

SECTION 4: DISCLOSURE GUIDELINES

Forms of Disclosure Guidelines

The company will maintain several types of Disclosure Guidelines:

- General Disclosure Guidelines designed to apprise a wide audience within the organization of the company's disclosure obligations (as relevant to the wide group of company employees) and the types of matters and issues that should be identified and raised with company personnel designated as "point persons" for the company's public disclosures,
- Form 10-K/Annual Report Disclosure Guidelines, designed to provide those within the organization responsible for reviewing our Form 10-K and Annual Report to Stockholders information regarding the basic disclosure requirements for those documents, and
- Proxy Statement Disclosure Guidelines, designed to provide those within the organization responsible for reviewing our proxy statements information regarding the basic disclosure requirements for those documents.

Preparation of Disclosure Guidelines

The General Counsel and CFO are responsible for the preparation and periodic updating of the Disclosure Guidelines.

Use of Disclosure Guidelines

The Disclosure Guidelines are intended to be used as follows:

- the General Disclosure Guidelines – should be disseminated (1) to the persons identified in Section 3(b) periodically, and at least once every year, to remind a wide group of employees of the company's disclosure obligations and those employees' role in meeting those obligations, and (2) to those responsible for reviewing each Form 10-Q, along with the time/responsibility schedule for that document, and
- Form 10-K/Annual Report and Proxy Statement Disclosure Guidelines - should be disseminated with the time/responsibility schedule for the applicable document.

Disclosure Guidelines

Exhibit 4 includes the company's current Disclosure Guidelines.

Exhibit 4 – Disclosure Guidelines

TENNECO INC. GENERAL DISCLOSURE GUIDELINES Updated September, 2004

Tenneco employees may be called upon to provide information necessary to ensure that our public reports are complete, fair and understandable. We expect all employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to our public disclosure requirements. In addition, it is our policy that, if any employee becomes aware of a matter that may require SEC disclosure as described in these Disclosure Guidelines, that employee ***must report the matter*** to a “point person” designated as responsible for the gathering, assessment and possible reporting of the information or, if that employee does not feel comfortable raising the issue with a “point person,” then to his or her supervisor (who then has the responsibility to report the matter to a “point person”).

The following are guidelines regarding the types of events, matters and issues – whether they have already actually happened or are just a possibility - that may impact our public disclosures – whether by requiring new disclosure or causing us to change prior disclosure. If you have any information about such an event, matter or issue, you must bring it to the attention of an appropriate person within Tenneco. Please review these Guidelines carefully, as ***they require that certain types of matters be reported immediately*** to the appropriate Tenneco personnel.

As you may know, the SEC amended its Current Report on Form 8-K to require specific disclosure on that Form of 12 additional corporate events, to revise some of the existing disclosure items and to shorten the filing deadline to require that Form 8-K be filed with the SEC within four business days of the occurrence of the triggering event. These Disclosure Guidelines summarize the items for which a Form 8-K may be required to be filed by the company, in addition to other items that might impact our other public disclosures. Please note that we need as much lead time as possible to prepare any required disclosures and have the disclosures reviewed by appropriate company officers. There can be severe penalties for failure to file a required Form 8-K with the SEC within the four business day deadline (such as limiting our ability to access the public capital markets).

General Obligation – Disclose “Material” Events, Matters and Issues

- We generally must disclose any “material” information about the company in periodic SEC reports. Sometimes, the disclosure requirement is immediate, so this type of information should be reported as quickly as possible.
- Information is “material” if there is a substantial likelihood that a reasonable investor would attach importance to the information in determining whether to buy or sell Tenneco securities.
 - We do not apply any absolute dollar threshold to determine materiality.

- For internal purposes, any incident of fraud or accounting/record keeping irregularity is automatically material and should be reported.
- For internal purposes, any transaction between the company and one of its directors, officers or other management employees is automatically material and should be reported. This includes “indirect” transactions, such as a customer or supply relationship between Tenneco and another company that one of our executives invests in.
- Even if the event or effect is just a possibility – or a “contingency” – it should be reported internally if, should the event or effect actually happen, it would be material.

Disclose Forward-Looking Information - “Material” Trends and Uncertainties

- We must disclose “material” known demands, commitments, events, trends or uncertainties that could impact (favorably or unfavorably) the company’s liquidity, capital resources, assets, revenues, costs or net income.
- Part one of ensuring management is fully aware of these matters is to make sure all sales, returns, leasing, borrowing, credit extension and other transactions are properly reported and accounted for at the plant/sales force level.
- Part two is for employees to keep their eyes open for possible areas that could impact our condition or results and to report them to the appropriate persons. Examples include:
 - Obsolete inventory,
 - Upcoming pricedowns or other material customer issues,
 - A significant change in our business or operations,
 - Changes in general business or industry conditions, such as a customer cutting its build rate,
 - New litigation or claims involving the company,
 - Environmental issues such as spills, leaching, regulatory investigations or reviews, etc.,
 - Warranty claims, and
 - Significant engineering issues on existing or anticipated platforms.

Items That Must be Disclosed Immediately Within Tenneco

The following types of matters should *always be reported immediately* in accordance with these Guidelines, *regardless of amount or apparent significance* (except as otherwise indicated) *and regardless of whether they have actually occurred, are proposed or otherwise might occur*, as they are the types of matters that could be of particular importance to Tenneco or could require an immediate SEC filing on Form 8-K:

- any actual or possible warranty or similar claim or cost, other than ordinary course aftermarket returns,
- any engineering issue or arrangement on a product or platform that is reasonably likely to result in a warranty, technical services, royalty or similar claim or cost,
- any litigation, arbitration or similar judicial or administrative proceeding that involves the company (other than ordinary course wage garnishments),
- any claim or potential claim that the company is violating any third party’s intellectual property rights, or that any third party is violating the company’s intellectual property rights,

- any occurrence – accidental or otherwise – that results in the death, dismemberment or disability of an employee or a third party,
- any investigation, audit or review by a governmental entity (such as any environmental agency, OSHA, Department of Labor, etc.),
- any incident of fraud or accounting/record keeping irregularity,
- any transaction between the company and one of its directors, officers or other management employees,
- any breach of contract – either by the company or the other party to a contract with the company – that could result in a material loss or gain to the company,
- any impairment or write-off of an asset or assets that could result in a material loss to the company,
 - any asset can be “impaired” if it is no longer useful or being used in our business,
 - examples include things such as obsolete inventory, defective machinery and equipment, etc.,
- any plan under which Tenneco will commit to exit a line of business, dispose of assets or terminate a group or groups of employees and that could result in material costs or charges for the company,
- entry into, or amendment of, a material agreement not made in the ordinary course of business^{*},
 - a “material agreement” is one that provides for obligations that are material to, and enforceable by or against, Tenneco (even if those obligations are subject to conditions, such as Board of Directors approval),
 - an agreement is “not made in the ordinary course of business” if
 - + our business is substantially dependent on it (examples include agreements involving a significant revenue commitment, important intellectual property rights, an important source of financing, etc.),
 - + it involves the acquisition or sale of any assets, plant or equipment involving in excess of 10% of Tenneco’s total assets or any business with income from operations (before taxes and extraordinary items) in excess of 10% of Tenneco’s,
 - + involves any of our directors or executive officers,

^{*} This is not intended to change our policies regarding who is authorized to make decisions regarding material agreements and financial obligations, but only to clarify that information regarding any such authorized or unauthorized arrangements must be made known to the proper persons.

- we generally expect to disclose agreements that relate to business combination transactions, other extraordinary corporate transactions, credit and debt arrangements, employee benefit plans and arrangements and transactions with our directors or officers,
- termination of a material agreement not made in the ordinary course of business^{*},
- termination or reduction of a business relationship with a customer that generally accounts for 5% or more of the company's total revenues,
- imposition or creation of a direct financial obligation or a financial obligation under an “off balance sheet arrangement” that could be material to the company^{*},
 - “direct” financial obligations include debt obligations, capital leases and operating leases,
 - “off-balance sheet arrangements” are arrangements to which a non-Tenneco company is a party but for which a Tenneco company might have an obligation or a retained interest in the future,
- any event that would accelerate or increase a direct financial obligation (such as a default by us under our senior credit facility) that is material to the company^{*},
- any event that would accelerate, increase or make definite (instead of contingent) an obligation under an off-balance sheet arrangement (such as an event that requires Tenneco to repurchase accounts receivables that had been previously sold to a third party) that is material to the company,^{*}
- Tenneco’s failure to meet any NYSE listing requirement,
- Tenneco’s sale of debt or equity securities in a transaction that is not specifically registered with the SEC,
- Tenneco taking actions to modify any of the existing rights of its securityholders,
- changes in our auditors, or non-reliance on previously issued financial statements or a related audit report or completed interim review;
- directors or principal officers joining or leaving the company;

^{*} This is not intended to change our policies regarding who is authorized to make decisions regarding material agreements and financial obligations, but only to clarify that information regarding any such authorized or unauthorized arrangements must be made known to the proper persons.

- suspension of trading within the company's 401(k) plans; or
- any change in control of Tenneco, or any changes to Tenneco's certificate of incorporation, bylaws, fiscal year end or codes of conduct.