

Tenneco Inc.
Code of Ethical Conduct for Financial Managers Certification

In my role as _____ for Tenneco Inc.,

I recognize that financial managers hold an important and elevated role in corporate governance. I am uniquely capable and empowered to ensure that Tenneco's, its stockholders' and other stakeholders' interests are appropriately balanced, protected and preserved. Accordingly, the Code of Ethical Conduct for Financial Managers ("Code"), which I have received and reviewed, provides principles to which financial managers are expected to adhere and advocate. The Code embodies rules regarding individual and peer responsibilities, as well as responsibilities to Tenneco, the stockholders, other stakeholders and the public.

I certify to you that I adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct, to the best of my knowledge and ability:

1. I act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. When disclosing information to constituents, I provide them with information that is accurate, complete, objective, relevant, timely and understandable. I use my best efforts to ensure that reports and documents that Tenneco files with the Securities and Exchange Commission or releases to the public contain full, fair, accurate, timely and understandable information.
3. I comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies, including the Securities and Exchange Commission and New York Stock Exchange.
4. I act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. I protect and respect the confidentiality of information acquired in the course of my work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work is not used for personal advantage.
6. I share knowledge and maintain skills important and relevant to my constituents' needs.
7. I proactively promote ethical behavior as a responsible partner among peers in my work environment and community.
8. I achieve responsible use of and control over all assets and resources employed by or entrusted to me.
9. I am responsible for implementing and maintaining an adequate internal control structure and procedures for financial reporting, including disclosure controls.
10. I promptly report code violations to Tenneco's General Counsel and Audit Director.

(Signature)

(Title)

(Print Name)

(Business Unit)

(Date)