

## **SECTION 3(a): DETAILED TIME SCHEDULES**

### **Contents**

The schedule for each Form 10-K, Form 10-Q, Annual Report and proxy statement should be a reasonably detailed timetable of the tasks required in connection with the preparation, review and filing or submission of the applicable document. Each schedule should provide for the circulation of drafts well in advance of filing/submission deadlines and allow a reasonable period of time for review, comment and redrafting, taking into account all of the people who will be involved. The schedule should also incorporate and allow sufficient time for (i) review by, and meetings of or with, (a) the Disclosure Committee, (b) outside advisors, and (c) the Audit Committee and Board of Directors (as appropriate), and (ii) the CEO and CFO to evaluate the effectiveness of the company's Disclosure Controls as a basis for the required CEO and CFO SEC certifications.

The schedule should clearly identify which people within the organization will be responsible for preparing and reviewing the SEC filing or specific portions thereof. The schedule should also make it incumbent upon those with specific reporting responsibilities to, in turn, make sure that people on whom they are relying understand what will be required of them. See Section 3(b).

### **Dissemination**

Each time schedule should be circulated, as far in advance of the applicable filing/submission deadline as possible, to each individual within Tenneco who is responsible for preparing or reviewing any portion of the applicable filing.

### **Samples**

Exhibit 3(a) includes a sample time schedule for a Form 10-Q filing. From time to time, the Disclosure Coordinators will update this manual to provide sample time schedules for Form 10-K, proxy statement and Annual Report preparation, as well as to modify as necessary or desired prior sample time schedules.

### Exhibit 3(a) – Sample Time Schedule

#### TIME SCHEDULE [ ] QUARTER [ ] CLOSING AND 10-Q

**[NOTE: The following is a sample of the schedule. Prior to circulation for a particular Form 10-Q, actual dates and, to the extent possible, individual names will be inserted into the schedule.]**

Below is the anticipated schedule for completing the close of the [ ] quarter [ ] and preparing and filing the related Form 10-Q. This schedule relates to the closing of consolidated data (i.e. Tenneco/Hyperion) and does not relate to the closing of individual SBUs/entities.

The schedule indicates those who are responsible for preparing and/or reviewing any portion of the information or documentation described. If a group is indicated as responsible for a specified item, the manager or other head of that group is, in particular, responsible for coordinating and ensuring the timely preparation of his or her group’s submissions. It is incumbent on those of you with specific preparation and/or review responsibilities to ensure that the persons reporting to you or on whom you rely for information understand our company’s reporting requirements and disclosure guidelines within their specific areas of accountability. Thank you in advance for your cooperation.

| <b>Date<sup>1</sup></b> | <b>Action</b>  | <b>Responsible Parties</b>  |
|-------------------------|--|---|
| T+4W                    | Hyperion submissions due   | SBU Controllers   |
| T+10W                   | Q Schedules due to consolidations group  | SBU Controllers   |
| T+10W                   | September Hyperion results available   | Corporate Fin. Acctg. and Consol.   |
| T+11W                   | Preliminary press release financials   | Corporate Fin. Acctg. and Consol.; Corporate Fin. Planning and Analysis   |
| T+11W-13W               | Press release financials and analyst schedules finalized   | Corporate Controller; Corporate Fin. Acctg. and Consol.; Corporate Fin. Planning and Analysis   |
| T+11W-15W               | CEO global conference call discusses disclosure issues   | CEO; General Counsel  |
| T+11W-13W               | Draft Earnings Release and related materials prepared/circulated   | Head of Global Communications   |
| T+12W-20W               | Earnings Release materials: comments provided on drafts; meetings held to discuss; subsequent drafts circulated/reviewed | Draft preparation:<br>Head of Global Communications<br>Reviewers:<br>CEO, CFO, General Counsel, Head of Human Resources, Corp. Controller (all GMs and SBU Controllers (portions related to their business units) Corp. Fin. Acctg. and Consol. (all) |

<sup>1</sup> Key: T = Last day of quarter  
T+XW = “X” is the number of U.S. working days after “T”  
T+X= “X” is the number of calendar days after “T”

| <b>Date<sup>1</sup></b> | <b>Action</b>   | <b>Responsible Parties</b>   |
|-------------------------|---|--|
|                         |   | Corp. Fin. Planning and Analysis (all)<br>Investor Relations (all)<br>Corp. Treasury (all)<br>Outside counsel (all)<br>Independent auditors (financial information)  |
| T+15W-19W               | Audit Committee call regarding Earnings Release                         | CEO; Gen. Counsel; CFO; Corp. Controller   |
| T+16W-20W               | Earnings Release and call   |  |
| T+16W-20W               | First 10-Q draft prepared/circulated (financials only)                  | Corporate Fin. Acctg. and Consol.  |
| T+18W-22W               | Comments due on 10-Q draft  | CEO, Gen. Counsel, CFO, Head of Human Resources, Corporate Controller (all) GMs and SBU Controllers (portions related to their business unit)<br>Corp. Fin. Acctg. and Consol. (all)<br>Corp. Fin. Plan. and Analysis (all)<br>Investor Relations (all)<br>Corp. Treasury (all) Law Department (all)<br>Independent auditors (all)<br>Outside counsel (all)            |
| T+19W-23W               | Second 10-Q draft prepared/circulated (full draft)                      | Corp. Fin. Acctg. and Consolidations (financials)<br>Corp. Fin. Plan. and Analysis (MD&A)<br>General Counsel (other)   |
| T+21W-25W               | Comments due on 10-Q draft  | CEO, Gen. Counsel, CFO, Head of Human Resources, Corporate Controller (all) GMs and SBU Controllers (portions of MD&A related to their business unit)<br>Corp. Fin. Acctg. and Consol. (all)<br>Corp. Fin. Plan. and Analysis (all)<br>Investor Relations (all)<br>Corp. Treasury (all)<br>Law Department (all)<br>Independent auditors (all)<br>Outside counsel (all) |
| T+21W-25W               | Disclosure Committee meeting regarding 10-Q                             | Disclosure Committee   |
| T+25W                   | 10-Q to printer for typing  | Corp. Fin. Acctg. and Consol.  |
| T+25W                   | Internal financial certifications due                                   | SBU GMs and SBU Controllers  |
| T+25W-27W               | CEO/CFO meeting on Disclosure Controls                                  | CEO<br>CFO<br>Others designated by CEO/CFO   |
| T+25W-27W               | Disclosure Comm. representative report to CEO/CFO on disclosure process | CEO<br>CFO<br>Gen. Counsel   |

| <b>Date<sup>1</sup></b> | <b>Action</b>                          | <b>Responsible Parties</b>                     |
|-------------------------|--|--|
| T+25W-<br>27W           | Audit Committee meeting regarding 10-Q | CEO<br>Gen. Counsel<br>CFO<br>Corp. Controller |
| T+35-45                 | File 10-Q                              |  |