million unfavorable impact on North American revenues. In the European, South American and Indian segment, higher volumes of \$29 million were driven by increases in light vehicle sales in Europe and India and higher aftermarket revenues across the region, which was partially offset by lower commercial truck and off-highway vehicle revenues in Europe. Currency had a \$24 million unfavorable impact on European, South American and Indian revenues. In Asia Pacific, higher volumes of \$7 million were mainly driven by increased OE light vehicle volumes in China. Currency had a \$4 million unfavorable impact on Asia Pacific revenues.

**Earnings before Interest Expense, Income Taxes and Noncontrolling Interests (“EBIT”) for the Three Months Ended March 31, 2016 and 2015**

	Three Months Ended March 31,		Change
	2016	2015	
	(Millions)		
<b>Clean Air Division</b>			
North America	\$ 62	\$ 54	\$ 8
Europe, South America & India	16	10	6
Asia Pacific	33	27	6
<b>Total Clean Air Division</b>	<b>111</b>	<b>91</b>	<b>20</b>
<b>Ride Performance Division</b>			
North America	42	35	7
Europe, South America & India	(4)	8	(12)
Asia Pacific	11	10	1
<b>Total Ride Performance Division</b>	<b>49</b>	<b>53</b>	<b>(4)</b>
<b>Other</b>	<b>(36)</b>	<b>(24)</b>	<b>(12)</b>
<b>Total Tenneco Inc.</b>	<b>\$ 124</b>	<b>\$ 120</b>	<b>\$ 4</b>

The EBIT results shown in the preceding table include the following items, certain of which are discussed below under “Restructuring and Other Charges,” which have an effect on the comparability of EBIT results between periods:

	Three Months Ended March 31,	
	2016	2015
	(Millions)	
<b>Clean Air Division</b>		
Europe, South America & India		
Restructuring and related expenses	\$ —	\$ 1
Asia Pacific		
Restructuring and related expenses	—	1
<b>Total Clean Air Division</b>	<b>\$ —</b>	<b>\$ 2</b>
<b>Ride Performance Division</b>		
Europe, South America & India		
Restructuring and related expenses	\$ 14	\$ 3
<b>Total Ride Performance Division</b>	<b>\$ 14</b>	<b>\$ 3</b>

EBIT for the Clean Air division was \$111 million in the first quarter of 2016 compared to \$91 million in the first quarter a year ago. EBIT for North America increased \$8 million, to \$62 million, in the first quarter of 2016 versus the first quarter of 2015. The benefit from higher OE light vehicle sales, higher commercial truck and off-highway vehicle revenue, increased aftermarket sales, new platforms and improved operational cost management was partially offset by higher SG&A expense and negative currency. Europe, South America and India’s EBIT was \$16 million in the first quarters of 2016 and \$10 million in the first quarter of 2015. The benefit from higher light vehicle volumes, higher commercial truck, off-highway and other vehicle revenue and new platforms in Europe as well as year-over-year restructuring savings was partially offset by lower light vehicle and commercial truck volumes in South America, higher SG&A and engineering expenses and negative currency. EBIT for Asia Pacific increased \$6 million to \$33 million in the first quarter of 2016 from \$27 million in the first quarter of 2015. EBIT benefited from higher OE light vehicle sales and new platforms in China, higher commercial truck, off-highway and other vehicle revenue in Japan, strong operational cost management and savings from prior restructuring activities, partially offset by higher SG&A expense and negative currency. For the Clean Air division, no restructuring and related expenses were included in EBIT for the first quarter of 2016, whereas \$2 million were included for the same period in 2015. Currency had a \$9 million unfavorable impact on EBIT of the Clean Air division for the first quarter of 2016 when compared to last year.

EBIT for the Ride Performance division was \$49 million in the first quarter of 2016 compared to \$53 million in the first quarter a year ago. EBIT for North America increased \$7 million in the first quarter of 2016 to \$42 million from \$35 million in the first quarter of 2015. The benefits of increased aftermarket volumes, favorable mix, improved operational cost management

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and positive currency were partially offset by lower light vehicle sales, lower commercial truck volumes and higher SG&A and engineering expenses. Europe, South America and India's EBIT was a loss of \$4 million in the first quarter of 2016 and an income of \$8 million in the first quarter of 2015. The benefit from higher light vehicle sales in Europe and India and higher aftermarket volumes in the region, and savings from prior restructuring activities were more than offset by lower commercial truck, off-highway and other revenue reflecting the sale of the Marzocchi specialty business, higher restructuring and related expenses, higher SG&A expense and negative currency. EBIT for Asia Pacific was \$11 million in the first quarter of 2016 and \$10 million in the first quarter of 2015. EBIT benefited from higher light vehicle volumes in China, partially offset by unfavorable currency. For the Ride Performance division, restructuring and related expenses of \$14 million were included in EBIT for the first quarter of 2016 and \$3 million for the same period in 2015. Currency had a \$3 million unfavorable impact on EBIT of the Ride Performance division for the first quarter of 2016 when compared to last year.

Currency had a \$12 million unfavorable impact on overall company EBIT for the first quarter of 2016 as compared to the prior year's first quarter.

***EBIT as a Percentage of Revenue for the Three Months Ended March 31, 2016 and 2015***

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
Clean Air Division		
North America	8 %	8%
Europe, South America & India	3 %	2%
Asia Pacific	12 %	10%
Total Clean Air Division	7 %	6%
Ride Performance Division		
North America	13 %	11%
Europe, South America & India	(2)%	3%
Asia Pacific	18 %	18%
Total Ride Performance Division	8 %	9%
Total Tenneco Inc.	6 %	6%

In the Clean Air division, EBIT as a percentage of revenues for the first quarter of 2016 was up one percentage point compared to last year's first quarter. In North America, EBIT as a percentage of revenues for the first quarter of 2016 was even compared to last year's first quarter. The benefit from higher OE light vehicle sales, higher commercial truck and off-highway vehicle revenue, increased aftermarket sales, new platforms and improved operational cost management was offset by higher SG&A expense and negative currency. Europe, South America and India's EBIT as a percentage of revenues for the first quarter of 2016 was up one percentage point compared to the prior year's first quarter. The benefit from higher light vehicle volumes, higher commercial truck, off-highway and other vehicle revenue and new platforms in Europe as well as year-over-year restructuring savings was partially offset by lower light vehicle and commercial truck volumes in South America, higher SG&A and engineering expenses and negative currency. EBIT as a percentage of revenues for Asia Pacific in the first quarter of 2016 was up two percentage points compared to the first quarter of 2015. The benefit from higher OE light vehicle sales and new platforms in China, higher commercial truck, off-highway and other vehicle revenue in Japan, strong operational cost management and savings from prior restructuring activities was partially offset by higher SG&A expense and negative currency.

In the Ride Performance division, EBIT as a percentage of revenues was down one percentage point compared to the prior year's first quarter. In the first quarter of 2016, EBIT as a percentage of revenues for North America was up two percentage points compared to the first quarter of 2015. The benefits of increased aftermarket volumes, favorable mix, improved operational cost management and positive currency were partially offset by lower light vehicle sales, lower commercial truck volumes and higher SG&A and engineering expenses. EBIT as a percentage of revenues in Europe, South America and India was down five percentage points compared to the prior year's first quarter. The benefit from higher light vehicle sales in Europe and India and higher aftermarket volumes in the region, and savings from prior restructuring activities were more than offset by lower commercial truck, off-highway and other revenue reflecting the sale of the Marzocchi specialty business, higher restructuring and related expenses, higher SG&A expense and negative currency. In Asia Pacific, EBIT as a percentage of revenues for the first quarter of 2016 was even compared to last year's first quarter. The benefit from higher light vehicle volumes in China was offset by unfavorable currency.

**Interest Expense, Net of Interest Capitalized**

We reported interest expense in the first quarter of 2016 of \$18 million (substantially all in our U.S. operations) net of interest capitalized of \$1 million, and \$16 million (substantially all in our U.S. operations) net of interest capitalized of \$1 million in the first quarter of 2015.

On March 31, 2016, we had \$756 million in long-term debt obligations that have fixed interest rates. Of that amount, \$500 million is fixed through December 2020, \$225 million is fixed through December 2024 and the remainder is fixed from 2016 through 2025. We also have \$570 million in long-term debt obligations that are subject to variable interest rates. For more detailed explanations on our debt structure and senior credit facility refer to “Liquidity and Capital Resources — Capitalization” later in this Management’s Discussion and Analysis.

**Income Taxes**

We reported income tax expense of \$34 million and \$41 million in the three month periods ended March 31, 2016 and 2015, respectively. The tax expense recorded in the first quarter of 2016 included a net tax benefit of \$3 million primarily relating to tax adjustments to uncertain tax positions and prior year income tax estimates. The tax expense recorded in the first quarter of 2015 included a net tax expense of \$1 million primarily relating to changes to uncertain tax positions and prior year income tax estimates.

We believe it is reasonably possible that up to \$10 million in unrecognized tax benefits related to the expiration of foreign statute of limitations and the conclusion of income tax examinations may be recognized within the next twelve months.

**Restructuring and Other Charges**

Over the past several years, we have adopted plans to restructure portions of our operations. These plans were approved by our Board of Directors and were designed to reduce operational and administrative overhead costs throughout the business. For the full year 2015, we incurred \$63 million in restructuring and related costs including asset write-downs of \$10 million, primarily related to European cost reduction efforts, exiting the Marzocchi suspension business, headcount reductions in Australia and South America, and the closure of a JIT plant in Australia, of which \$46 million was recorded in cost of sales, \$11 million in SG&A, \$1 million in engineering expense, \$1 million in other expense and \$4 million in depreciation and amortization expense. In the first quarter of 2016, we incurred \$14 million in restructuring and related costs including asset write-downs of \$5 million, primarily related to European cost reduction efforts and headcount reductions in South America, of which \$3 million was recorded in cost of sales, \$6 million in SG&A, \$2 million in other expense and \$3 million in depreciation and amortization expense. In the first quarter of 2015, we incurred \$5 million in restructuring and related costs, primarily related to European cost reduction efforts and the closure of a JIT plant in Australia, of which \$4 million was recorded in cost of sales and \$1 million in SG&A.

Amounts related to activities that are part of our restructuring reserves are as follows:

	December 31, 2015 Restructuring Reserve	2016 Expenses	2016 Cash Payments	Impact of Exchange Rates	March 31, 2016 Restructuring Reserve
	(Millions)				
Employee Severance, Termination Benefits and Other Related Costs	\$ 30	9	(26)	2	\$ 15

On January 31, 2013, we announced our intent to reduce structural costs in Europe by approximately \$60 million annually. During the first quarter of 2016, we reached an annualized run rate on this cost reduction initiative of \$49 million. With the disposition of the Gijon plant, which was completed at the end of the first quarter, the annualized rate will essentially reach our target of \$55 million, at the current exchange rates. In the first quarter of 2016, we incurred \$14 million in restructuring and related costs, of which \$12 million was related to this initiative. While we are nearing the completion of this initiative, we expect to incur additional restructuring and related costs in 2016 due to certain ongoing matters. For example, we closed a plant in Gijon Spain in 2013, but subsequently re-opened it in July 2014 with about half of its prior workforce after the employees' works council successfully filed suit challenging the closure decision. Pursuant to an agreement we entered into with employee representatives, we engaged in a sales process for the facility. In March of 2016, we signed an agreement to transfer ownership of the aftermarket shock absorber manufacturing facility in Gijon, Spain to German private equity fund Quantum Capital Partners A.G. (QCP). The transfer to QCP was effective March 31, 2016 and under a three year manufacturing agreement, QCP will also continue as a supplier to Tenneco.

On July 22, 2015, we announced our intention to discontinue our Marzocchi motorcycle fork suspension product line and our mountain bike suspension product line, and liquidate our Marzocchi operations. These actions were subject to a consultation process with the employee representatives and in total eliminated approximately 138 jobs. We employed 127

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people at the Marzocchi plant in Bologna, Italy and an additional 11 people in our operations in North America and Taiwan. In November 2015, we closed on the sale of certain assets related to our Marzocchi mountain bike suspension product line to the affiliates of Fox Factory Holding Corp.; and in December 2015, we closed on the sale of the Marzocchi motorcycle fork product line to an Italian company, VRM S.p.A. These actions were a part of our ongoing efforts to optimize our Ride Performance product line globally while continuously improving our operations and increasing profitability. We recorded charges of \$29 million in 2015 related to severance and other employee related costs, asset write-downs and other expenses related to these sales. We anticipate improving financial results by approximately \$5 million annually, beginning in 2016.

Under the terms of our amended and restated senior credit agreement that took effect on December 8, 2014, we are allowed to exclude up to \$150 million in the aggregate of all costs, expenses, fees, fines, penalties, judgments, legal settlements and other amounts associated with any restructuring, litigation, claim, proceeding or investigation related to or undertaken by us or any of our subsidiaries, together with any related provision for taxes, incurred after December 8, 2014 in the calculation of the financial covenant ratios required under our senior credit facility. As of March 31, 2016, we had excluded \$62 million of allowable charges relating to restructuring initiatives against the \$150 million available under the terms of the senior credit facility.

#### *Earnings Per Share*

We reported net income attributable to Tenneco Inc. of \$57 million or \$0.99 per diluted common share for the first quarter of 2016. Included in the results for the first quarter of 2016 were negative impact from expenses related to our restructuring activities partially offset by net tax benefit. The total impact of these items decreased earnings per diluted share by \$0.18. We reported net income attributable to Tenneco Inc. of \$49 million or \$0.80 per diluted common share for the first quarter of 2015. Included in the results for the first quarter of 2015 were negative impacts from expenses related to our restructuring activities and net tax adjustments. The total impact of these items decreased earnings per diluted share by \$0.08.

#### *Dividends on Common Stock*

On January 10, 2001, our Board of Directors eliminated the quarterly dividend on our common stock. There are no current plans to reinstate a dividend on our common stock.

#### *Cash Flows for the Three Months Ended March 31, 2016 and 2015*

	Three Months Ended March 31,	
	2016	2015
	(Millions)	
Cash provided (used) by:		
Operating activities	\$ (29)	\$ (50)
Investing activities	(74)	(78)
Financing activities	183	141

#### *Operating Activities*

For the first quarter of 2016, operating activities used \$29 million in cash compared to \$50 million in cash used during last year's first quarter. Compared to the prior year, cash used in operations was lower primarily driven by higher net income. For the first quarter of 2016, cash used for working capital was \$164 million versus \$160 million of cash used for working capital in the first quarter of 2015. Receivables were a use of cash of \$160 million in the first quarter of 2016 compared to a use of cash of \$194 million in the prior year's first quarter. Inventory represented a cash outflow of \$51 million for the first quarter of 2016 and a cash outflow of \$59 million during the first quarter of 2015. Accounts payable provided \$56 million of cash for the quarter ended March 31, 2016, compared to \$77 million cash provided for the quarter ended March 31, 2015. Cash taxes were \$21 million in the first quarter of 2016, whereas no cash tax payments were made in the prior year's first quarter due to a US tax refund of \$25 million for overpayment in 2014.

#### *Investing Activities*

Cash used for investing activities was \$74 million in the first quarter of 2016 compared to cash used of \$78 million in the same period a year ago. Cash payments for plant, property and equipment were \$68 million in the first quarter of 2016 versus payments of \$77 million in the first quarter of 2015, a decrease of \$9 million. Cash payments for software-related intangible assets were \$6 million and \$5 million, respectively, for the first quarters of 2016 and 2015. Changes in restricted cash were a use of cash of \$1 million in the first quarter of 2016 compared to a source of cash of \$3 million in 2015.

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### *Financing Activities*

Cash flow from financing activities was an inflow of \$183 million for the quarter ended March 31, 2016 compared to an inflow of \$141 million for the quarter ended March 31, 2015. We repurchased 360,000 shares of our outstanding common stock for \$16 million at an average price of \$45.09 per share during the first quarter of 2016 and 192,000 shares of our outstanding common stock for \$11 million at an average price of \$57.13 per share during the first quarter of 2015 as part of a previously announced stock buyback plan of up to \$350 million. Additionally, on October 23, 2015, we announced that our Board of Directors has expanded our share repurchase program, authorizing the repurchase of an additional \$200 million of common stock which we anticipate completing by the end of 2017.

Borrowings under our revolving credit facility were \$288 million at March 31, 2016 and \$88 million at March 31, 2015. At March 31, 2016, there was \$30 million borrowed under the U.S. accounts receivable securitization programs, whereas at March 31, 2015, there was \$50 million outstanding.

### **Outlook**

Excluding currency, we expect total revenue growth of six percent in the second quarter 2016, outpacing estimated aggregate industry production growth of four percent, which includes an increase in light vehicle industry production of four percent and an one percent decline in combined commercial truck and off-highway industry production.

Based on current exchange rates, we anticipate no significant currency headwinds in the second quarter. Our expected six percent revenue increase will be driven by stronger global light vehicle volumes including new launches and the ramp up on recently launched platforms, and a solid contribution from the global aftermarket. Commercial truck and off-highway revenue is expected to be roughly in line with industry production. We expect continued margin improvement in the second quarter.

We are upwardly revising our revenue guidance for the full year. Based on current aggregate industry production estimates, we now expect to outgrow global industry production by three percentage points, resulting in annual revenue growth of six percent, excluding currency.

Tenneco's revenue projections are based on the type of information set forth under "Outlook" in Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" as set forth in Tenneco's Annual Report on Form 10-K for the year ended December 31, 2015. Please see that disclosure for further information. Additionally, revenue assumptions for the second quarter and full year 2016 are based on current and projected customer projection schedules, as well as IHS Automotive April 2016 global light vehicle production forecasts, Power Systems Research (PSR) April 2016 forecast for global commercial truck and buses, PSR off-highway engine production in North America and Europe and Tenneco estimates.

### **Critical Accounting Policies**

We prepare our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Preparing our condensed consolidated financial statements in accordance with generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The following paragraphs include a discussion of some critical areas where estimates are required.

#### *Revenue Recognition*

We recognize revenue for sales to our original equipment and aftermarket customers when title and risk of loss passes to the customers under the terms of our arrangements with those customers, which is usually at the time of shipment from our plants or distribution centers. Generally, in connection with the sale of exhaust systems to certain original equipment manufacturers, we purchase catalytic converters and diesel particulate filters or components thereof including precious metals ("substrates") on behalf of our customers which are used in the assembled system. These substrates are included in our inventory and "passed through" to the customer at our cost, plus a small margin, since we take title to the inventory and are responsible for both the delivery and quality of the finished product. Revenues recognized for substrate sales were \$510 million and \$464 million for the first three months of 2016 and 2015, respectively. For our aftermarket customers, we provide for promotional incentives and returns at the time of sale. Estimates are based upon the terms of the incentives and historical experience with returns. Certain taxes assessed by governmental authorities on revenue producing transactions, such as value added taxes, are excluded from revenue and recorded on a net basis. Shipping and handling costs billed to customers are included in revenues and the related costs are included in cost of sales in our condensed consolidated statements of income.

#### *Warranty Reserves*

Where we have offered product warranty, we also provide for warranty costs. Provisions for estimated expenses related to product warranty are made at the time products are sold or when specific warranty issues are identified with our products. These estimates are established using historical information about the nature, frequency, and average cost of warranty claims

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and upon specific warranty issues as they arise. The warranty terms vary but range from one year up to limited lifetime warranties on some of our premium aftermarket products. We actively study trends of our warranty claims and take action to improve product quality and minimize warranty claims. While we have not experienced any material differences between these estimates and our actual costs, it is reasonably possible that future warranty issues could arise that could have a significant impact on our condensed consolidated financial statements.

### *Pre-production Design and Development and Tooling Assets*

We expense pre-production design and development costs as incurred unless we have a contractual guarantee for reimbursement from the original equipment customer. Unbilled pre-production design and development costs recorded in prepayments and other and long-term receivables totaled \$26 million and \$21 million at March 31, 2016 and December 31, 2015, respectively. In addition, plant, property and equipment included \$60 million and \$64 million at March 31, 2016 and December 31, 2015, respectively, for original equipment tools and dies that we own, and prepayments and other included \$109 million and \$107 million at March 31, 2016 and December 31, 2015, respectively, for in-process tools and dies that we are building for our original equipment customers.

### *Income Taxes*

We recognize deferred tax assets and liabilities on the basis of the future tax consequences attributable to temporary differences that exist between the financial statement carrying value of assets and liabilities and their respective tax values, and net operating losses ("NOL") and tax credit carryforwards on a taxing jurisdiction basis. We measure deferred tax assets and liabilities using enacted tax rates that will apply in the years in which we expect the temporary differences to be recovered or paid.

We evaluate our deferred income taxes quarterly to determine if valuation allowances are required or should be adjusted. U.S. GAAP requires that companies assess whether valuation allowances should be established against their deferred tax assets based on consideration of all available evidence, both positive and negative, using a "more likely than not" standard. This assessment considers, among other matters, the nature, frequency and amount of recent losses, the duration of statutory carryforward periods, and tax planning strategies. In making such judgments, significant weight is given to evidence that can be objectively verified.

Valuation allowances are established for deferred tax assets based on a "more likely than not" threshold. The ability to realize deferred tax assets depends on our ability to generate sufficient taxable income within the carryforward periods provided for in the tax law for each tax jurisdiction. We have considered the following possible sources of taxable income when assessing the realization of our deferred tax assets:

- Future reversals of existing taxable temporary differences;
- Taxable income or loss, based on recent results, exclusive of reversing temporary differences and carryforwards;
- Tax-planning strategies; and
- Taxable income in prior carryback years if carryback is permitted under the relevant tax law.

The valuation allowances recorded against deferred tax assets in certain foreign jurisdictions will impact our provision for income taxes until the valuation allowances are released. Our provision for income taxes will include no tax benefit for losses incurred and no tax expense with respect to income generated in these jurisdictions until the respective valuation allowance is eliminated.

For interim tax reporting we estimate our annual effective tax rate and apply it to our year to date ordinary income. Jurisdictions where no tax benefit can be recognized due to a valuation allowance are excluded from the estimated annual effective tax rate. The impact of including these jurisdictions on the quarterly effective rate calculation could result in a higher or lower effective tax rate during a particular quarter due to the mix and timing of actual earnings versus annual projections. The tax effects of certain unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

### *Goodwill, net*

We evaluate goodwill for impairment as of October 31st each year, or more frequently if events indicate it is warranted. The goodwill impairment test consists of a two-step process. In step one, we compare the estimated fair value of our reporting units with goodwill to the carrying value of the unit's assets and liabilities to determine if impairment exists within the recorded balance of goodwill. We estimate the fair value of each reporting unit using the income approach which is based on the present value of estimated future cash flows. The income approach is dependent on a number of factors, including estimates of market trends, forecasted revenues and expenses, capital expenditures, weighted average cost of capital and other variables. A separate

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discount rate derived by a combination of published sources, internal estimates and weighted based on our debt and equity structure, was used to calculate the discounted cash flows for each of our reporting units. These estimates are based on assumptions that we believe to be reasonable, but which are inherently uncertain and outside of the control of management. If the carrying value of the reporting unit is higher than its fair value, there is an indication that impairment may exist which requires step two to be performed to measure the amount of the impairment loss. The amount of impairment is determined by comparing the implied fair value of a reporting unit's goodwill to its carrying value.

The estimated fair value of each of our reporting units exceeded the carrying value of their assets and liabilities as October 31, 2015.

### *Pension and Other Postretirement Benefits*

We have various defined benefit pension plans that cover some of our employees. We also have postretirement health care and life insurance plans that cover some of our domestic employees. Our pension and postretirement health care and life insurance expenses and valuations are dependent on assumptions used by our actuaries in calculating those amounts. These assumptions include discount rates, health care cost trend rates, long-term return on plan assets, retirement rates, mortality rates and other factors. Health care cost trend rate assumptions are developed based on historical cost data and an assessment of likely long-term trends. Retirement rates are based primarily on actual plan experience while mortality rates are based upon the general population experience which is not expected to differ materially from our experience.

Our approach to establishing the discount rate assumption for both our domestic and foreign plans is generally based on the yield on high-quality corporate fixed-income investments. At the end of each year, the discount rate is determined using the results of bond yield curve models based on a portfolio of high quality bonds matching the notional cash inflows with the expected benefit payments for each significant benefit plan. Based on this approach, we raised the weighted average discount rate for all our pension plans to 3.9 percent in 2016 from 3.7 percent in 2015. The discount rate for postretirement benefits was raised to 4.3 percent in 2016 from 4.1 percent in 2015.

Our approach to determining expected return on plan asset assumptions evaluates both historical returns as well as estimates of future returns, and is adjusted for any expected changes in the long-term outlook for the equity and fixed income markets. As a result, our estimate of the weighted average long-term rate of return on plan assets for all of our pension plans was lowered to 6.6 percent for 2016 from 6.7 percent for 2015.

Except in the U.K., our pension plans generally do not require employee contributions. Our policy is to fund our pension plans in accordance with applicable U.S. and foreign government regulations and to make additional payments as funds are available to achieve full funding of the accumulated benefit obligation. As of March 31, 2016, all legal funding requirements have been met.

### **New Accounting Pronouncements**

Note 11 in our notes to condensed consolidated financial statements located in Part I Item 1 of this Form 10-Q is incorporated herein for reference.

### **Liquidity and Capital Resources**

#### *Capitalization*

	<b>March 31, 2016</b>	<b>December 31, 2015</b>	<b>% Change</b>
	<b>(Millions)</b>		
Short-term debt and maturities classified as current	\$ 97	\$ 86	13%
Long-term debt	1,311	1,124	17
Total debt	1,408	1,210	16
Total redeemable noncontrolling interests	51	43	19
Total noncontrolling interests	49	42	17
Tenneco Inc. shareholders' equity	505	433	17
Total equity	554	475	17
Total capitalization	\$ 2,013	\$ 1,728	16%

*General.* Short-term debt, which includes maturities classified as current, borrowings by foreign subsidiaries, and borrowings under our U.S. accounts receivable securitization program, was \$97 million and \$86 million as of March 31, 2016 and December 31, 2015, respectively. Borrowings under our revolving credit facilities, which are classified as long-term debt, were \$288 million and \$105 million at March 31, 2016 and December 31, 2015, respectively.

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The 2016 year-to-date increase in Tenneco Inc. shareholders' equity primarily resulted from net income attributable to Tenneco Inc. of \$57 million, a \$4 million increase related to pension and postretirement benefits, a \$4 million increase in premium on common stock and other capital surplus relating to common stock issued pursuant to benefit plans, and a \$23 million increase caused by the impact of changes in foreign exchange rates on the translation of financial statements of our foreign subsidiaries into U.S. dollars, partially offset by a \$16 million increase in treasury stock as a result of purchases of common stock under our share purchase program.

*Overview.* Our financing arrangements are primarily provided by a committed senior secured financing arrangement with a syndicate of banks and other financial institutions. The arrangement is secured by substantially all our domestic assets and pledges of up to 66 percent of the stock of certain first-tier foreign subsidiaries, as well as guarantees by our material domestic subsidiaries.

As of March 31, 2016, the senior credit facility provides us with a total revolving credit facility size of \$1,200 million and had a \$281 million balance outstanding under the Tranche A Term Facility, both of which will mature on December 8, 2019. Net carrying amount for the balance outstanding under the Tranche A Term Facility including a \$2 million debt issuance cost was \$279 million. Funds may be borrowed, repaid and re-borrowed under the revolving credit facility without premium or penalty (subject to any customary LIBOR breakage fees). The revolving credit facility is reflected as debt on our balance sheet only if we borrow money under this facility or if we use the facility to make payments for letters of credit. Outstanding letters of credit reduce our availability to borrow revolving loans under the facility. We are required to make quarterly principal payments under the Tranche A Term Facility of \$3.75 million through December 31, 2016, \$5.625 million beginning March 31, 2017 through December 31, 2017, \$7.5 million beginning March 31, 2018 through September 30, 2019 and a final payment of \$195 million is due on December 8, 2019. We have excluded the required payments, within the next twelve months, under the Tranche A Term Facility totaling \$17 million from current liabilities as of March 31, 2016, because we have the intent and ability to refinance the obligations on a long-term basis by using our revolving credit facility.

At March 31, 2016, of the \$1,200 million available under the revolving credit facility, we had unused borrowing capacity of \$912 million with \$288 million in outstanding borrowings and zero in outstanding letters of credit. As of March 31, 2016, our outstanding debt also included (i) \$281 million of term debt which consisted of a \$279 million net carrying amount including a \$2 million debt issuance cost related to our Tranche A Term Facility which is subject to quarterly principal payments as described above through December 8, 2019, (ii) \$225 million of notes which consisted of a \$221 million net carrying amount including a \$4 million debt issuance cost of 5<sup>3</sup>/<sub>8</sub> percent senior notes due December 15, 2024, (iii) \$500 million of notes which consisted of a \$494 million net carrying amount including a \$6 million debt issuance cost of 6<sup>7</sup>/<sub>8</sub> percent senior notes due December 15, 2020, and (iv) \$126 million of other debt.

We monitor market conditions with respect to the potential refinancing of our outstanding debt obligations, including our senior secured credit facility and senior notes. Depending on market and other conditions, we may seek to refinance our debt obligations from time to time. Any such refinancing in the near term would likely include the refinancing of our existing \$500 million 6<sup>7</sup>/<sub>8</sub> percent senior notes due 2020. We cannot make any assurance, however, that any refinancing will be completed.

*Senior Credit Facility — Interest Rates and Fees.* Beginning December 8, 2014, our Tranche A Term Facility and revolving credit facility bear interest at an annual rate equal to, at our option, either (i) London Interbank Offered Rate ("LIBOR") plus a margin of 175 basis points, or (ii) a rate consisting of the greater of (a) the JPMorgan Chase prime rate plus a margin of 75 basis points, (b) the Federal Funds rate plus 50 basis points plus a margin of 75 basis points, and (c) one month LIBOR plus 100 basis points plus a margin of 75 basis points. The margin we pay on these borrowings will be increased by a total of 25 basis points above the original margin following each fiscal quarter for which our consolidated net leverage ratio is equal to or greater than 2.25 and less than 3.25, and will be increased by a total of 50 basis points above the original margin following each fiscal quarter for which our consolidated net leverage ratio is equal to or greater than 3.25. In addition, the margin we pay on these borrowings will be reduced by a total of 25 basis points below the original margin if our consolidated net leverage ratio is less than 1.25. We also pay a commitment fee equal to 30 basis points that will be reduced to 25 basis points or increased to up to 40 basis points depending on consolidated net leverage ratio changes as set forth in the senior credit facility.

*Senior Credit Facility — Other Terms and Conditions.* Our senior credit facility requires that we maintain financial ratios equal to or better than the following consolidated net leverage ratio (consolidated indebtedness net of cash divided by consolidated EBITDA, as defined in the senior credit facility agreement), and consolidated interest coverage ratio (consolidated EBITDA divided by consolidated interest expense, as defined in the senior credit facility agreement) at the end of each period indicated. Failure to maintain these ratios will result in a default under our senior credit facility. The financial ratios required under the amended and restated senior credit facility (or the predecessor facility, as applicable) and the actual ratios we achieved for the first quarter of 2016, are as follows:

	March 31, 2016	
	Required	Actual
Leverage Ratio (maximum)	3.50	1.54
Interest Coverage Ratio (minimum)	2.75	13.90

The senior credit facility includes a maximum leverage ratio covenant of 3.50 and a minimum interest coverage ratio of 2.75, in each case through December 8, 2019.

The covenants in our senior credit facility agreement generally prohibit us from repaying or refinancing our senior notes. So long as no default existed, we would, however, under our senior credit facility agreement, be permitted to repay or refinance our senior notes (i) with the net cash proceeds of permitted refinancing indebtedness (as defined in the senior credit facility agreement) or with the net cash proceeds of our common stock, in each case issued within 180 days prior to such repayment; (ii) with the net cash proceeds of the incremental facilities (as defined in the senior credit facility agreement) and certain indebtedness incurred by our foreign subsidiaries; (iii) with the proceeds of the revolving loans (as defined in the senior credit facility agreement); (iv) with the cash generated by our operations; (v) in an amount equal to the net cash proceeds of qualified capital stock (as defined in the senior credit facility agreement) issued by us after December 8, 2014; and (vi) in exchange for permitted refinancing indebtedness or in exchange for shares of our common stock; provided that such purchases are capped as follows (with respect to clauses (iii), (iv) and (v) based on a pro forma consolidated leverage ratio after giving effect to such purchase, cancellation or redemption):

Pro forma Consolidated Leverage Ratio	Aggregate Senior Note Maximum Amount	
	(Millions)	
Greater than or equal to 3.0x	\$	20
Greater than or equal to 2.5x	\$	100
Greater than or equal to 2.0x	\$	200
Less than 2.0x		no limit

Although the senior credit facility agreement would permit us to repay or refinance our senior notes under the conditions described above, any repayment or refinancing of our outstanding notes would be subject to market conditions and either the voluntary participation of note holders or our ability to redeem the notes under the terms of the applicable note indenture. For example, while the senior credit facility agreement would allow us to repay our outstanding notes via a direct exchange of the notes for either permitted refinancing indebtedness or for shares of our common stock, we do not, under the terms of the agreements governing our outstanding notes, have the right to refinance the notes via any type of direct exchange.

The senior credit facility agreement also contains other restrictions on our operations that are customary for similar facilities, including limitations on: (i) incurring additional liens; (ii) sale and leaseback transactions (except for the permitted transactions as described in the senior credit facility agreement); (iii) liquidations and dissolutions; (iv) incurring additional indebtedness or guarantees; (v) investments and acquisitions; (vi) dividends and share repurchases; (vii) mergers and consolidations; and (viii) refinancing of the senior notes. Compliance with these requirements and restrictions is a condition for any incremental borrowings under the senior credit facility agreement and failure to meet these requirements enables the lenders to require repayment of any outstanding loans.

As of March 31, 2016, we were in compliance with all the financial covenants and operational restrictions of the senior credit facility. Our senior credit facility does not contain any terms that could accelerate payment of the facility or affect pricing under the facility as a result of a credit rating agency downgrade.

*Senior Notes.* As of March 31, 2016, our outstanding senior notes also included \$225 million of 5<sup>3</sup>/<sub>8</sub> percent senior notes due December 15, 2024 which consisted of \$221 million net carrying amount including a \$4 million debt issuance cost and \$500 million of 6<sup>7</sup>/<sub>8</sub> percent senior notes due December 15, 2020 which consisted of \$494 million net carrying amount including a \$6 million debt issuance cost. Under the indentures governing the notes, we are permitted to redeem some or all of the remaining senior notes at specified prices that decline to par over a specified period, (a) on or after December 15, 2019, in the case of the senior notes due 2024, and (b) on or after December 15, 2015, in the case of the senior notes due 2020. In addition, the notes may also be redeemed at a price generally equal to 100 percent of the principal amount thereof plus a premium based on the present values of the remaining payments due to the note holders. Further, the indentures governing the notes also permit us to redeem up to 35 percent of the senior notes due 2024, with the proceeds of certain equity offerings completed on or before December 15, 2017. If we sell certain of our assets or experience specified kinds of changes in control, we must offer to repurchase the notes due 2024 and 2020 at 101 percent of the principal amount thereof plus accrued and unpaid interest.

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Our senior notes require that, as a condition precedent to incurring certain types of indebtedness not otherwise permitted, our consolidated fixed charge coverage ratio, as calculated on a pro forma basis, be greater than 2.00. The indentures also contain restrictions on our operations, including limitations on: (i) incurring additional indebtedness or liens; (ii) dividends; (iii) distributions and stock repurchases; (iv) investments; (v) asset sales and (vi) mergers and consolidations. Subject to limited exceptions, all of our existing and future material domestic wholly owned subsidiaries fully and unconditionally guarantee these notes on a joint and several basis. There are no significant restrictions on the ability of the subsidiaries that have guaranteed these notes to make distributions to us. As of March 31, 2016, we were in compliance with the covenants and restrictions of these indentures.

*Accounts Receivable Securitization.* We securitize some of our accounts receivable on a limited recourse basis in the U.S. and Europe. As servicer under these accounts receivable securitization programs, we are responsible for performing all accounts receivable administration functions for these securitized financial assets including collections and processing of customer invoice adjustments. In the U.S., we have an accounts receivable securitization program with three commercial banks comprised of a first priority facility and a second priority facility. We securitize original equipment and aftermarket receivables on a daily basis under the bank program. In March 2015, the U.S. program was amended and extended to April 30, 2017. The first priority facility provides financing of up to \$130 million and the second priority facility, which is subordinated to the first priority facility, provides up to an additional \$50 million of financing. Both facilities monetize accounts receivable generated in the U.S. that meet certain eligibility requirements. The second priority facility also monetizes certain accounts receivable generated in the U.S. that would otherwise be ineligible under the first priority securitization facility. The amount of outstanding third-party investments in our securitized accounts receivable under the U.S. program was \$30 million at both March 31, 2016 and December 31, 2015.

Each facility contains customary covenants for financings of this type, including restrictions related to liens, payments, mergers or consolidations and amendments to the agreements underlying the receivables pool. Further, each facility may be terminated upon the occurrence of customary events (with customary grace periods, if applicable), including breaches of covenants, failure to maintain certain financial ratios, inaccuracies of representations and warranties, bankruptcy and insolvency events, certain changes in the rate of default or delinquency of the receivables, a change of control and the entry or other enforcement of material judgments. In addition, each facility contains cross-default provisions, where the facility could be terminated in the event of non-payment of other material indebtedness when due and any other event which permits the acceleration of the maturity of material indebtedness.

We also securitize receivables in our European operations with regional banks in Europe under various separate facilities. The commitments for these arrangements are generally for one year, but some may be canceled with notice 90 days prior to renewal. In some instances, the arrangement provides for cancellation by the applicable financial institution at any time upon notification. The amount of outstanding third-party investments in our securitized accounts receivable in Europe was \$208 million and \$174 million at March 31, 2016 and December 31, 2015, respectively.

If we were not able to securitize receivables under either the U.S. or European securitization programs, our borrowings under our revolving credit agreement might increase. These accounts receivable securitization programs provide us with access to cash at costs that are generally favorable to alternative sources of financing, and allow us to reduce borrowings under our revolving credit agreement.

In our U.S. accounts receivable securitization programs, we transfer a partial interest in a pool of receivables and the interest that we retain is subordinate to the transferred interest. Accordingly, we account for our U.S. securitization program as a secured borrowing. In our European programs, we transfer accounts receivables in their entirety to the acquiring entities and satisfy all of the conditions established under ASC Topic 860, "Transfers and Servicing," to report the transfer of financial assets in their entirety as a sale. The fair value of assets received as proceeds in exchange for the transfer of accounts receivable under our European securitization programs approximates the fair value of such receivables. We recognized \$1 million interest expense and less than \$1 million in the three month periods ended March 31, 2016 and 2015, respectively, relating to our U.S. securitization program. In addition, we recognized a loss of \$1 million in each of the three month periods ended March 31, 2016 and 2015, on the sale of trade accounts receivable in our European accounts receivable securitization programs, representing the discount from book values at which these receivables were sold to our banks. The discount rate varies based on funding costs incurred by our banks. The discount rate varies based on funding costs incurred by our banks, which averaged approximately two percent during the first three months of both 2016 and 2015.

*Financial Instruments.* One of our European subsidiaries receives payment from one of its customers whereby the accounts receivable are satisfied through the early delivery of financial instruments. We may collect these financial instruments before their maturity date by either selling them at a discount or using them to satisfy accounts receivable that have previously been sold to a European bank. Any of these financial instruments which are not sold are classified as other current assets. Such financial instruments held by our European subsidiary totaled zero and less than \$1 million as of March 31, 2016 and December 31, 2015, respectively.

In certain instances, several of our Chinese subsidiaries receive payment from customers through the receipt of financial instruments on the date the customer payments are due. Several of our Chinese subsidiaries also satisfy vendor payments through the delivery of financial instruments on the date the payments are due. Financial instruments issued to satisfy vendor payables and not redeemed totaled \$23 million and \$15 million at March 31, 2016 and December 31, 2015, respectively, and were classified as notes payable. Financial instruments received from OE customers and not redeemed totaled \$5 million and \$8 million at March 31, 2016 and December 31, 2015, respectively. We classify financial instruments received from our customers as other current assets if issued by a financial institution of our customers or as customer notes and accounts, if issued by our customer. We classified \$5 million and \$8 million in other current assets at March 31, 2016 and December 31, 2015, respectively.

The financial instruments received by one of our European subsidiaries and some of our Chinese subsidiaries are drafts drawn that are payable at a future date and, in some cases, are negotiable and/or are guaranteed by banks of the customers. The use of these instruments for payment follows local commercial practice. Because certain of such financial instruments are guaranteed by our customers' banks, we believe they represent a lower financial risk than the outstanding accounts receivable that they satisfy which are not guaranteed by a bank.

*Supply Chain Financing.* Certain of our suppliers in the U.S. participate in a supply chain financing program under which they securitize their accounts receivables from Tenneco. Financial institutions participate in the supply chain financing program on an uncommitted basis and can cease purchasing receivables from Tenneco's suppliers at any time. If the financial institution did not continue to purchase receivables from Tenneco's suppliers under this program, the participating vendors may have a need to renegotiate their payment terms with Tenneco which in turn would cause our borrowings under our revolving credit facility to increase.

*Capital Requirements.* We believe that cash flows from operations, combined with our cash on hand, subject to any applicable withholding taxes upon repatriation of cash balances from our foreign operations where most of our cash balances are located, and available borrowing capacity described above, assuming that we maintain compliance with the financial covenants and other requirements of our senior credit facility agreement, will be sufficient to meet our future capital requirements, including debt amortization, capital expenditures, pension contributions, and other operational requirements, for the following year. Our ability to meet the financial covenants depends upon a number of operational and economic factors, many of which are beyond our control. In the event that we are unable to meet these financial covenants, we would consider several options to meet our cash flow needs. Such actions include additional restructuring initiatives and other cost reductions, sales of assets, reductions to working capital and capital spending, issuance of equity and other alternatives to enhance our financial and operating position. Should we be required to implement any of these actions to meet our cash flow needs, we believe we can do so in a reasonable time frame.

## **Derivative Financial Instruments**

### *Foreign Currency Exchange Rate Risk*

When foreign currency exchange rate risk cannot be managed by operational strategies, we use derivative financial instruments, principally foreign currency forward purchase and sale contracts with terms of less than one year, to hedge our exposure to changes in foreign currency exchange rates. Our primary exposure to changes in foreign currency rates results from intercompany loans made between affiliates to minimize the need for borrowings from third parties. Additionally, we enter into foreign currency forward purchase and sale contracts to mitigate our exposure to changes in exchange rates on certain intercompany and third-party trade receivables and payables. We manage counter-party credit risk by entering into derivative financial instruments with major financial institutions that can be expected to fully perform under the terms of such agreements. We do not enter into derivative financial instruments for speculative purposes.

In managing our foreign currency exposures, we identify and aggregate existing offsetting positions and then hedge residual exposures through third-party derivative contracts. The fair value of our foreign currency forward contracts was a net liability position of \$1 million at March 31, 2016 and is based on an internally developed model which incorporates observable inputs including quoted spot rates, forward exchange rates and discounted future expected cash flows utilizing market interest rates with similar quality and maturity characteristics. The following table summarizes by major currency the notional amounts for our foreign currency forward purchase and sale contracts as of March 31, 2016. All contracts in the following table mature in 2016.

		<b>March 31, 2016</b>
		<b>Notional Amount</b>
		<b>in Foreign Currency</b>
		<b>(Millions)</b>
Australian dollars	—Purchase	1
British pounds	—Purchase	39
	—Sell	(39)
Canadian dollars	—Sell	(2)
European euro	—Purchase	19
	—Sell	(41)
South African rand	—Purchase	70
	—Sell	(200)
Japanese yen	—Purchase	400
	—Sell	(416)
U.S. dollars	—Purchase	105
	—Sell	(70)

#### *Interest Rate Risk*

Our financial instruments that are sensitive to market risk for changes in interest rates are primarily our debt securities. We use our revolving credit facility to finance our short-term and long-term capital requirements. We pay a current market rate of interest on these borrowings. Our long-term capital requirements have been financed with long-term debt with original maturity dates ranging from four to ten years. On March 31, 2016, we had \$756 million in long-term debt obligations that have fixed interest rates. Of that amount, \$500 million is fixed through December 2020, \$225 million is fixed through December 2024, and the remainder is fixed from 2016 through 2025. We also have \$570 million in long-term debt obligations that are subject to variable interest rates. For more detailed explanations on our debt structure and senior credit facility refer to “Liquidity and Capital Resources — Capitalization” earlier in this Management’s Discussion and Analysis.

We estimate that the fair value of our long-term debt at March 31, 2016 was about 102 percent of its book value. A one percentage point increase or decrease in interest rates related to our variable interest rate debt would increase or decrease the annual interest expense we recognize in the income statement and the cash we pay for interest expense by about \$7 million.

#### **Environmental Matters, Legal Proceedings and Product Warranties**

Note 7 in our notes to condensed consolidated financial statements located in Part I Item 1 of this Form 10-Q is incorporated herein for reference.

We expect to continue to incur legal and related costs in 2016 pertaining to the ongoing antitrust investigation. Such costs may not be evenly distributed throughout the year.

#### **Tenneco 401(K) Retirement Savings Plan**

Effective January 1, 2012, the Tenneco Employee Stock Ownership Plan for Hourly Employees and the Tenneco Employee Stock Ownership Plan for Salaried Employees were merged into one plan called the Tenneco 401(k) Retirement Savings Plan (the “Retirement Savings Plan”). Under the plan, subject to limitations in the Internal Revenue Code, participants may elect to defer up to 75 percent of their salary through contributions to the plan, which are invested in selected mutual funds or used to buy our common stock. We match 100 percent of an employee's contributions up to three percent of the employee's salary and 50 percent of an employee's contributions that are between three percent and five percent of the employee's salary. In connection with freezing the defined benefit pension plans for nearly all U.S. based salaried and non-union hourly employees effective December 31, 2006, and the related replacement of those defined benefit plans with defined contribution plans, we are making additional contributions to the Retirement Savings Plan. We recorded expense for these contributions of approximately \$7 million for each of the three month periods ended March 31, 2016 and 2015. Matching contributions vest immediately. Defined benefit replacement contributions fully vest on the employee’s third anniversary of employment.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

For information regarding our exposure to interest rate risk and foreign currency exchange rate risk, see the caption entitled “Derivative Financial Instruments” in “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which is incorporated herein by reference.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the quarter covered by this report. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by our Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II****ITEM 1A. RISK FACTORS**

We are exposed to certain risks and uncertainties that could have a material adverse impact on our business, financial condition and operating results. Except for the update of the following risk factor, there have been no other material changes to the Risk Factors described in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

**We are subject to, and could be further subject to, investigations by antitrust regulators and related lawsuits by other third parties. Developments in these investigations and related lawsuits could have a material adverse effect on our consolidated financial position, results of operations or liquidity.**

We are subject to a variety of laws and regulations that govern our business both in the United States and internationally, including antitrust laws. Violations of antitrust laws can result in significant penalties being imposed by antitrust authorities. Costs, charges and liabilities arising out of or related to these investigations and related lawsuits can also be significant.

Antitrust authorities in various jurisdictions are investigating possible violations of antitrust laws by multiple automotive parts suppliers, including Tenneco. In addition, Tenneco and certain of its competitors are currently subject to civil putative class action lawsuits in the U.S., which allege anti-competitive conduct related to the activities subject to these investigations. More related lawsuits may be filed, including in other jurisdictions. Antitrust law investigations and related lawsuits often continue for several years and can result in significant penalties and liability. At this point, we cannot estimate the ultimate impact on our company from investigations into our antitrust compliance and related lawsuits. In light of the uncertainties and many variables involved in such investigations and related lawsuits, we cannot assure you that the ultimate resolution of these and other investigations and related lawsuits will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

(a) None.

(b) Not applicable.

(c) *Purchase of equity securities by the issuer and affiliated purchasers.* The following table provides information relating to our purchase of shares of our common stock in the first quarter of 2016. These purchases reflect shares withheld upon vesting of restricted stock for minimum tax withholding obligations as well as shares repurchased through our share repurchase program. We generally intend to continue to satisfy statutory minimum tax withholding obligations in connection with the vesting of outstanding restricted stock through the withholding of shares.

In January 2015, our Board of Directors approved a share repurchase program, authorizing our company to repurchase up to \$350 million of our outstanding common stock over a three-year period. This repurchase program does not obligate Tenneco to make repurchases at any specific time or situation and is part of our overall capital allocation strategy. In October 2015, our Board of Directors expanded our company's share repurchase plan, authorizing the repurchase of an additional \$200 million of our company's outstanding common stock. This authorization is in addition to the \$350 million share repurchase program our company announced in January 2015. We repurchased 360,000 shares for \$16 million through this program in the three months ended March 31, 2016. Since we announced the current share repurchase program in January 2015, we have repurchased 4.6 million shares for \$229 million through March 31, 2016 and anticipate completing the remaining share repurchase authorization of \$321 million by the end of 2017.

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Value of Shares That May Yet be Purchased Under These Plans or Programs (Millions)</u>
January 2016	291	\$ 41.42	—	\$ 337,222,953
February 2016	355,401	\$ 44.34	324,000	322,628,913
March 2016	36,000	\$ 45.52	36,000	320,990,193
Total	391,692	\$ 44.44	360,000	\$ 320,990,193



**INDEX TO EXHIBITS  
TO  
QUARTERLY REPORT ON FORM 10-Q  
FOR QUARTER ENDED MARCH 31, 2016**

<b>Exhibit Number</b>	<b>Description</b>
*10.1	— Omnibus Amendment No. 6 to Receivables Sale Agreements and Amendment No. 6 to Third Amended and Restated Receivables Purchase Agreement, dated March 1, 2016.
*10.2	— Amendment No. 7 to SLOT Receivables Purchase Agreement, dated as of March 1, 2016.
*10.3	— Form of Restricted Stock Award Agreement for non-employee directors under the Tenneco Inc. 2006 Long-Term Incentive Plan (awards after January 2016).
*12	— Computation of Ratio of Earnings to Fixed Charges.
*15.1	— Letter of PricewaterhouseCoopers LLP regarding interim financial information.
*31.1	— Certification of Gregg M. Sherrill under Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	— Certification of Kenneth R. Trammell under Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	— Certification of Gregg M. Sherrill and Kenneth R. Trammell under Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	— XBRL Instance Document.
*101.SCH	— XBRL Taxonomy Extension Schema Document.
*101.CAL	— XBRL Taxonomy Extension Calculation Linkbase Document.
*101.DEF	— XBRL Taxonomy Extension Definition Linkbase Document.
*101.LAB	— XBRL Taxonomy Extension Label Linkbase Document.
*101.PRE	— XBRL Taxonomy Extension Presentation Linkbase Document.
* Filed herewith.	

## OMNIBUS AMENDMENT NO. 6

AMENDMENT NO. 6 TO RECEIVABLES SALE AGREEMENTS AND  
AMENDMENT NO. 6 TO THIRD AMENDED AND RESTATED  
RECEIVABLES PURCHASE AGREEMENT

THIS OMNIBUS AMENDMENT NO. 6, dated as of March 1, 2016 (this "*Amendment*"), is by and among:

- (a) Tenneco Automotive RSA Company, a Delaware corporation ("*Seller*"),
- (b) The Pullman Company, a Delaware corporation ("*Pullman*"),
- (c) Tenneco Automotive Operating Company Inc., a Delaware corporation ("*Tenneco Operating*"), individually and as Servicer (the "*Servicer*"; Tenneco Operating, individually and as the Servicer, together with Seller and Pullman, collectively, the "*Seller Parties*"),
- (d) Chariot Funding LLC (as successor by merger to Falcon Asset Securitization Company LLC), a Delaware limited liability company ("*Chariot*"), and Liberty Street Funding LLC, a Delaware limited liability company, as Conduits (each, a "*Conduit*"),
- (e) The entities party hereto as "Committed Purchasers" (the "*Committed Purchasers*" and together with the Conduits, the "*Purchasers*"),
- (f) The Bank of Nova Scotia ("*Scotiabank*"), Wells Fargo Bank, N.A. ("*Wells Fargo*") and JPMorgan Chase Bank, N.A. ("*JPMorgan*"), as Co-Agents (each a "*Co-Agent*"), and
- (g) JPMorgan, in its capacity as administrative agent under the Receivables Purchase Agreement (as defined below) (in such capacity, together with its successors and assigns, the "*Administrative Agent*" and, together with each of the Co-Agents, the "*Agents*"),

and consented to by Wells Fargo, as Second Lien Agent under the Intercreditor Agreement (as defined below) (in such capacity, together with its successors and assigns, the "*Second Lien Agent*").

**WITNESSETH:**

**WHEREAS**, Tenneco Operating and Seller are parties to that certain Receivables Sale Agreement, dated as of October 31, 2000, between Tenneco Operating, as seller, and Seller, as purchaser, as heretofore amended, and Pullman and Seller are parties to that certain Receivables Sale Agreement, dated as of December 27, 2000, between Pullman, as seller, and Seller, as purchaser, as heretofore amended (collectively, the "*Receivables Sale Agreements*");

**WHEREAS**, Seller, Servicer, the Purchasers, the Co-Agents and the Administrative Agent are parties to that certain Third Amended and Restated Receivables Purchase Agreement dated as of March 26, 2010 (as heretofore amended, the "*Receivables Purchase Agreement*" and, together with the Receivable Sale Agreements, the "*Agreements*");

---

**WHEREAS**, Seller, Servicer, the Administrative Agent, as First Lien Agent, and the Second Lien Agent are parties to that certain Intercreditor Agreement dated as of March 26, 2010 (as heretofore amended, the “**Intercreditor Agreement**”);

**WHEREAS**, pursuant to the Receivables Sale Agreements, the Originators have sold, assigned, transferred, set-over and otherwise conveyed to the Seller, and the Seller has acquired from the Originators, certain Receivables denominated or payable in Canadian dollars (the “**Reassignment Receivables**”), all Related Security with respect to such Reassignment Receivables and all Collections with respect to, and other proceeds of, such Reassignment Receivables (collectively, the “**Reassignment Receivables Assets**”);

**WHEREAS**, pursuant to the Receivables Purchase Agreement, the Seller has sold, assigned, transferred and conveyed all of the Seller’s right, title and interest in and to the Reassignment Receivables Assets;

**WHEREAS**, the Seller has requested that the Purchasers sell, assign, transfer and reconvey all of their right, title and interest in such Reassignment Receivables Assets;

**WHEREAS**, each of the Purchasers on the terms and conditions set forth herein, agrees to sell, assign, transfer and reconvey all of its right, title and interest in and to all of the Reassignment Receivables Assets;

**WHEREAS**, the Originators have requested that they be permitted to purchase the Reassignment Receivables Assets and each Collection Account and Lock-Box listed on Annex I hereto (collectively, the “**Reassignment Assets**”), and the Seller desires to sell, assign, transfer and reconvey to the Originators such Reassignment Assets;

**WHEREAS**, the Seller Parties wish to amend the Agreements on the terms and subject to the conditions hereinafter set forth; and

**WHEREAS**, the Purchasers and Agents are willing to agree to, and the Second Lien Agent is willing to consent to, such amendments subject to the terms and conditions set forth herein.

**NOW, THEREFORE**, in consideration of the premises herein contained, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. **Defined Terms.** Capitalized terms used herein and not otherwise defined shall have their meanings as attributed to such terms in the Receivables Purchase Agreement or the Receivables Sale Agreements, as applicable.

2. **Amendments.** Upon satisfaction of the conditions precedent set forth in Section 5 hereof, the Agreements are hereby amended as of the Effective Date as follows:

(a) The definition of “Receivable” appearing in Exhibit I to the Receivables Purchase Agreement (and as incorporated by reference in the Receivables Sale Agreements) is hereby amended and restated in its entirety to read as follows:

“**Receivable**” means all indebtedness and other obligations owed to Seller or an Originator (at the time it arises, and before giving effect to any transfer or conveyance under a Receivables Sale Agreement or hereunder) or in which Seller or an Originator has a security interest or other interest,

including, without limitation, any indebtedness, obligation or interest constituting an account, chattel paper, instrument or general intangible, arising in connection with the sale of goods or the rendering of services by such Originator and the obligation to pay any Finance Charges with respect thereto; *provided, however*, in no event shall the term “*Receivable*” include any such indebtedness or obligations (i) owed by any Subsidiary of Tenneco Automotive at any time, (ii) owed by Delphi Corporation or any of its Subsidiaries if originated on or prior to October 9, 2005, (iii) owed by Advance Stores Company Incorporated, O’Reilly Automotive Inc., Genuine Parts Company, The Pep Boys - Manny, Moe & Jack or any of their respective Subsidiaries, or (iv) denominated or payable in Canadian dollars. Indebtedness and other rights and obligations arising from any one transaction, including, without limitation, indebtedness and other rights and obligations represented by an individual invoice, shall constitute a Receivable separate from a Receivable consisting of the indebtedness and other rights and obligations arising from any other transaction; provided further, that any indebtedness, rights or obligations referred to in the immediately preceding sentence shall be a Receivable regardless of whether the account debtor or Seller treats such indebtedness, rights or obligations as a separate payment obligation.

(b) Exhibit III to the Receivables Sale Agreement between Tenneco Operating and Seller is amended and restated as set forth on Annex II hereto. From and after the date hereof, each reference to “Exhibit III” in the Receivables Sale Agreement between Tenneco Operating and Seller shall mean and be a reference to Annex II attached hereto.

(c) Exhibit III to the Receivables Sale Agreement between Pullman and Seller is amended and restated as set forth on Annex III hereto. From and after the date hereof, each reference to “Exhibit III” in the Receivables Sale Agreement between Pullman and Seller shall mean and be a reference to Annex III attached hereto.

(d) Exhibit IV to the Receivables Purchase Agreement is amended and restated in its entirety as set forth on Annex IV hereto. From and after the date hereof, each reference to “Exhibit IV” in the Receivables Purchase Agreement shall mean and be a reference to Annex IV attached hereto.

### 3. Reassignment of Assets.

(a) Subject to the Seller’s receipt of fair market value as determined by the parties (the “*Transfer Price*”) in accordance with the terms hereof and the Seller’s and Tenneco Operating’s agreements in this Section 3(a) and in Section 3(b) below, each of the Purchasers does hereby sell, assign, transfer and reconvey to the Seller without recourse, representation or warranty (other than the absence of any adverse claim created by it) all of its right, title and interest (including its Purchaser Interest) in and to the Reassignment Receivables Assets. The Seller hereby agrees that except as set forth above the Seller shall have no recourse against the Agents or the Purchasers with respect to the Reassignment Receivables Assets.

(b) Each of the Seller and Tenneco Operating, as servicer, agrees to hold the Transfer Price in accordance with the provisions of the Receivables Purchase Agreement relating to Collections and to apply the Transfer Price as Collections for purposes of the Receivables Purchase Agreement on the date hereof (which application may be on a net, non-cash basis) and the Agents and Purchasers agree to such application.

(c) Subject to the Seller’s receipt of the Transfer Price, the Seller does hereby sell, assign, transfer and reconvey to each of the Originators, as applicable, without recourse, representation or warranty, for the Transfer Price, all of the Seller’s right, title and interest in and to the Reassignment Assets, in each case to the Originator who initially sold, transferred, assigned and/or contributed such

Reassignment Assets. Each of the Agents and Purchasers hereby consent to such sale, assignment, transfer and reconveyance.

(d) Each party hereto agrees that, at any time and from time to time, upon the written request of any other party hereto and at the expense of the Originators, it will execute, authorize and deliver such further documents and do such further acts and things as the requesting party may reasonably request in order to effect the purposes of this Section 3.

4. Certain Representations. In order to induce the Agents and the Purchasers to enter into this Amendment, each of the Seller Parties hereby represents and warrants to the Agents and the Purchasers that (a) both immediately before and immediately after giving effect to the amendments contained in Section 2 hereof, no Amortization Event or Potential Amortization Event exists and is continuing as of the date hereof, (b) each of the Agreements to which such Seller Party is a party, as amended hereby, constitutes the legal, valid and binding obligation of such Seller Party enforceable against it in accordance with its terms, except as such enforcement may be limited by applicable bankruptcy, insolvency, reorganization or other similar laws relating to or limiting creditors' rights generally and by general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law) and (c) each of such Seller Party's representations and warranties contained in the each of the Agreements to which it is a party is true and correct as of the date hereof as though made on such date (except for such representations and warranties that speak only as of an earlier date).

5. Effective Date. This Amendment shall become effective as of the date first above written (the "**Effective Date**") upon receipt by the Administrative Agent of counterparts of this Amendment, duly executed by each of the parties hereto, and consented to by the Performance Guarantor in the space provided below.

6. [Reserved].

7. Ratification. Except as expressly modified hereby, the Agreements are each hereby ratified, approved and confirmed in all respects.

8. References to Agreements. From and after the Effective Date, each reference in each Agreement to "this Agreement", "hereof", or "hereunder" or words of like import, and all references to such Agreement in any and all agreements, instruments, documents, notes, certificates and other writings of every kind and nature shall be deemed to mean such Agreement, as amended by this Amendment.

9. Costs and Expenses. The Seller agrees to pay all reasonable costs, fees, and out-of-pocket expenses (including reasonable attorneys' fees and time charges of attorneys for the Agents, including Sidley Austin LLP, which attorneys may also be employees of an Agent) incurred by the Agents in connection with the preparation, execution and enforcement of this Amendment.

10. CHOICE OF LAW. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS (AND NOT THE LAW OF CONFLICTS) OF THE STATE OF ILLINOIS.

11. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery by facsimile or other electronic transmission of an executed counterpart of a

signature page to this Amendment shall be effective as delivery of a manually executed counterpart of this Amendment.

12. Amendment of Second Lien Receivables Purchase Agreement. The Purchasers and Co-Agents hereby authorize and direct JPMorgan, in its capacity as First Lien Agent under the Intercreditor Agreement, to execute and consent to the amendment of the Second Lien Receivables Purchase Agreement in the form attached as Schedule I hereto. The parties hereto acknowledge and agree that JPMorgan, as First Lien Agent, shall be entitled to the rights and benefits of Article XI of the Receivables Purchase Agreement in connection with the execution of such amendment.

[Signature Pages Follow]

*IN WITNESS WHEREOF*, the parties have executed this Amendment as of the date first above written.

**CHARIOT FUNDING LLC** (as successor by merger to Falcon Asset Securitization Company LLC)

By: JPMorgan Chase Bank, N.A., Its Attorney-in-Fact

By: /s/ CORINA MILLS

Name: Corina Mills

Title: Executive Director

**JPMORGAN CHASE BANK, N.A.**, as a Committed Purchaser, as Chariot Agent and as Administrative Agent

By: /s/ CORINA MILLS

Name: Corina Mills

Title: Executive Director

**LIBERTY STREET FUNDING LLC**

By: /s/ JILL A RUSSO

Name: Jill A. Russo

Title: Vice President

**THE BANK OF NOVA SCOTIA**, as a  
Committed Purchaser and as Liberty Street Agent

By: /s/ KIM SNYDER

Name: Kim Snyder

Title: Director

**WELLS FARGO BANK, N.A.**, as a  
Committed Purchaser and as Wells Fargo Agent

By: /s/ MICHAEL J LANDRY  
Name: Michael J. Landry  
Title: Vice President

**ACKNOWLEDGED AND CONSENTED TO:**

**WELLS FARGO BANK, N.A.**,  
as Second Lien Agent

By: /s/ MICHAEL J LANDRY  
Name: Michael J. Landry  
Title: Vice President

**TENNECO AUTOMOTIVE RSA COMPANY**, a Delaware corporation

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: President

**TENNECO AUTOMOTIVE OPERATING COMPANY INC.**, a Delaware corporation

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: Vice President, Finance

**THE PULLMAN COMPANY**, a Delaware corporation

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: Vice President, Finance

*By its signature below, the undersigned hereby consents to the terms of the foregoing Omnibus Amendment No. 6, confirms that its Performance Undertaking remains unaltered and in full force and effect and hereby reaffirms, ratifies and confirms the terms and conditions of its Performance Undertaking:*

**TENNECO INC.**, a Delaware corporation

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: Vice President, Finance

**AMENDMENT NO. 7 TO SLOT RECEIVABLES PURCHASE AGREEMENT**

*This AMENDMENT NO. 7 TO SLOT Receivables Purchase Agreement* (this “*Amendment*”), dated as of March 1, 2016 (the “*Effective Date*”), is entered into by and among: (a) Tenneco Automotive RSA Company, a Delaware corporation ( “*Seller*”), (b) Tenneco Automotive Operating Company Inc., a Delaware corporation ( “*Tenneco Operating*”), as initial Servicer (the “*Servicer*”, and together with Seller, the “*Seller Parties*”), and (c) Wells Fargo Bank, National Association, a national banking association, individually (“*Wells Fargo*” and, together with its successors and permitted assigns, the “*SLOT Purchaser*”), and as agent for the SLOT Purchaser (in such capacity, together with its successors and assigns in such capacity, the “*SLOT Agent*”), and is consented to by JPMorgan Chase Bank, N.A., as First Lien Agent under the Intercreditor Agreement (as defined below) (in such capacity, together with its successors and assigns, the “*First Lien Agent*”). Capitalized terms used and not otherwise defined herein shall have the meanings attributed thereto in the Agreement (hereinafter defined).

**WITNESSETH:**

**WHEREAS**, Tenneco Operating and Seller are parties to that certain Receivables Sale Agreement, dated as of October 31, 2000, between Tenneco Operating, as seller, and Seller, as purchaser, as heretofore amended, and The Pullman Company, a Delaware corporation (“*Pullman*”) and Seller are parties to that certain Receivables Sale Agreement, dated as of December 27, 2000, between Pullman, as seller, and Seller, as purchaser, as heretofore amended (collectively, the “*Receivables Sale Agreements*”);

**WHEREAS**, Seller, Servicer, the SLOT Purchaser and the SLOT Agent are parties to that certain SLOT Receivables Purchase Agreement dated as of March 26, 2010 (as amended or otherwise modified from time to time, the “*Agreement*”);

**WHEREAS**, Seller, Servicer, the First Lien Agent and the SLOT Agent are parties to that certain Intercreditor Agreement dated as of March 26, 2010 (as heretofore amended, the “*Intercreditor Agreement*”);

**WHEREAS**, pursuant to the Receivables Sale Agreements, the Originators have sold, assigned, transferred, set-over and otherwise conveyed to the Seller, and the Seller has acquired from the Originators, certain Receivables denominated or payable in Canadian dollars (the “*Reassignment Receivables*”), all Related Security with respect to such Reassignment Receivables and all Collections with respect to, and other proceeds of, such Reassignment Receivables (collectively, the “*Reassignment Receivables Assets*”);

**WHEREAS**, pursuant to the First Lien Receivables Purchase Agreement and the Agreement, the Seller has sold, assigned, transferred and conveyed all of the Seller’s right, title and interest in and to the Reassignment Receivables Assets;

**WHEREAS**, the Seller has requested that the SLOT Purchaser sell, assign, transfer and reconvey all of its right, title and interest in such Reassignment Receivables Assets;

**WHEREAS**, the SLOT Purchaser, on the terms and conditions set forth herein, agrees to sell, assign, transfer and reconvey all of its right, title and interest in and to all of the Reassignment Receivables Assets;

**WHEREAS**, the Originators have requested that they be permitted to purchase the Reassignment Receivables Assets and each Collection Account and Lock-Box listed on Annex I hereto (collectively, the “**Reassignment Assets**”), and the Seller desires to sell, assign, transfer and reconvey to the Originators such Reassignment Assets;

**WHEREAS**, the Seller Parties wish to amend the Agreement on the terms and subject to the conditions hereinafter set forth; and

**WHEREAS**, the SLOT Purchaser and SLOT Agent are willing to agree to, and the First Lien Agent is willing to consent to, such amendments subject to the terms and conditions set forth herein.

**NOW, THEREFORE**, in consideration of the premises herein contained, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. Capitalized terms used herein and not otherwise defined shall have their meanings as attributed to such terms in the Receivables Sale Agreement or the Agreement, as applicable.

2. Amendment. Upon satisfaction of the conditions precedent set forth in Section 5 hereof, the Agreement is amended as of the Effective Date as follows:

Exhibit IV to the Agreement is amended and restated in its entirety as set forth on Annex II hereto. From and after the date hereof, each reference to “Exhibit IV” in the Agreement shall mean and be a reference to Annex II attached hereto.

3. Reassignment of Assets.

(a) Subject to the Seller’s receipt of fair market value as determined by the parties (the “**Transfer Price**”) in accordance with the terms hereof and the Seller’s and Tenneco Operating’s agreements in this Section 3(a) and in Section 3(b) below, the SLOT Purchaser does hereby sell, assign, transfer and reconvey to the Seller without recourse, representation or warranty (other than the absence of any adverse claim created by it) all of its right, title and interest (including its SLOT Interest) in and to the Reassignment Receivables Assets. The Seller hereby agrees that except as set forth above the Seller shall have no recourse against the SLOT Purchaser with respect to the Reassignment Receivables Assets.

(b) Each of the Seller and Tenneco Operating, as Servicer, agrees to hold the Transfer Price in accordance with the provisions of the First Lien Receivables Purchase Agreement and the Agreement relating to Collections and to apply the Transfer Price as Collections for purposes of the First Lien Receivables Purchase Agreement and the Agreement on the date hereof (which application may be on a net, non-cash basis) and the SLOT Agent and the SLOT Purchaser agree to such application.

(c) Subject to the Seller's receipt of the Transfer Price, the Seller does hereby sell, assign, transfer and reconvey to each of the Originators, as applicable, without recourse, representation or warranty, for the Transfer Price, all of the Seller's right, title and interest in and to the Reassignment Assets, in each case to the Originator who initially sold, transferred, assigned and/or contributed such Reassignment Assets. Each of the SLOT Agent and the SLOT Purchaser hereby consent to such sale, assignment, transfer and reconveyance.

(d) Each party hereto agrees that, at any time and from time to time, upon the written request of any other party hereto and at the expense of the Originators, it will execute, authorize and deliver such further documents and do such further acts and things as the requesting party may reasonably request in order to effect the purposes of this Section 3.

4. Certain Representations. In order to induce the SLOT Agent and the SLOT Purchaser to enter into this Amendment, each of the Seller Parties hereby represents and warrants to the SLOT Agent and the SLOT Purchaser as follows: (a) the execution and delivery by it of this Amendment and each other Transaction Document to which it is a party, and the performance of its obligations hereunder and thereunder, are within its organizational powers and authority and have been duly authorized by all necessary organizational action on its part, (b) this Amendment has been duly executed and delivered by it, (c) each of its representations and warranties set forth in Article V of the Agreement is true and correct as of the date hereof in all material respects as though made on and as of such date (except for such representations and warranties that speak only as of an earlier date), it being understood that the foregoing materiality qualifier shall not apply to any representation that itself contains a materiality threshold, and (d) as of the date hereof, no event has occurred and is continuing that would constitute a Amortization Event or a Potential Amortization Event.

5. Effective Date. Effectiveness of this Amendment is subject to the prior or contemporaneous satisfaction of each of the following conditions precedent: (a) The SLOT Agent shall have received counterparts hereof, duly executed by each of the parties hereto and consented to by the First Lien Agent; (b) the SLOT Agent's counsel shall have received payment in full of its reasonable and documented legal fees and disbursements; and (c) each of the representations and warranties contained in Section 4 of this Amendment shall be true and correct in all material respects, it being understood that the foregoing materiality qualifier shall not apply to any representation that itself contains a materiality threshold.

6. Ratification. Except as expressly modified hereby, the Agreement is hereby ratified, approved and confirmed in all respects.

7. References to Agreement. From and after the Effective Date, each reference in the Agreement to "this Agreement", "hereof", or "hereunder" or words of like import, and all references to the Agreement in any and all agreements, instruments, documents, notes, certificates and other writings of every kind and nature shall be deemed to mean the Agreement, as amended by this Amendment.

8. Costs and Expenses. The Seller agrees to pay all reasonable costs, fees, and out-of-pocket expenses (including reasonable attorneys' fees and time charges of attorneys for the SLOT Agent, including Barnes & Thornburg LLP, which attorneys may also be employees of the SLOT Agent) incurred by the SLOT Agent in connection with the preparation, execution and enforcement of this Amendment.

9. CHOICE OF LAW. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS (AND NOT THE LAW OF CONFLICTS) OF THE STATE OF ILLINOIS.

10. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery by facsimile or other electronic transmission of an executed counterpart of a signature page to this Amendment shall be effective as delivery of a manually executed counterpart of this Amendment.

11. Acknowledgement of Release of Control Agreement. The SLOT Agent hereby acknowledges the termination on the date hereof by the First Lien Agent of the Four Party Agreement Related to Lockbox Services, dated as of January 26, 2006, among Tenneco Operating, Seller, the First Lien Agent and The Bank of Nova Scotia.

[Signature Pages Follow]

*IN WITNESS WHEREOF*, the parties have executed this Amendment as of the date first above written.

**WELLS FARGO BANK, NATIONAL ASSOCIATION,**  
as Second Lien Agent

By: /s/ MICHAEL J LANDRY  
Name: Michael J. Landry  
Title: Vice President

**TENNECO AUTOMOTIVE RSA COMPANY**, a Delaware corporation, as Seller

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: President

**TENNECO AUTOMOTIVE OPERATING COMPANY INC.**, a Delaware corporation, as  
Servicer

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: Vice President, Finance

*By its signature below, the undersigned hereby consents to the terms of the foregoing Amendment, confirms that its Performance Undertaking remains unaltered and in full force and effect and hereby reaffirms, ratifies and confirms the terms and conditions of its Performance Undertaking:*

**TENNECO INC.**, a Delaware corporation, as Performance Guarantor

By: /s/ PAUL D NOVAS

Name: Paul D. Novas

Title: Vice President, Finance

**ACKNOWLEDGED AND CONSENTED TO:**

**JPMORGAN CHASE BANK, N.A.,**  
as First Lien Agent

By: /s/ CORINA MILLS

Name: Corina Mills

Title: Executive Director

**TENNECO BOARD OF DIRECTORS  
RESTRICTED STOCK NOTIFICATION**

Date:

\_\_\_\_\_  
*Director*

Pursuant to the provisions of the Tenneco Inc. 2006 Long-Term Incentive Plan (as the same may be amended from time to time in accordance with its terms, the "Plan"), you were granted an "Award" of \_\_\_\_\_ shares of Common Stock of Tenneco Inc. ("Shares") as of \_\_\_\_\_ ("Grant Date"). The "Restricted Period" applicable to this Award begins on the Grant Date and ends on the six month anniversary of the Grant Date. As used herein the term "Restricted Shares" means any Shares subject to this Award and for which the Restricted Period remains in effect. This Award is subject to all of the definitions, terms and conditions of the Plan, a copy of which is enclosed. In the event of any discrepancy between the provisions of the Plan and this Award or any other communication regarding the Plan, the provisions of the Plan control. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Plan.

During the Restricted Period, and until all conditions imposed on the related Restricted Shares are satisfied, such Restricted Shares are restricted in that (i) they will be held by the Company and may not be sold, transferred, pledged or otherwise encumbered, tendered or exchanged, or disposed of, by you unless otherwise provided by the Plan and (ii) they are subject to forfeiture by you under certain circumstances as described herein and in the Plan. However, as long as the Restricted Shares have not been forfeited, during the Restricted Period (a) you will be entitled to receive dividends (which for tax purposes will generally be treated as ordinary compensation) payable on the Restricted Shares, which the Company may require to be reinvested in additional shares of Common Stock subject to the same restrictions as the shares on which such dividends are paid and (b) you may vote the Restricted Shares. If you remain a member of the Board throughout the Restricted Period and all other conditions are satisfied, or if your service on the Board terminates before the termination of the Restricted Period as a result of your normal retirement from the Board (i.e. at age 72), death or total disability, the restrictions on the related Restricted Shares will lapse, and shares of Common Stock in an amount equal to the number of Restricted Shares as to which the restrictions have lapsed will be delivered to you (or your beneficiary), subject to withholding for taxes. Generally, if your service on the Board terminates for any other reason before the expiration of the Restricted Period, you will forfeit the Restricted Shares unless the Committee determines otherwise. You agree that the term "Restricted Shares" shall include any shares or other securities which you may receive or be entitled to receive as a result of the ownership of the original Restricted Shares, whether they are issued as a result of a share split, share dividend, recapitalization, or other subdivision or consolidation of shares effected without receipt of consideration by the Company or the result of the merger or consolidation of the Company, or sale of assets of the Company.

You will generally be taxed on the value of the Restricted Shares on the date the restrictions lapse. You hereby agree that the Restricted Shares shall be held by the Company during the Restricted Period.

All distributions under the Plan, including any distribution in respect of this Award, are subject to withholding of all applicable taxes, and the delivery of any shares or other benefits under the Plan or this Award is conditioned on satisfaction of the applicable tax withholding obligations.

Please execute the acknowledgement at the bottom of the enclosed copy of this Award and return the acknowledged copy of this Award to the Human Resources Department of Tenneco Inc. in Lake Forest not later than thirty days from the date on which you receive it. Also enclosed is a form by which you may designate a beneficiary in the event of your death.

ACKNOWLEDGED AND AGREED TO:

TENNECO INC.

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Signature

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Senior Vice President  
Global Human Resources and  
Administration

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Date

TENNECO INC. AND CONSOLIDATED SUBSIDIARIES  
COMBINED WITH 50% OR LESS OWNED UNCONSOLIDATED SUBSIDIARIES

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES  
(UNAUDITED)

	Three Months Ended March 31,	
	2016	2015
	(Millions)	
Net income attributable to Tenneco Inc.	\$ 57	\$ 49
Add:		
Interest expense	18	16
Portion of rental representative of the interest factor	5	5
Income Tax Expense (Benefit)	34	41
Noncontrolling interests	15	14
Amortization of interest capitalized	1	1
Earnings as defined	<u>\$ 130</u>	<u>\$ 126</u>
Interest expense	18	16
Interest capitalized	1	1
Portion of rentals representative of the interest factor	5	5
Fixed charges as defined	<u>\$ 24</u>	<u>\$ 22</u>
Ratio of earnings to fixed charges	<u>5.42</u>	<u>5.73</u>

May 6, 2016

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Commissioners:

We are aware that our report dated May 6, 2016 on our review of interim financial information of Tenneco, Inc. for the three month periods ended March 31, 2016 and 2015 and included in the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2016 is incorporated by reference in its Registration Statements on Form S-8 (Nos. 333-17485, 333-41535, 333-33934, 333-101973, 333-113705, 333-142475, 333-159358 and 333-192928) and on Form S-3 (No. 333-200663).

Very truly yours,

/s/PricewaterhouseCoopers LLP

Milwaukee, WI

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Gregg M. Sherrill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tenneco Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of the registrant's internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/

GREGG M. SHERRILL

\_\_\_\_\_  
Gregg M. Sherrill

*Chairman and Chief Executive Officer*

Dated: May 6, 2016

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Kenneth R. Trammell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tenneco Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of the registrant's internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/

KENNETH R. TRAMMELL

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Kenneth R. Trammell

*Executive Vice President and Chief Financial Officer*

Dated: May 6, 2016

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Tenneco Inc. (the "Company") for the period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), and pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Gregg M. Sherrill, as Chief Executive Officer of the Company, and Kenneth R. Trammell, as Chief Financial Officer of the Company, hereby certify that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GREGG M. SHERRILL

Gregg M. Sherrill  
*Chief Executive Officer*

/s/ KENNETH R. TRAMMELL

Kenneth R. Trammell  
*Chief Financial Officer*

Dated: May 6, 2016

This certification shall not be deemed "filed" by the Company for purposes of Section 18 of the Securities Exchange Act of 1934. In addition, this certification shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933 or the Securities Exchange Act of 1934.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

