

TENNECO INC.
RECONCILIATION OF GAAP⁽¹⁾ NET INCOME TO EBITDA INCLUDING MINORITY INTEREST⁽²⁾
Unaudited

ATTACHMENT 2

	Q3 2008			
	North America	Europe & SA	Asia Pacific	Total
Net loss				\$ (136)
Minority interest				3
Income tax expense				131
Interest expense (net of interest capitalized)				30
EBIT, Income before interest expense, income taxes and minority interest (GAAP measure)	\$ (2)	\$ 24	\$ 6	28
Depreciation and amortization of other intangibles	26	25	5	56
Total EBITDA including minority interest ⁽²⁾	<u>\$ 24</u>	<u>\$ 49</u>	<u>\$ 11</u>	<u>\$ 84</u>
	Q3 2007			
	North America	Europe & SA	Asia Pacific	Total
Net income				\$ 21
Minority interest				4
Income tax expense				-
Interest expense (net of interest capitalized)				32
EBIT, Income before interest expense, income taxes and minority interest (GAAP measure)	\$ 24	\$ 22	\$ 11	57
Depreciation and amortization of other intangibles	27	22	3	52
Total EBITDA including minority interest ⁽²⁾	<u>\$ 51</u>	<u>\$ 44</u>	<u>\$ 14</u>	<u>\$ 109</u>

⁽¹⁾ Generally Accepted Accounting Principles

⁽²⁾ EBITDA including minority interest represents income before interest expense, income taxes, minority interest and depreciation and amortization. EBITDA including minority interest is not a calculation based upon generally accepted accounting principles. The amounts included in the EBITDA including minority interest calculation, however, are derived from amounts included in the historical statements of income data. In addition, EBITDA including minority interest should not be considered as an alternative to net income 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 minority interest because it regularly reviews EBITDA including minority interest as a measure of the company's performance. In addition, Tenneco believes its investors utilize and analyze our EBITDA including minority interest for similar purposes. Tenneco also believes EBITDA including minority interest 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 minority interest measure presented may not always be comparable to similarly titled measures reported by other companies due to differences in the components of the calculation.