

TENNECO INC.
RECONCILIATION OF GAAP⁽¹⁾ TO NON-GAAP EARNINGS MEASURES⁽²⁾
Unaudited

ATTACHMENT 2

	YTD 2009				YTD 2008			
	EBITDA ⁽³⁾	EBIT	Net loss attributable to Tenneco Inc.	Per Share	EBITDA ⁽³⁾	EBIT	Net income attributable to Tenneco Inc.	Per Share
Earnings Measures	\$ 111	\$ 4	\$ (82)	\$ (1.76)	\$ 226	\$ 114	\$ 19	\$ 0.39
Adjustments (reflect non-GAAP measures):								
Restructuring and related expenses	4	6	4	0.08	10	10	7	0.14
Environmental reserve ⁽⁴⁾	5	5	3	0.07	-	-	-	-
New aftermarket customer changeover costs ⁽⁵⁾	-	-	-	-	7	7	4	0.09
Net tax adjustments	-	-	36	0.77	-	-	14	0.29
Non-GAAP earnings measures	<u>\$ 120</u>	<u>\$ 15</u>	<u>\$ (39)</u>	<u>\$ (0.84)</u>	<u>\$ 243</u>	<u>\$ 131</u>	<u>\$ 44</u>	<u>\$ 0.91</u>

	YTD 2009			
	North America	Europe, SA & India	Asia Pacific	Total
EBIT	\$ 10	\$ (11)	\$ 5	\$ 4
Restructuring and related expenses	3	3	-	6
Environmental reserve ⁽⁴⁾	5	-	-	5
Adjusted EBIT	<u>\$ 18</u>	<u>\$ (8)</u>	<u>\$ 5</u>	<u>\$ 15</u>

	YTD 2008			
	North America	Europe, SA & India	Asia Pacific	Total
EBIT	\$ 26	\$ 73	\$ 15	\$ 114
Restructuring and related expenses	2	6	2	10
New aftermarket customer changeover costs ⁽⁵⁾	7	-	-	7
Adjusted EBIT	<u>\$ 35</u>	<u>\$ 79</u>	<u>\$ 17</u>	<u>\$ 131</u>

⁽¹⁾ Generally Accepted Accounting Principles

⁽²⁾ Tenneco presents the above reconciliation of GAAP to non-GAAP earnings measures primarily to reflect the results for the first six months of 2009 and 2008 in a manner that allows a better understanding of the results of operational activities separate from the financial impact of decisions made for the long-term benefit of the company. Adjustments similar to the ones reflected above have been recorded in earlier periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Using only the non-GAAP earnings measures to analyze earnings would have material limitations because its calculation is based on the subjective determinations of management regarding the nature and classification of events and circumstances that investors may find material. Management compensates for these limitations by utilizing both GAAP and non-GAAP earnings measures reflected above to understand and analyze the results of the business. The company believes investors find the non-GAAP information helpful in understanding the ongoing performance of operations separate from items that may have a disproportionate positive or negative impact on the company's financial results in any particular period.

⁽³⁾ EBITDA including noncontrolling interests represents income before interest expense, income taxes, noncontrolling interests and depreciation and amortization. EBITDA including noncontrolling interests is not a calculation based upon generally accepted accounting principles. The amounts included in the EBITDA including noncontrolling interests calculation, however, are derived from amounts included in the historical statements of income data. In addition, EBITDA including noncontrolling interests should not be considered as an alternative to net income (loss) attributable to Tenneco Inc. or operating income as an indicator of the company's operating performance, or as an alternative to operating cash flows as a measure of liquidity. Tenneco has presented EBITDA including noncontrolling interests because it regularly reviews EBITDA including noncontrolling interests as a measure of the company's performance. In addition, Tenneco believes its investors utilize and analyze our EBITDA including noncontrolling interests for similar purposes. Tenneco also believes EBITDA including noncontrolling interests assists investors in comparing a company's performance on a consistent basis without regard to depreciation and amortization, which can vary significantly depending upon many factors. However, the EBITDA including noncontrolling interests measure presented may not always be comparable to similarly titled measures reported by other companies due to differences in the components of the calculation.

⁽⁴⁾ Represents costs related to environmental liabilities of a company Tenneco acquired in 1996, at locations never operated by Tenneco, and for which that acquired company had been indemnified by Mark IV Industries, which declared bankruptcy in the second quarter 2009.

⁽⁵⁾ Represents costs associated with changing new aftermarket customers from their prior suppliers to an inventory of our products. Although our aftermarket business regularly incurs changeover costs, we specifically identify in the table above the changeover costs that, based on the size or number of customers involved, we believe are of an unusual nature for the time period in which they were incurred.