

SECTION 3(b): ASSIGNMENT OF RESPONSIBILITIES

Assignment of General Responsibility to Make Information Known

Specified employees of the company, as selected by the General Counsel from time to time, are specifically responsible for bringing information to the attention of an appropriate person within Tenneco as quickly as possible regarding any event, matter or issue that may impact the company's public disclosures. This includes information regarding matters that have actually happened and those that are just possibilities. These employees are instructed to raise any such information with an identified "point person" or with their respective direct supervisor (who is then responsible for forwarding the information to a point person).

The employees designated by the General Counsel to have the responsibilities described above are selected to represent a broad range of responsibilities within the company and to reflect those who are most likely to possess information that might impact the company's public disclosures. Currently, the designated employees are:

- All senior management team members,
- All strategic business unit GMs and SBU controllers,
- All Plant Managers and plant controllers,
- All members of the Lake Forest, Monroe, Brussels and Edenkoben finance, human resources and law departments (as applicable).

At least annually, the company circulates to the persons identified above (1) a memorandum describing their responsibility for the company's public disclosures generally, (2) a list of those individuals within the company who are designated as "point persons," with whom Tenneco personnel may raise disclosure issues (the "Point Person List"), and (3) a copy of the company's then-current General Disclosure Guidelines (see Section 4). A sample memorandum and Point Person List is included as Exhibit 3(b)-1.

Assignment of Specific Responsibility for Periodic Disclosures

Attached as Exhibit 3(b)-2 is a detailed list of those individuals within the company who are responsible for preparing on an initial basis, or reviewing, all or specified portions of the company's regular, periodic public disclosures (the "Filing Responsibility List"). The list is organized primarily by job function. The Filing Responsibility List for each applicable filing/report will be circulated to those who appear on the list at the same time as the time schedule for that filing/report.

Updating

The Disclosure Coordinators will, from time to time as they determine necessary or appropriate, review with members of the senior management team the assignment of

responsibilities for public disclosure issues within Tenneco to determine whether any additions, deletions or other modifications would be advisable (whether due to personnel changes within Tenneco or changes in the nature of the company's business, operations or processes).

Exhibit 3(b)-1 – Point Person List/Memorandum

TO: [_____]

FROM: [_____]

RE: Responsibility for Tenneco’s Public Disclosures

As many of you know, corporate disasters such as the Enron and WorldCom scandals have greatly enhanced public focus on the accuracy and completeness of disclosures by public companies and the internal policies and processes that are necessary to ensure this.

The purpose of this memorandum is to enhance our ability to discharge our public reporting obligations by making sure that our *key employees are actively involved in, and know their responsibility for, the disclosure process by requiring that they make important information known to “point persons”* within the organization. You are receiving this memorandum as one of the key employees with this obligation.

Duty to Raise Possible Disclosure Issues

In the course of your employment, you receive a vast amount of information about our business, assets, customers, suppliers, customer and supplier relationships, operations and industry conditions. You should, on a regular basis, consider this information in light of our public reporting obligations. The written General Disclosure Guidelines we have prepared (that accompany this memorandum) should help you understand these obligations and apply them to the information you possess about our company.

If you have any information about an event, matter or issue of the type described in the General Disclosure Guidelines – whether it has already actually happened or is just a possibility – it is your obligation to bring that information to the attention of an appropriate person within Tenneco as quickly as possible. You may always raise that information with one of the persons identified below as a “point person” for our company disclosures. If you do not feel comfortable with raising an issue to one of those “point persons,” you should raise the issue through your direct supervisor (who will then forward the information to one of our point persons).

Obviously, disclosure obligations and standards are complicated (entire professions are built around them), and we do not expect you to be experts on these matters. But we do expect you to err on the side of caution – it is always better to raise a matter that ultimately turns out to be a “non-issue” than to let a real problem remain hidden. If you are unsure about whether something could or should impact our public disclosures, it is also better to err on the side of caution and let a “point person” know about it. Under no circumstances, however, should you take our company’s public disclosure obligations into your own hands by improperly disclosing information outside of our organization in a manner contrary to Tenneco’s policies and requirements regarding confidentiality.

Disclosure Point Persons

The following is a list of those persons within Tenneco who are assigned direct responsibility for various aspects of our public reporting obligations, and who are available to consult with you – as “point persons” – regarding any information that may impact our public disclosures.

James Harrington (General Counsel)
Ken Trammell (CFO)
Paul Novas (Corporate Controller)

Exhibit 3(b)-2 – Filing Responsibility List

Below is a list of those persons within Tenneco responsible for either coordinating the preparation of, or reviewing, all or specified portions of the company’s key periodic disclosures.

Document	Primary Preparer	Reviewers
Form 10-K	Financial statements and auditor reports/info. – Corp. Fin. Acctg. and Consol. MD&A – Corp. Fin. Plan. and analysis Business description (Item 1) – Law Department Description of properties (Item 2) – Law Department Description of legal matters (Item 3) – Litigation/Environmental Issues Team Description of environmental matters (Item 3) – Litigation/Environmental Issues Team Executive officer information (Item 4) – Law Department Stock data (Item 5) – Investor Relations Exhibits and other matters – Law Department	CEO, Gen. Counsel, CFO, Head of Human Resources, Corp. Controller (all) GMs and SBU Controllers (portions of MD&A and business description related to their business unit) Corp. Fin. Acctg. and Consol. (all) Investor Relations (all) Corp. Fin. Plan. and Analysis (all) Outside counsel (all) Independent auditors (financial information) Corp. Treasury (all) Law Department (all)
Form 10-Q	Financial statements and auditor reports/info. – Corp. Fin. Acctg. and Consol. MD&A – Corp. Fin. Plan. and analysis Exhibits and other matters – Law Department	CEO, Gen. Counsel, CFO, Head of Human Resources, Corp. Controller (all) GMs and SBU Controllers (portions of MD&A related to their business unit) Corp. Fin. Acctg. and Consol. (all) Investor Relations (all) Corp. Fin. Plan and Analysis (all) Outside counsel (all) Independent auditors (financial information) Corp. Treasury (all) Law Department (all)
Annual Report (see above for portions relating to 10-K)	Director information – Law Department Stock data – Investor Relations Annual meeting information – Investor Relations Business description – Global Communications CEO’s letter – Global Communications Financial summary – Corp. Fin. Acctg. and Consol. Other – Law Department	CEO, Gen. Counsel, CFO, Head of Human Resources, Corp. Controller (all) Corp. Fin. Acctg. and Consol. (all) Investor Relations (all) Outside counsel (all) Independent auditors (financial information) Law Department (all)
Proxy Statement	Audit Comm. reports/info. – Law Department Comp. Comm. reports/info – Law Department Other – Law Department	CEO, CFO, Corporate Controller (all) Internal Audit (audit-related info.) Gen. Counsel and Law Department (all) Head of Human Resources (comp.- related info.) Investor Relations (all) Outside counsel (all) Independent auditors (financial information)
Earnings Release and Related Materials	Head of Global Communications	CEO, CFO, General Counsel, Head of Human Resources, Corp. Controller (all) GMs and SBU Controllers (portions related to their business units) Corp. Fin. Acctg. and Consol. (all) Corp. Fin. Planning and Analysis (all)

Document	Primary Preparer	Reviewers
		Investor Relations (all) Corp. Treasury (all) Outside counsel (all) Independent auditors (financial information)