TENNECO INC. AND CONSOLIDATED SUBSIDIARIES BALANCE SHEETS (Unaudited)

(Millions)

		Dece	mber 31, 2008		Dece	mber 31, 2007	-
Asse	ets						
	Cash and Cash Equivalents	\$	126		\$	188	
	Receivables, Net		574	(a)		757	(a)
	Inventories		513			539	
	Other Current Assets		125			157	
	Investments and Other Assets		345			764	
	Plant, Property, and Equipment, Net		1,145			1,185	_
	Total Assets	\$	2,828		\$	3,590	
Liabilities and Shareholders' Equity							
	Short-Term Debt	\$	49		\$	46	
	Accounts Payable		790			987	
	Accrued Taxes		30			41	
	Accrued Interest		22			22	
	Other Current Liabilities		266			262	
	Long-Term Debt		1,402	(b)		1,328	(b)
	Deferred Income Taxes		51			114	
	Deferred Credits and Other Liabilities		438			359	
	Minority Interest		31			31	
	Total Shareholders' Equity	-	(251)			400	-
	Total Liabilities and Shareholders' Equity	\$	2,828		\$	3,590	•
		December 31, 2008			December 31, 2007		
(a) Accounts Receivables net of:							•
	Accounts receivables securitization programs	\$	179		\$	157	
(b) Long term debt composed of:		Dece	ember 31, 2008		Dece	ember 31, 2007	•
	Borrowings against revolving credit facilities	\$	239		\$	169	
	Term loan A (Due 2012)		150			150	
	10.25% senior notes (Due 2013) 8.625% subordinated notes (Due 2014)		250 500			251 500	
	8.125% senior notes (Due 2015)		250			250	
	Other long term debt		13			8	
		\$	1,402		\$	1,328	