

TENNECO INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF INCOME
Unaudited
NINE MONTHS ENDED SEPTEMBER 30,
(Millions except per share amounts)

	<u>2011</u>	<u>2010</u>
Net sales and operating revenues	<u>\$ 5,421</u>	<u>\$ 4,360</u>
Costs and expenses		
Cost of sales (exclusive of depreciation and amortization shown below)	4,523 (a)	3,575 (e)
Goodwill impairment charge	11 (b)	-
Engineering, research and development	102	90
Selling, general and administrative	328	307 (f)
Depreciation and amortization of other intangibles	<u>156</u>	<u>163 (e)</u>
Total costs and expenses	<u>5,120</u>	<u>4,135</u>
Loss on sale of receivables	(4)	(3)
Other income (expense)	<u>(6)</u>	<u>(3)</u>
Total other income (expense)	<u>(10)</u>	<u>(6)</u>
Earnings before interest expense, income taxes, and noncontrolling interests		
North America	170 (a)	128 (e) (f)
Europe, South America & India	97 (a)	57 (e)
Asia Pacific	<u>24 (a) (b)</u>	<u>34 (e)</u>
	291	219
Less:		
Interest expense (net of interest capitalized)	81 (c)	100 (g)
Income tax expense	<u>65 (d)</u>	<u>45 (h)</u>
Net income	145	74
Less: Net income attributable to noncontrolling interests	<u>18</u>	<u>17</u>
Net income attributable to Tenneco Inc.	<u>\$ 127</u>	<u>\$ 57</u>
Weighted average common shares outstanding:		
Basic	<u>59.9</u>	<u>59.1</u>
Diluted	<u>61.7</u>	<u>60.9</u>
Earnings per share of common stock:		
Basic	<u>\$ 2.12</u>	<u>\$ 0.97</u>
Diluted	<u>\$ 2.06</u>	<u>\$ 0.94</u>

(a) Includes restructuring and related charges of \$7 million pre-tax, \$5 million after tax or \$0.08 per diluted share, which is recorded in cost of sales. Geographically, \$1 million is recorded in North America, \$3 million in Europe, South America and India and \$3 million in Asia Pacific.

(b) Represents Goodwill impairment charge recorded in Australia of \$11 million pre-tax, \$7 million after tax or \$0.11 per diluted share.

(c) Includes pre-tax expenses of \$1 million, \$1 million after tax or \$0.01 per share for costs related to refinancing activities.

(d) Includes net tax benefits of \$9 million or \$0.14 per diluted share primarily related to U.S. taxable income with no associated tax expense due to the company's net operating loss carryforward and income generated in lower tax rate jurisdictions, partially offset by adjustments to prior years' tax estimated and the impact of recording a valuation allowance against the tax benefit for losses in certain foreign jurisdictions.

(e) Includes restructuring and related charges of \$15 million pre-tax, \$10 million after tax or \$0.16 per diluted share. Of the adjustment \$10 million is recorded in cost of sales and \$5 million is recorded in depreciation. Geographically, \$12 million is recorded in North America, \$2 million in Europe, South America and India and \$1 million in Asia Pacific.

(f) Includes a charge of \$4 million pretax, \$2 million after tax or \$0.04 per diluted share related to an actuarial loss for a lump-sum pension payment.

(g) Includes pre-tax expenses of \$6 million, \$5 million after tax or \$0.07 per share for costs related to refinancing activities.

(h) Includes income tax expense of \$3 million or \$0.06 per diluted share related to income generated in lower tax rate jurisdictions as well as adjustments to tax estimates partially offset by the impact of not benefiting from U.S. and foreign tax losses.