

TENNECO INC
Form 10-Q
November 07, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the Quarterly Period Ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

Commission file number 1-12387

TENNECO INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

76-0515284

(I.R.S. Employer
Identification No.)

500 North Field Drive, Lake Forest, Illinois

(Address of principal executive offices)

60045

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common Stock, par value \$0.01 per share: 60,834,533 shares outstanding as of November 1, 2013.

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* No response to this item is included herein for the reason that it is inapplicable or the answer to such item is negative.

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning, among other things, our prospects and business strategies. These forward-looking statements are included in various sections of this report, including the section entitled "Outlook" appearing in Item 2 of this report. The words "may," "will," "believe," "should," "could," "plan," "expect," "anticipate," "estimate," and similar expressions (and variations thereof), identify these forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, these expectations may not prove to be correct. Because these forward-looking statements are also subject to risks and uncertainties, actual results may differ materially from the expectations expressed in the forward-looking statements. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements include:

• general economic, business and market conditions;

• our ability to source and procure needed materials, components and other products and services in accordance with customer demand and at competitive prices;

• changes in capital availability or costs, including increases in our cost of borrowing (i.e., interest rate increases), the amount of our debt, our ability to access capital markets at favorable rates, and the credit ratings of our debt;

• changes in consumer demand, prices and our ability to have our products included on top selling vehicles, including

• any shifts in consumer preferences away from light trucks, which tend to be higher margin products for our customers and us, to other lower margin vehicles, for which we may or may not have supply arrangements;

• changes in consumer demand for our automotive, commercial or aftermarket products, or changes in automotive and

• commercial vehicle manufacturers' production rates and their actual and forecasted requirements for our products, due to difficult economic conditions, such as the prolonged recession in Europe;

• the overall highly competitive nature of the automobile and commercial vehicle parts industries, and any resultant

• inability to realize the sales represented by our awarded book of business (which is based on anticipated pricing and volumes over the life of the applicable program);

• the loss of any of our large original equipment manufacturer ("OEM") customers (on whom we depend for a substantial portion of our revenues), or the loss of market shares by these customers if we are unable to achieve increased sales to other OEMs or any change in customer demand due to delays in the adoption or enforcement of worldwide emissions regulations;

• our ability to successfully execute cash management and other cost reduction plans, including our current European cost reduction initiatives, and to realize anticipated benefits from these plans;

• industrywide strikes, labor disruptions at our facilities or any labor or other economic disruptions at any of our

• significant customers or suppliers or any of our customers' other suppliers;

• increases in the costs of raw materials, including our ability to successfully reduce the impact of any such cost

• increases through materials substitutions, cost reduction initiatives, customer recovery and other methods;

• the negative impact of higher fuel prices on transportation and logistics costs, raw material costs and discretionary purchases of vehicles or aftermarket products;

• the cyclical nature of the global vehicle industry, including the performance of the global aftermarket sector and the impact of vehicle parts' longer product lives;

• costs related to product warranties and other customer satisfaction actions;

• the cost and outcome of existing and any future claims or legal proceedings, including, but not limited to, claims or proceedings against us or our customers relating to product performance, product safety or intellectual property rights;

• the failure or breach of our information technology systems, including the consequences of any misappropriation, exposure or corruption of sensitive information stored on such systems and the interruption to our business that such failure or breach may cause;

• the impact of consolidation among vehicle parts suppliers and customers on our ability to compete;

• changes in distribution channels or competitive conditions in the markets and countries where we operate, including

• the impact of changes in distribution channels for aftermarket products on our ability to increase or maintain aftermarket sales;

• economic, exchange rate and political conditions in the countries where we operate or sell our products;

- customer acceptance of new products;
- new technologies that reduce the demand for certain of our products or otherwise render them obsolete;
- our ability to introduce new products and technologies that satisfy customers' needs in a timely fashion;

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- our ability to realize our business strategy of improving operating performance;
- our ability to successfully integrate any acquisitions that we complete and effectively manage our joint ventures and other third-party relationships;
- changes by the Financial Accounting Standards Board or the Securities and Exchange Commission of authoritative generally accepted accounting principles or policies;
- changes in accounting estimates and assumptions, including changes based on additional information;
- any changes by the International Organization for Standardization (ISO) or other such committees in their certification protocols for processes and products, which may have the effect of delaying or hindering our ability to bring new products to market;
- the impact of changes in and compliance with laws and regulations, including: environmental laws and regulations, which may result in our incurrence of environmental liabilities in excess of the amount reserved; and any changes to the timing of the funding requirements for our pension and other postretirement benefit liabilities;
- the potential impairment in the carrying value of our long-lived assets and goodwill or our deferred tax assets;
- potential volatility in our effective tax rate;
- natural disasters, such as the 2011 earthquake in Japan and flooding in Thailand, and any resultant disruptions in the supply or production of goods or services to us or by us or in demand by our customers;
- acts of war and/or terrorism, as well as actions taken or to be taken by the United States and other governments
- as a result of further acts or threats of terrorism, and the impact of these acts on economic, financial and social conditions in the countries where we operate; and
- the timing and occurrence (or non-occurrence) of other transactions, events and circumstances which may be beyond our control.

The risks included here are not exhaustive. Refer to “Part I, Item 1A — Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2012, for further discussion regarding our exposure to risks. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor to assess the impact such risk factors might have on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

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PART I.

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Tenneco Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Tenneco Inc. and consolidated subsidiaries as of September 30, 2013, and the related condensed consolidated statements of income, comprehensive income, and cash flows for the three and nine month periods ended September 30, 2013 and 2012 and changes in shareholders' equity for the nine months ended September 30, 2013 and 2012. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2012, and the related consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for the year then ended (not presented herein), and in our report dated February 27, 2013, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2012, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

Milwaukee, Wisconsin

November 7, 2013

The "Report of Independent Registered Public Accounting Firm" included above is not a "report" or "part of a Registration Statement" prepared or certified by an independent accountant within the meaning of Sections 7 and 11 of the Securities Act of 1933, and the accountants' Section 11 liability does not extend to such report.

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TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME
 (Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
(Millions Except Share and Per Share Amounts)				
Revenues				
Net sales and operating revenues	\$ 1,963	\$ 1,778	\$ 5,933	\$ 5,610
Costs and expenses				
Cost of sales (exclusive of depreciation and amortization shown below)	1,691	1,494	5,031	4,696
Engineering, research, and development	35	28	103	94
Selling, general, and administrative	112	94	337	321
Depreciation and amortization of other intangibles	51	49	151	148
	1,889	1,665	5,622	5,259
Other expense				
Loss on sale of receivables	(1	) (1	) (3	) (3
Other	(1	) (1	) (2	) (4
	(2	) (2	) (5	) (7
Earnings before interest expense, income taxes, and noncontrolling interests	72	111	306	344
Interest expense (net of interest capitalized of \$1 million in both of the three months ended September 30, 2013 and 2012, respectively, and \$3 million in both of the nine months ended September 30, 2013 and 2012, respectively)		21	60	84
Earnings before income taxes and noncontrolling interests	52	90	246	260
Income tax (benefit) expense	30	(42	) 89	(3
Net income	22	132	157	263
Less: Net income attributable to noncontrolling interests	10	7	28	21
Net income attributable to Tenneco Inc.	\$ 12	\$ 125	\$ 129	\$ 242
Earnings per share				
Weighted average shares of common stock outstanding —				
Basic	60,624,358	59,766,097	60,475,652	59,983,310
Diluted	61,865,375	60,949,632	61,583,629	61,266,124
Basic earnings per share of common stock	\$0.19	\$2.09	2.13	4.04
Diluted earnings per share of common stock	\$0.19	\$2.05	2.09	3.95

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of income.

TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

	For the Three Months Ended September 30, 2013					
	Tenneco Inc. Accumulated Other Comprehensive Income (Loss) (Millions)		Noncontrolling Interests Accumulated Other Comprehensive Income (Loss) (Loss)		Total Accumulated Other Comprehensive Income (Loss)	
Net Income		\$ 12		\$ 10		\$ 22
Accumulated Other Comprehensive Income (Loss) Cumulative Translation Adjustment						
Balance July 1	\$ (74	)	\$ 5		\$ (69)
Translation of foreign currency statements	23	23	—	—	23	23
Balance September 30	(51	)	5		(46)
Additional Liability for Pension and Postretirement Benefits						
Balance July 1	(374	)	—		(374)
Additional Liability for Pension and Postretirement Benefits, net of tax	3	3			3	3
Balance September 30	(371	)	—		(371)
Balance September 30	\$(422	)	\$ 5		\$(417)
Other Comprehensive Income		26		—		26
Comprehensive Income		\$ 38		\$ 10		\$ 48

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

	For the Three Months Ended September 30, 2012					
	Tenneco Inc. Accumulated Other Comprehensive Income (Loss) (Millions)		Noncontrolling Interests Accumulated Other Comprehensive Income (Loss)		Total Accumulated Other Comprehensive Income (Loss)	
Net Income		\$ 125		\$ 7		\$ 132
Accumulated Other Comprehensive Income (Loss) Cumulative Translation Adjustment						
Balance July 1	\$ (47	)	\$ 4		\$ (43)
Translation of foreign currency statements	14	14	—	—	14	14
Balance September 30	(33	)	4		(29)
Additional Liability for Pension and Postretirement Benefits						
Balance July 1	(344	)	—		(344)
Additional Liability for Pension and Postretirement Benefits, net of tax	3	3			3	3
Balance September 30	(341	)	—		(341)
Balance September 30	\$(374	)	\$ 4		\$(370)
Other Comprehensive Income		17		—		17
Comprehensive Income		\$ 142		\$ 7		\$ 149

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

	For the Nine Months Ended September 30, 2013						
	Tenneco Inc. Accumulated		Noncontrolling Interests Accumulated		Total Accumulated		
	Other Comprehensive Income (Loss) (Millions)	Comprehensive Income (Loss)	Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	
Net Income		\$ 129		\$ 28		\$ 157	
Accumulated Other Comprehensive Income (Loss)							
Cumulative Translation Adjustment							
Balance January 1	\$(24	)	\$5		\$(19)	
Translation of foreign currency statements	(27)	(27)	—	(27)
Balance September 30	(51	)	5		(46)	
Additional Liability for Pension and Postretirement Benefits							
Balance January 1	(384	)	—		(384)	
Additional Liability for Pension and Postretirement Benefits, net of tax	13	13			13	13	
Balance September 30	(371	)	—		(371)	
Balance September 30	\$(422	)	\$5		\$(417)	
Other Comprehensive Loss		(14)	—		(14)
Comprehensive Income		\$ 115		\$ 28		\$ 143	

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

	For the Nine Months Ended September 30, 2012							
	Tenneco Inc. Accumulated		Noncontrolling Interests Accumulated		Total Accumulated			
	Other Comprehensive Income (Loss) (Millions)	Comprehensive Income (Loss)	Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Other Comprehensive Income (Loss)	Comprehensive Income (Loss)		
Net Income		\$ 242		\$ 21		\$ 263		
Accumulated Other Comprehensive Income Cumulative Translation Adjustment								
Balance January 1	\$(30	)	\$4		\$(26)	
Translation of foreign currency statements	(3) (3)	—	—	(3) (3)
Balance September 30	(33	)	4		(29)	
Additional Liability for Pension and Postretirement Benefits								
Balance January 1	(352	)	—		(352)	
Additional Liability for Pension and Postretirement Benefits, net of tax	11	11			11	11		
Balance September 30	(341	)	—		(341)	
Balance September 30	\$(374	)	\$4		\$(370)	
Other Comprehensive Income		8		—		8		
Comprehensive Income		\$ 250		\$ 21		\$ 271		

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of comprehensive income.

TENNECO INC.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

	September 30, 2013	December 31, 2012
	(Millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$276	\$223
Restricted cash	5	—
Receivables —		
Customer notes and accounts, net	1,226	966
Other	29	20
Inventories —		
Finished goods	267	273
Work in process	228	207
Raw materials	148	133
Materials and supplies	56	54
Deferred income taxes	76	72
Prepayments and other	268	176
Total current assets	2,579	2,124
Other assets:		
Long-term receivables, net	8	4
Goodwill	70	72
Intangibles, net	31	35
Deferred income taxes	158	116
Other	120	135
	387	362
Plant, property, and equipment, at cost	3,423	3,365
Less — Accumulated depreciation and amortization	(2,290)	(2,243)
	1,133	1,122
Total Assets	\$4,099	\$3,608
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt (including current maturities of long-term debt)	\$131	\$113
Trade payables	1,288	1,186
Accrued taxes	45	50
Accrued interest	14	10
Accrued liabilities	270	239
Other	104	51
Total current liabilities	1,852	1,649
Long-term debt	1,226	1,067
Deferred income taxes	25	27
Postretirement benefits	358	407
Deferred credits and other liabilities	199	152
Commitments and contingencies		
Total liabilities	3,660	3,302
Redeemable noncontrolling interests	15	15
Tenneco Inc. Shareholders' equity:		
Common stock	1	1

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Premium on common stock and other capital surplus	3,070	3,031	
Accumulated other comprehensive loss	(422)	(408))
Retained earnings (accumulated deficit)	(1,975)	(2,104))
	674	520	
Less — Shares held as treasury stock, at cost	294	274	
Total Tenneco Inc. shareholders' equity	380	246	
Noncontrolling interests	44	45	
Total equity	424	291	
Total liabilities, redeemable noncontrolling interests and equity	\$4,099	\$3,608	

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated balance sheets.

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TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)

	Three Months Ended September 30, 2013 (Millions)	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net income	\$22	\$132	\$157	\$263
Adjustments to reconcile net income to cash provided by operating activities —				
Depreciation and amortization of other intangibles	51	49	151	148
Deferred income taxes	(10)	) (87)	) 6	(94)
Stock-based compensation	3	2	10	9
Loss on sale of assets	(1)	) 1	1	3
Changes in components of working capital —				
(Increase) decrease in receivables	(27)	) 55	(280)	) (157)
(Increase) decrease in inventories	(21)	) 2	(39)	) (81)
(Increase) decrease in prepayments and other current assets	(16)	) (1)	) (97)	) (40)
Increase (decrease) in payables	(38)	) (50)	) 111	36
Increase (decrease) in accrued taxes	8	19	(5)	) 37
Increase (decrease) in accrued interest	4	5	4	1
Increase (decrease) in other current liabilities	79	—	86	15
Changes in long-term assets	6	7	9	16
Changes in long-term liabilities	(11)	) (13)	) (31)	) (35)
Other	1	4	8	5
Net cash provided by operating activities	50	125	91	126
Investing Activities				
Proceeds from the sale of assets	4	1	6	2
Cash payments for plant, property, and equipment	(54)	) (70)	) (178)	) (195)
Cash payments for software related intangible assets	(7)	) (3)	) (19)	) (10)
Cash payments for net assets purchased	—	(7)	) —	(7)
Changes in restricted cash	—	—	(5)) —
Net cash (used) by investing activities	(57)	) (79)	) (196)	) (210)
Financing Activities				
Issuance of common shares	4	—	17	—
Tax benefit from stock-based compensation	17	—	17	—
Retirement of long-term debt	(5)	) (3)	) (13)	) (406)
Issuance of long-term debt	—	—	—	250
Debt issuance cost of long-term debt	—	—	—	(13)
Purchase of common stock under the share repurchase program	(18)	) —	(20)	) (18)
Increase (decrease) in bank overdrafts	(38)	) 2	(3)	) 2
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt	84	(19)) 191	217

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Net increase in short-term borrowings secured by accounts receivable	—	—	—	60
Capital contribution from noncontrolling interest partner	—	4	—	5
Distributions to noncontrolling interest partners	(6	) (9	) (29	) (27
Net cash provided (used) by financing activities	38	(25	) 160	70
Effect of foreign exchange rate changes on cash and cash equivalents	10	5	(2	) 7
Increase (decrease) in cash and cash equivalents	41	26	53	(7
Cash and cash equivalents, July 1 and January 1, respectively	235	181	223	214
Cash and cash equivalents, September 30 (Note)	\$276	\$207	\$276	\$207
Supplemental Cash Flow Information				
Cash paid during the period for interest	\$16	\$16	\$55	\$75
Cash paid during the period for income taxes (net of refunds)	21	18	92	54
Non-cash Investing and Financing Activities				
Period end balance of trade payables for plant, property, and equipment	\$27	\$25	\$27	\$25

Note: Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of cash flows.

TENNECO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 (Unaudited)

	Nine Months Ended September 30,			
	2013		2012	
	Shares	Amount	Shares	Amount
	(Millions Except Share Amounts)			
Tenneco Inc. Shareholders:				
Common Stock				
Balance January 1	62,789,382	\$1	62,101,335	\$1
Issued pursuant to benefit plans	158,308	—	149,497	—
Stock options exercised	638,817	—	232,258	—
Balance September 30	63,586,507	1	62,483,090	1
Premium on Common Stock and Other Capital Surplus				
Balance January 1		3,031		3,016
Premium on common stock issued pursuant to benefit plans		39		10
Balance September 30		3,070		3,026
Accumulated Other Comprehensive Loss				
Balance January 1		(408)		(382)
Other comprehensive income (loss)		(14)		8)
Balance September 30		(422)		(374)
Retained Earnings (Accumulated Deficit)				
Balance January 1		(2,104)		(2,379)
Net income attributable to Tenneco Inc.		129		242
Balance September 30		(1,975)		(2,137)
Less — Common Stock Held as Treasury Stock, at Cost				
Balance January 1	2,294,692	274	1,694,692	256
Purchase of common stock through stock repurchase program	419,900	20	600,000	18
Balance September 30	2,714,592	294	2,294,692	274
Total Tenneco Inc. shareholders' equity		\$380		\$242
Noncontrolling Interests:				
Balance January 1		\$45		\$43
Net income		18		16
Capital contribution		—		3
Dividends declared		(19)		(20)
Balance September 30		\$44		\$42
Total equity		\$424		\$284

The accompanying notes to the condensed consolidated financial statements are an integral part of these condensed consolidated statements of changes in shareholders' equity.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Consolidation and Presentation

As you read the accompanying financial statements you should also read our Annual Report on Form 10-K for the year ended December 31, 2012.

In our opinion, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly Tenneco Inc.'s results of operations, comprehensive income, financial position, cash flows, and changes in shareholders' equity for the periods indicated. We have prepared the unaudited condensed consolidated financial statements pursuant to the rules and regulations of the U.S. Securities and Exchange Commission for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (U.S. GAAP) for annual financial statements.

Our condensed consolidated financial statements include all majority-owned subsidiaries. We carry investments in 20 percent to 50 percent owned companies in which the Company does not have a controlling interest, as equity method investments, at cost plus equity in undistributed earnings since the date of acquisition and cumulative translation adjustments. We have eliminated all intercompany transactions. We have evaluated all significant subsequent events for any impact on these financial statements through the date they were issued.

(2) Financial Instruments

The carrying and estimated fair values of our financial instruments by class at September 30, 2013 and December 31, 2012 were as follows:

	September 30, 2013		December 31, 2012	
	Carrying Amount (Millions)	Fair Value	Carrying Amount	Fair Value
Long-term debt (including current maturities)	\$1,227	\$1,290	\$1,070	\$1,136
Instruments with off-balance sheet risk:				
Foreign exchange forward contracts:				
Asset derivative contracts	—	—	1	1

Asset and Liability Instruments — The fair value of cash and cash equivalents, short and long-term receivables, accounts payable, and short-term debt was considered to be the same as or was not determined to be materially different from the carrying amount.

Long-term Debt — The fair value of our public fixed rate senior notes is based on quoted market prices (level 1). The fair value of our private borrowings under our senior credit facility and other long-term debt instruments is based on the market value of debt with similar maturities, interest rates and risk characteristics (level 2). The fair value of our level 1 debt, as classified in the fair value hierarchy, was \$787 million and \$790 million at September 30, 2013 and December 31, 2012, respectively. We have classified \$493 million and \$334 million as level 2 in the fair value hierarchy at September 30, 2013 and December 31, 2012, respectively, since we utilize valuation inputs that are observable both directly and indirectly. We classified the remaining \$10 million and \$12 million, consisting of foreign subsidiary debt, as level 3 in the fair value hierarchy at September 30, 2013 and December 31, 2012, respectively.

Foreign Exchange Forward Contracts — We use derivative financial instruments, principally foreign currency forward purchase and sales contracts with terms of less than one year, to hedge our exposure to changes in foreign currency exchange rates. Our primary exposure to changes in foreign currency rates results from intercompany loans made between affiliates to minimize the need for borrowings from third parties. Additionally, we enter into foreign currency forward purchase and sale contracts to mitigate our exposure to changes in exchange rates on certain intercompany and third-party trade receivables and payables. We manage counter-party credit risk by entering into derivative financial instruments with major financial institutions that can be expected to fully perform under the terms of such agreements. We do not enter into derivative financial instruments for speculative purposes. The fair value of our foreign currency forward contracts is based on an internally developed model which incorporates observable inputs

including quoted spot rates, forward exchange rates and discounted future expected cash flows utilizing market interest rates with similar quality and maturity characteristics. We record the change in fair value of these foreign exchange forward contracts as part of currency gains (losses) within cost of sales in the condensed consolidated statements of income. The fair value of foreign exchange forward contracts are recorded in prepayments and other current assets or other current liabilities in the condensed consolidated balance sheet. The fair value of our foreign exchange forward contracts, presented on a gross basis at September 30, 2013 and December 31, 2012, respectively, was as follows:

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	Fair Value of Derivative Instruments			December 31, 2012		
	September 30, 2013			December 31, 2012		
	Asset	Liability	Total	Asset	Liability	Total
	Derivatives	Derivatives		Derivatives	Derivatives	
	(Millions)					
Foreign exchange forward contracts	\$—	\$—	\$—	\$1	\$—	\$1

The fair value of our recurring financial assets at September 30, 2013 and December 31, 2012, respectively, are as follows:

	September 30, 2013			December 31, 2012		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	(Millions)					
Financial Assets:						
Foreign exchange forward contracts	n/a	\$—	n/a	n/a	\$1	n/a

The fair value hierarchy definition prioritizes the inputs used in measuring fair value into the following levels:

Level 1	—	Quoted prices in active markets for identical assets or liabilities.
Level 2	—	Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.
Level 3	—	Unobservable inputs based on our own assumptions.

The following table summarizes by major currency the notional amounts for foreign currency forward purchase and sale contracts as of September 30, 2013 (all of which mature in 2013):

		Notional Amount in Foreign Currency (Millions)
Australian dollars	—Purchase	3
British pounds	—Purchase	9
European euro	—Sell	(9)
South African rand	—Purchase	107
Japanese yen	—Purchase	98
	—Sell	(842)
Mexican peso	—Purchase	6
Polish zloty	—Purchase	21
U.S. dollars	—Purchase	13
	—Sell	(25)
Other	—Sell	(2)

Guarantees —We have from time to time issued guarantees for the performance of obligations by some of our subsidiaries, and some of our subsidiaries have guaranteed our debt. All of our existing and future material domestic wholly-owned subsidiaries fully and unconditionally guarantee our senior credit facility and our senior notes on a joint and several basis. The arrangement for the senior credit facility is also secured by first-priority liens on substantially all our domestic assets and pledges of up to 66 percent of the stock of certain first-tier foreign subsidiaries. No assets or capital stock of our direct or indirect subsidiaries secure our senior notes. For additional information, refer to Note 13 of our condensed consolidated financial statements, where we present the Supplemental Guarantor Condensed

Consolidating Financial Statements.

We have two performance guarantee agreements in the U.K. between Tenneco Management Europe Limited (“TMEL”) and the two Walker Group Retirement Plans, the Walker Group Employee Benefit Plan and the Walker Group Executive Retirement Benefit Plan (the “Walker Plans”), whereby TMEL will guarantee the payment of all current and future pension contributions in event of a payment default by the sponsoring or participating employers of the Walker Plans. As a result of our decision to enter into these performance guarantee agreements, the levy due to the U.K. Pension Protection Fund was reduced.

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The Walker Plans are comprised of employees from Tenneco Walker (U.K.) Limited and our Futaba-Tenneco U.K. joint venture. Employer contributions are funded by both Tenneco Walker (U.K.) Limited, as the sponsoring employer and Futaba-Tenneco U.K., as a participating employer. The performance guarantee agreements are expected to remain in effect until all pension obligations for the Walker Plans' sponsoring and participating employers have been satisfied. The maximum amount payable for these pension performance guarantees is approximately \$34 million as of September 30, 2013 which is determined by taking 105 percent of the liability of the Walker Plans calculated under section 179 of the U.K. Pension Act of 2004 offset by plan assets. We did not record an additional liability for this performance guarantee since Tenneco Walker (U.K.) Limited, as the sponsoring employer of the Walker Plans, already recognizes 100 percent of the pension obligation calculated based on U.S. GAAP, for all of the Walker Plans' participating employers on its balance sheet, which was \$4 million and \$7 million at September 30, 2013 and December 31, 2012, respectively. At September 30, 2013, all pension contributions under the Walker Plans were current for all of the Walker Plans' sponsoring and participating employers.

In June 2011, we entered into an indemnity agreement between TMEL and Futaba Industrial Co. Ltd. which requires Futaba to indemnify TMEL for any cost, loss or liability which TMEL may incur under the performance guarantee agreements relating to the Futaba-Tenneco U.K. joint venture. The maximum amount reimbursable by Futaba to TMEL under this indemnity agreement is equal to the amount incurred by TMEL under the performance guarantee agreements multiplied by Futaba's shareholder ownership percentage of the Futaba-Tenneco U.K. joint venture. At September 30, 2013, the maximum amount reimbursable by Futaba to TMEL is approximately \$6 million.

We have issued guarantees through letters of credit in connection with some obligations of our affiliates. As of September 30, 2013, we have guaranteed \$40 million in letters of credit to support some of our subsidiaries' insurance arrangements, foreign employee benefit programs, environmental remediation activities and cash management and capital requirements.

Negotiable Financial Instruments — One of our European subsidiaries receives payment from one of its customers whereby the accounts receivable are satisfied through the delivery of negotiable financial instruments. We may collect these financial instruments before their maturity date by either selling them at a discount or using them to satisfy accounts receivable that have previously been sold to a European bank. Any of these financial instruments which are not sold are classified as other current assets. The amount of these financial instruments that was collected before their maturity date and sold at a discount totaled \$4 million and \$6 million at September 30, 2013 and December 31, 2012, respectively. No negotiable financial instruments were held by our European subsidiary as of September 30, 2013 or December 31, 2012.

In certain instances, several of our Chinese subsidiaries receive payment from customers and satisfy vendor payments through the receipt and delivery of negotiable financial instruments. Financial instruments used to satisfy vendor payables and not redeemed totaled \$13 million and \$12 million at September 30, 2013 and December 31, 2012, respectively, and were classified as notes payable. Financial instruments received from customers and not redeemed totaled \$16 million and \$8 million at September 30, 2013 and December 31, 2012, respectively. We classify financial instruments received from our customers as other current assets if issued by a financial institution of our customers or as customer notes and accounts, net if issued by our customer. We classified \$16 million and \$8 million in other current assets at September 30, 2013 and December 31, 2012, respectively. Some of our Chinese subsidiaries that issue their own negotiable financial instruments to pay vendors are required to maintain a cash balance if they exceed certain credit limits with the financial institution that guarantees those financial instruments. A restricted cash balance was not required at those Chinese subsidiaries at September 30, 2013 or December 31, 2012.

The negotiable financial instruments received by one of our European subsidiaries and some of our Chinese subsidiaries are checks drawn by our customers and guaranteed by their banks that are payable at a future date. The use of these instruments for payment follows local commercial practice. Because negotiable financial instruments are financial obligations of our customers and are guaranteed by our customers' banks, we believe they represent a lower financial risk than the outstanding accounts receivable that they satisfy which are not guaranteed by a bank.

Supply Chain Financing — Near the end of the second quarter of 2013 certain of our suppliers in the U.S. extended their payment terms to Tenneco. The liquidity benefit to Tenneco from the extended payment terms totaled \$10 million at September 30, 2013. These suppliers also began participating in a supply chain financing program under which they securitize their accounts receivables from Tenneco with several financial institutions. The financial institutions participate in the supply chain financing program on an uncommitted basis and can cease purchasing receivables from Tenneco's suppliers at any time. If the financial institutions did not continue to purchase receivables from Tenneco's suppliers under this program, the participating vendors could reduce their payment terms to Tenneco which in turn would cause our borrowings under our revolving credit facility to increase.

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Restricted Cash - Two of our Australian subsidiaries have arranged for \$5 million in guarantees to be issued by a financial institution to support some of our subsidiaries' insurance arrangements and foreign employee benefit programs. These guarantees were supported by a cash deposit with the financial institution which has been classified as restricted cash on the Tenneco Inc. consolidated balance sheet at September 30, 2013.

(3) Long-Term Debt and Financing Arrangements

Our financing arrangements are primarily provided by a committed senior secured financing arrangement with a syndicate of banks and other financial institutions. The arrangement is secured by substantially all our domestic assets and pledges of up to 66 percent of the stock of certain first-tier foreign subsidiaries, as well as guarantees by our material domestic subsidiaries.

On March 22, 2012, we completed an amendment and restatement of our senior credit facility by increasing the amount and extending the maturity date of our revolving credit facility and adding a new \$250 million Tranche A Term Facility. The amended and restated facility replaces our former \$556 million revolving credit facility, \$148 million Tranche B Term Facility and \$130 million Tranche B-1 letter of credit/revolving loan facility. The proceeds from this refinancing transaction were used to repay our \$148 million Tranche B Term Facility and, as described below, to fund the purchase and redemption of our \$250 million 8.125 percent senior notes due in 2015. As of September 30, 2013, the senior credit facility provides us with a total revolving credit facility size of \$850 million and had a \$231 million balance outstanding under the Tranche A Term Facility, both of which will mature on March 22, 2017. Funds may be borrowed, repaid and re-borrowed under the revolving credit facility without premium or penalty. The revolving credit facility is reflected as debt on our balance sheet only if we borrow money under this facility or if we use the facility to make payments for letters of credit. Outstanding letters of credit reduce our availability to enter into revolving loans under the facility. We are required to make quarterly principal payments under the Tranche A Term Facility of \$3.1 million through March 31, 2014, \$6.3 million beginning June 30, 2014 through March 31, 2015, \$9.4 million beginning June 30, 2015 through March 31, 2016, \$12.5 million beginning June 30, 2016 through December 31, 2016 and a final payment of \$125 million is due on March 22, 2017.

The financial ratios required under the amended and restated senior credit facility, and the actual ratios we achieved for the three quarters of 2013, are as follows:

	Quarter Ended					
	March 31, 2013		June 30, 2013		September 30, 2013	
	Required	Actual	Required	Actual	Required	Actual
Leverage Ratio (maximum)	3.50	1.98	3.50	1.79	3.50	1.86
Interest Coverage Ratio (minimum)	2.55	8.39	2.55	8.74	2.55	9.09

The senior credit facility includes a maximum leverage ratio covenant of 3.50 through March 22, 2017 and a minimum interest coverage ratio of 2.55 through December 31, 2013 and 2.75 thereafter, through March 22, 2017. On March 8, 2012, we announced a cash tender offer to purchase our outstanding \$250 million 8.125 percent senior notes due in 2015 and a solicitation of consents to certain proposed amendments to the indenture governing these notes. We received tenders and consents representing \$232 million aggregate principal amount of the notes and, on March 22, 2012, we purchased the tendered notes at a price of 104.44 percent of the principal amount (which includes a consent payment of three percent of the principal amount), plus accrued and unpaid interest, and amended the related indenture. On April 6, 2012, we redeemed all remaining outstanding \$18 million aggregate principal amount of senior notes that were not purchased pursuant to the tender offer at a price of 104.06 percent of the principal amount, plus accrued and unpaid interest. The additional liquidity provided by the new \$850 million revolving credit facility and the new \$250 million Tranche A Term Facility was used to fund the total cost of the tender offer and redemption, including all related fees and expenses.

We recorded \$17 million of pre-tax charges in March 2012 related to the refinancing of our senior credit facility, the repurchase and redemption of \$232 million aggregate principal amount of our 8.125 percent senior notes due in 2015

and the write-off of deferred debt issuance costs relating to these senior notes. We recorded an additional \$1 million of pre-tax charges during the second quarter of 2012 relating to the redemption of the remaining \$18 million aggregate principal amount of our 8.125 percent senior notes which occurred in April 2012.

At September 30, 2013, of the \$850 million available under the revolving credit facility, we had unused borrowing capacity of \$550 million with \$261 million in outstanding borrowings and \$39 million in outstanding letters of credit.

As of September 30, 2013, our outstanding debt also included \$231 million related to our Tranche A Term Facility which is subject to

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quarterly principal payments as described above through March 22, 2017, \$225 million of 7.75 percent senior notes due August 15, 2018, \$500 million of 6.875 percent senior notes due December 15, 2020, and \$140 million of other debt.

(4) Income Taxes

We reported an income tax expense of \$30 million and benefit of \$42 million in the three month periods ended September 30, 2013 and 2012, respectively, and an income tax expense of \$89 million and benefit of \$3 million in the nine month periods ended September 30, 2013 and 2012, respectively. The tax expense recorded in the first nine months of 2013 includes a net tax benefit of \$22 million for changes to prior year estimates primarily related to recognizing a U.S. tax benefit for foreign taxes. Because our operations in Spain and Belgium are in a valuation allowance position, we were unable to recognize a tax benefit for the \$55 million of restructuring charges incurred in these two countries during the third quarter of 2013.

The U.S. tax benefit for foreign taxes is driven by our ability to claim a U.S. foreign tax credit beginning in 2013. The U.S. foreign tax credit regime provides for a credit against U.S. taxes otherwise payable for foreign taxes paid with regard to dividends, interest and royalties paid to us in the U.S.

In 2008, given our historical losses in the U.S., we concluded that our ability to fully utilize our federal and state net operating loss ("NOL") carryforward was limited. As a result, we recorded a valuation allowance against all of our U.S. deferred tax assets except for our tax planning strategies which had not yet been implemented and which did not depend upon generating future taxable income. Prior to the reversal of the valuation allowance in the third quarter of 2012, we carried a deferred tax asset in the U.S. of \$90 million relating to the expected utilization of the federal and state NOL. The recording of a valuation allowance did not impact the amount of the NOL that would be available for federal and state income tax purposes in future periods.

In the third quarter of 2012, we reversed the tax valuation allowance against our net deferred tax assets in the U.S. based on operating improvements we had made, the outlook for light and commercial vehicle production in the U.S. and the positive impact this should have on our U.S. operations. The net income impact of the tax valuation allowance release in the U.S. was a tax benefit of approximately \$81 million. Our federal NOL at December 31, 2012 totaled \$190 million and expires beginning in tax years ending in 2025 through 2030. The state NOLs expire in various tax years through 2032.

Valuation allowances are established in certain foreign jurisdictions for deferred tax assets based on a "more likely than not" standard. The ability to realize deferred tax assets depends on our ability to generate sufficient taxable income within the carryforward periods provided for in the tax law for each tax jurisdiction. We have considered the following possible sources of taxable income when assessing the realization of our deferred tax assets:

- Future reversals of existing taxable temporary differences;
- Taxable income or loss, based on recent results, exclusive of reversing temporary differences and carryforwards;
- Tax-planning strategies; and
- Taxable income in prior carryback years if carryback is permitted under the relevant tax law.

The valuation allowances recorded against deferred tax assets generated by taxable losses in Spain and certain other foreign jurisdictions will impact our provision for income taxes until the valuation allowances are released. Our provision for income taxes will include no tax benefit for losses incurred and no tax expense with respect to income generated in these jurisdictions until the respective valuation allowance is eliminated.

(5) Accounts Receivable Securitization

We securitize some of our accounts receivable on a limited recourse basis in North America and Europe. As servicer under these accounts receivable securitization programs, we are responsible for performing all accounts receivable administration functions for these securitized financial assets including collections and processing of customer invoice adjustments. In North America, we have an accounts receivable securitization program with three commercial banks comprised of a first priority facility and a second priority facility. We securitize original equipment and aftermarket

receivables on a daily basis under the bank program. In March 2013, the North American program was amended and extended to March 21, 2014. The first priority facility continues to provide financing of up to \$110 million and the second priority facility, which is subordinated to the first priority facility, continues to provide up to an additional \$40 million of financing. Both facilities monetize accounts receivable generated in the U.S. and Canada that meet certain eligibility requirements, and the second priority facility also monetizes certain accounts receivable generated in the U.S. and Canada that would otherwise be ineligible under the first priority securitization facility. The amount of outstanding third-party investments in our securitized accounts receivable under the North American program was \$50 million at both September 30, 2013 and December 31, 2012.

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Each facility contains customary covenants for financings of this type, including restrictions related to liens, payments, mergers or consolidations and amendments to the agreements underlying the receivables pool. Further, each facility may be terminated upon the occurrence of customary events (with customary grace periods, if applicable), including breaches of covenants, failure to maintain certain financial ratios, inaccuracies of representations and warranties, bankruptcy and insolvency events, certain changes in the rate of default or delinquency of the receivables, a change of control and the entry or other enforcement of material judgments. In addition, each facility contains cross-default provisions, where the facility could be terminated in the event of non-payment of other material indebtedness when due and any other event which permits the acceleration of the maturity of material indebtedness.

We also securitize receivables in our European operations with regional banks in Europe under various separate facilities. The commitments for these arrangements are generally for one year, but some may be canceled with notice 90 days prior to renewal. In some instances, the arrangement provides for cancellation by the applicable financial institution at any time upon 15 days, or less, notification. The amount of outstanding third-party investments in our securitized accounts receivable in Europe was \$150 million and \$94 million at September 30, 2013 and December 31, 2012, respectively.

If we were not able to securitize receivables under either the North American or European securitization programs, our borrowings under our revolving credit agreement might increase. These accounts receivable securitization programs provide us with access to cash at costs that are generally favorable to alternative sources of financing, and allow us to reduce borrowings under our revolving credit agreement.

In our North American accounts receivable securitization programs, we transfer a partial interest in a pool of receivables and the interest that we retain is subordinate to the transferred interest. Accordingly, we account for our North American securitization program as a secured borrowing. In our European programs, we transfer accounts receivables in their entirety to the acquiring entities and satisfy all of the conditions established under Accounting Standards Codification (ASC) Topic 860, "Transfers and Servicing," to report the transfer of financial assets in their entirety as a sale. The proceeds received in exchange for the transfer of accounts receivable under our European securitization programs approximates the fair value of such receivables. We recognized less than \$1 million interest expense in each of the three month periods ended September 30, 2013 and 2012, and \$2 million for each of the nine month periods ended September 30, 2013 and 2012, relating to our North American securitization program. In addition, we recognized a loss of \$1 million in each of the three month periods ended September 30, 2013 and 2012, and \$3 million for each of the nine month periods ended September 30, 2013 and 2012, on the sale of trade accounts receivable in our European accounts receivable securitization programs, representing the discount from book values at which these receivables were sold to our banks. The discount rate varies based on funding costs incurred by our banks, which averaged approximately three percent during both the first half of 2013 and 2012, respectively.

(6) Restructuring and Other Charges

Over the past several years, we have adopted plans to restructure portions of our operations. These plans were approved by our Board of Directors and were designed to reduce operational and administrative overhead costs throughout the business. In 2012, we incurred \$13 million in restructuring and related costs, primarily related to headcount reductions in South America and non-cash asset write downs of \$4 million in Europe, of which \$10 million was recorded in cost of sales and \$3 million was recorded in SG&A. In the third quarter of 2013, we incurred \$58 million in restructuring and related costs, primarily related to European cost reduction efforts including non-cash asset write downs of \$2 million and headcount reductions in various regions, of which \$56 million was recorded in cost of sales, \$1 million was recorded in SG&A and \$1 million was recorded in other expense. In the third quarter of 2012, we incurred \$7 million in restructuring and related costs, primarily related to non-cash asset write downs of \$4 million in Europe and headcount reductions in South America of which \$4 million was recorded in cost of sales and \$3 million was recorded in SG&A. For the first nine months of 2013, we have incurred \$69 million in restructuring and related costs, primarily related to European cost reduction efforts including non-cash asset write downs of \$2 million,

our exit from the distribution of aftermarket exhaust products and ending production of leaf springs in Australia, headcount reductions in various regions, and the net impact of freezing our defined benefit plans in the United Kingdom, of which \$63 million was recorded in cost of sales, \$5 million was recorded in SG&A and \$1 million was recorded in other expense. For the first nine months of 2012, we incurred \$10 million in restructuring and related costs primarily related to non-cash asset write downs of \$4 million in Europe and headcount reductions in South America, of which \$7 million was recorded in cost of sales and \$3 million was recorded in SG&A.

Amounts related to activities that are part of our restructuring reserves are as follows:

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(Unaudited)

	December 31, 2012	2013 Expenses	2013 Cash Payments	September 30, 2013 Restructuring Reserve
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Employee Severance and Termination Benefits	\$—	\$67	(\$14)	\$53
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Under the terms of our amended and restated senior credit agreement that took effect on March 22, 2012, we are allowed to exclude \$80 million of cash charges and expenses, before taxes, related to cost reduction initiatives incurred after March 22, 2012 from the calculation of the financial covenant ratios required under our senior credit facility. As of September 30, 2013, we have excluded \$75 million in cumulative allowable charges relating to restructuring initiatives against the \$80 million available under the terms of the senior credit facility.

On January 31, 2013, we announced our intent to reduce structural costs in Europe. This initiative includes the non-cash charges of \$4 million we incurred in 2012 in connection with the announced closing of the Vittaryd facility in Sweden and a \$7 million charge recorded in the fourth quarter of 2012 related to the impairment of certain assets in the European ride performance business. In August 2013, we completed the closure of the Vittaryd facility. \$56 million of the total of \$58 million we incurred in restructuring and related costs in the third quarter of 2013 was related to this initiative, including \$2 million for non-cash asset write downs. \$61 million of the total of \$69 million we incurred in restructuring and related costs in the first nine months of 2013 was related to this initiative, including \$2 million for non-cash asset write downs. On September 5, 2013, we announced our intent to close our ride performance plant in Gijon, Spain and reduce the workforce at our ride performance plant in Sint-Truiden, Belgium. We recorded \$55 million in charges related to these actions in the third quarter of 2013. These charges included non-cash asset impairments, the cost of relocating tooling, equipment and production to other facilities, severance and retention payments to employees and other costs related to these actions.

(7) Environmental Matters, Litigation and Product Warranties

We are involved in environmental remediation matters, legal proceedings, claims, investigations and warranty obligations that are incidental to the conduct of our business and create the potential for contingent losses. We accrue for potential contingent losses when our review of available facts indicates that it is probable a loss has been incurred and the amount of the loss is reasonably estimable. Each quarter we assess our loss contingencies based upon currently available facts, existing technology, presently enacted laws and regulations and taking into consideration the likely effects of inflation and other societal and economic factors and record adjustments to these reserves as required. As an example, we consider all available evidence, including prior experience in remediation of contaminated sites, other companies' cleanup experiences and data released by the United States Environmental Protection Agency or other organizations when we evaluate our environmental remediation contingencies. All of our loss contingency estimates are subject to revision in future periods based on actual costs or new information. With respect to our environmental liabilities, where future cash flows are fixed or reliably determinable, we have discounted those liabilities. All other environmental liabilities are recorded at their undiscounted amounts. We evaluate recoveries separately from the liability and, when they are assured, recoveries are recorded and reported separately from the associated liability in our consolidated financial statements.

We are subject to a variety of environmental and pollution control laws and regulations in all jurisdictions in which we operate. We expense or capitalize, as appropriate, expenditures for ongoing compliance with environmental regulations that relate to current operations. We expense costs related to an existing condition caused by past operations that do not contribute to current or future revenue generation. As of September 30, 2013, we have the obligation to remediate or contribute towards the remediation of certain sites, including one Federal Superfund site. At September 30, 2013, our aggregated estimated share of environmental remediation costs for all these sites on a discounted basis was approximately \$16 million, of which \$4 million is recorded in other current liabilities and \$12 million is recorded in deferred credits and other liabilities in our condensed consolidated balance sheet. For those

locations where the liability was discounted, the weighted average discount rate used was 2.40 percent. The undiscounted value of the estimated remediation costs was \$20 million. Our expected payments of environmental remediation costs are estimated to be approximately \$2 million in 2013, \$2 million in 2014, \$1 million each year beginning 2015 through 2017 and \$13 million in aggregate thereafter.

Based on information known to us, we have established reserves that we believe are adequate for these costs. Although we believe these estimates of remediation costs are reasonable and are based on the latest available information, the costs are estimates and are subject to revision as more information becomes available about the extent of remediation required. At some sites, we expect that other parties will contribute to the remediation costs. In addition, certain environmental statutes provide that our liability could be joint and several, meaning that we could be required to pay in excess of our share of remediation costs. Our understanding of the financial strength of other potentially responsible parties at these sites has been considered, where appropriate, in our determination of our estimated liability. We do not believe that any potential costs associated with our

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current status as a potentially responsible party in the Federal Superfund site, or as a liable party at the other locations referenced herein, will be material to our consolidated results of operations, financial position or cash flows.

We are also from time to time involved in legal proceedings, claims or investigations. Some of these proceedings allege damages against us relating to environmental liabilities (including toxic tort, property damage and remediation), intellectual property matters (including patent, trademark and copyright infringement, and licensing disputes), personal injury claims (including injuries due to product failure, design or warning issues, and other product liability related matters), taxes, employment matters, and commercial or contractual disputes, sometimes related to acquisitions or divestitures. For example, one of our Argentine subsidiaries is currently defending against a criminal complaint alleging the failure to comply with laws requiring the proceeds of export transactions to be collected, reported and/or converted to local currency within specified time periods. As another example, in the U.S. we are subject to an audit in 11 states with respect to the payment of unclaimed property to those states, spanning a period as far back as over 30 years. While we vigorously defend ourselves against all of these claims, in future periods, we could be subject to cash costs or charges to earnings if any of these matters are resolved on unfavorable terms. Although the ultimate outcome of any legal matter cannot be predicted with certainty, based on current information, including our assessment of the merits of the particular claim, we do not expect that these legal proceedings or claims will have any material adverse impact on our future consolidated financial position, results of operations or cash flows.

In addition, we are subject to lawsuits initiated by a significant number of claimants alleging health problems as a result of exposure to asbestos. In the early 2000s we were named in nearly 20,000 complaints, most of which were filed in Mississippi state court and the vast majority of which made no allegations of exposure to asbestos from our product categories. Most of these claims have been dismissed and our current docket of active and inactive cases is less than 500 cases nationwide. A small number of claims have been asserted by railroad workers alleging exposure to asbestos products in railroad cars manufactured by The Pullman Company, one of our subsidiaries. The substantial majority of the remaining claims are related to alleged exposure to asbestos in our automotive products. Only a small percentage of the claimants allege that they were automobile mechanics and a significant number appear to involve workers in other industries or otherwise do not include sufficient information to determine whether there is any basis for a claim against us. We believe, based on scientific and other evidence, it is unlikely that mechanics were exposed to asbestos by our former products and that, in any event, they would not be at increased risk of asbestos-related disease based on their work with these products. Further, many of these cases involve numerous defendants, with the number in some cases exceeding 100 defendants from a variety of industries. Additionally, the plaintiffs either do not specify any, or specify the jurisdictional minimum, dollar amount for damages. As major asbestos manufacturers and/or users continue to go out of business or file for bankruptcy, we may experience an increased number of these claims. We vigorously defend ourselves against these claims as part of our ordinary course of business. In future periods, we could be subject to cash costs or charges to earnings if any of these matters are resolved unfavorably to us. To date, with respect to claims that have proceeded sufficiently through the judicial process, we have regularly achieved favorable resolutions. Accordingly, we presently believe that these asbestos-related claims will not have a material adverse impact on our future consolidated financial condition, results of operations or cash flows.

We provide warranties on some of our products. The warranty terms vary but range from one year up to limited lifetime warranties on some of our premium aftermarket products. Provisions for estimated expenses related to product warranty are made at the time products are sold or when specific warranty issues are identified on OE products. These estimates are established using historical information about the nature, frequency, and average cost of warranty claims. We actively study trends of our warranty claims and take action to improve product quality and minimize warranty claims. We believe that the warranty reserve is appropriate; however, actual claims incurred could differ from the original estimates, requiring adjustments to the reserve. The reserve is included in both current and long-term liabilities on the balance sheet.

Below is a table that shows the activity in the warranty accrual accounts:

	Nine Months Ended September 30,	
	2013	2012
	(Millions)	
Beginning Balance January 1,	\$23	\$26
Accruals related to product warranties	12	10
Reductions for payments made	(13	) (13
Ending Balance September 30,	\$22	\$23

In the fourth quarter of 2011, we encountered an issue in our North America OE ride control business involving struts supplied on one particular OE platform. As a result, we directly incurred approximately \$2 million in premium freight and overtime costs in the fourth quarter of 2011 and \$3 million in 2012. In the first quarter of 2013 we incurred a charge of \$2

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

million in connection with the resolution of all existing claims pertaining to this matter. We paid the customer the \$2 million in the second quarter of 2013.

(8) Earnings Per Share

Earnings per share of common stock outstanding were computed as follows:

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(Millions Except Share and Per Share Amounts)			
Basic earnings per share —				
Net income attributable to Tenneco Inc.	\$12	\$125	\$129	\$242
Weighted Average shares of common stock outstanding	60,624,358	59,766,097	60,475,652	59,983,310
Earnings per share of common stock	\$0.19	\$2.09	\$2.13	\$4.04
Diluted earnings per share —				
Net income attributable to Tenneco Inc.	\$12	\$125	\$129	\$242
Weighted Average shares of common stock outstanding	60,624,358	59,766,097	60,475,652	59,983,310
Effect of dilutive securities:				
Restricted stock	220,132	120,169	182,378	132,755
Stock options	1,020,885	1,063,366	925,599	1,150,059
Weighted Average shares of common stock outstanding including dilutive securities	61,865,375	60,949,632	61,583,629	61,266,124
Earnings per share of common stock	\$0.19	\$2.05	\$2.09	\$3.95

Options to purchase 516,957 and 521,249 shares of common stock were outstanding as of September 30, 2013 and 2012, respectively, but not included in the computation of diluted earnings per share respectively, because the options were anti-dilutive.

(9) Common Stock

Equity Plans — We have granted a variety of awards, including common stock, restricted stock, restricted stock units, performance units, stock appreciation rights (“SARs”), and stock options to our directors, officers, and employees.

Accounting Methods — We have recorded \$1 million in compensation expense in each of the three month periods ended September 30, 2013 and 2012 and \$4 million in compensation expense for each of the nine month periods ended September 30, 2013 and 2012, related to nonqualified stock options as part of our selling, general and administrative expense. This resulted in a decrease of \$0.02 in both basic and diluted earnings per share for the three month periods ended September 30, 2013 and 2012 and a decrease of \$0.07 in both basic and diluted earnings per share for the nine month periods ended September 30, 2013 and 2012.

For employees eligible to retire at the grant date, we immediately expense stock options and restricted stock. If employees become eligible to retire during the vesting period, we immediately recognize any remaining expense associated with their stock options and restricted stock.

As of September 30, 2013, there was approximately \$7 million of unrecognized compensation costs related to our stock option awards that we expect to recognize over a weighted average period of 1.4 years.

Compensation expense for restricted stock, restricted stock units, long-term performance units and SARs was \$4 million and \$3 million for the three months ended September 30, 2013 and 2012, respectively, and \$14 million and

\$11 million for the nine months ended September 30, 2013 and 2012 respectively, and was recorded in selling, general, and administrative expense in our condensed consolidated statements of income.

Cash received from stock option exercises for the nine months ended September 30, 2013 and 2012 was \$13 million and \$3 million, respectively. Stock option exercises in the first nine months of 2013 and 2012 would have generated an excess tax

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

benefit of \$4 million and \$1 million, respectively. In September 2013 we also recorded a tax benefit of \$17 million related to the historic tax benefit on stock options because we have begun utilizing our federal and state net operating losses.

Assumptions — We calculated the fair values of stock option awards using the Black-Scholes option pricing model with the weighted average assumptions listed below. The fair value of share-based awards is determined at the time the awards are granted which is generally in January of each year, and requires judgment in estimating employee and market behavior.

	Nine Months Ended September 30,		
	2013	2012	
Stock Options Granted			
Weighted average grant date fair value, per share	\$19.84	\$17.35	
Weighted average assumptions used:			
Expected volatility	66.4	% 73.5	%
Expected lives	4.9	4.7	
Risk-free interest rates	0.7	% 0.8	%
Dividend yields	—	% —	%

Expected volatility is calculated based on current implied volatility and historical realized volatility for the Company. Expected lives of options are based upon the historical and expected time to post-vesting forfeiture and exercise. We believe this method is the best estimate of the future exercise patterns currently available.

The risk-free interest rates are based upon the Constant Maturity Rates provided by the U.S. Treasury. For our valuations, we used the continuous rate with a term equal to the expected life of the options.

Stock Options — The following table reflects the status and activity for all options to purchase common stock for the period indicated:

	Nine Months Ended September 30, 2013			
	Shares Under Option	Weighted Avg. Exercise Prices	Weighted Avg. Remaining Life in Years	Aggregate Intrinsic Value (Millions)
Outstanding Stock Options				
Outstanding, January 1, 2013	2,447,475	\$ 20.14	4.1	\$29
Granted	311,539	36.29		
Canceled	(7,225)	) 11.73		
Forfeited	(14,920)	) 14.59		
Exercised	(82,622)	) 19.96		1
Outstanding, March 31, 2013	2,654,247	\$ 22.12	4.3	\$41
Granted	388	38.90		
Forfeited	(450)	) 21.81		
Exercised	(393,442)	) 22.53		7
Outstanding, June 30, 2013	2,260,743	\$ 22.06	4.7	\$44
Granted	1,182	35.41		
Forfeited	(283)	) 8.68		
Exercised	(147,753)) 15.42		
Outstanding, September 30, 2013	2,113,889	\$ 22.52	4.6	\$56

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The weighted average grant-date fair value of options granted during the nine months ended September 30, 2013 and 2012 was \$19.86 and \$17.49, respectively. The total fair value of shares vested was \$5 million and \$4 million for the periods ended September 30, 2013 and 2012, respectively.

Restricted Stock — The following table reflects the status for all nonvested restricted shares for the period indicated:

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

	Nine Months Ended September 30, 2013	
	Shares	Weighted Avg. Grant Date Fair Value
Nonvested Restricted Shares		
Nonvested balance at January 1, 2013	348,918	\$31.69
Granted	204,731	36.28
Vested	(154,160	) 29.54
Forfeited	—	—
Nonvested balance at March 31, 2013	399,489	\$34.88
Granted	226	38.90
Vested	(15,289	) 35.40
Forfeited	—	—
Nonvested balance at June 30, 2013	384,426	\$34.86
Granted	2,223	46.91
Vested	(16,255	) 35.58
Forfeited	—	—
Nonvested balance at September 30, 2013	370,394	\$34.90

The fair value of restricted stock grants is equal to the average of the high and low trading price of our stock on the date of grant. As of September 30, 2013, approximately \$7 million of total unrecognized compensation costs related to restricted stock awards is expected to be recognized over a weighted-average period of approximately 1.8 years. The total fair value of restricted shares vested was \$6 million and \$5 million at September 30, 2013 and 2012, respectively.

In January 2013, our Board of Directors approved a share repurchase program, authorizing us to repurchase up to 550,000 shares of Tenneco's outstanding common stock over a 12 month period. This share repurchase program is intended to offset dilution from shares of restricted stock and stock options issued in 2013 to employees. We purchased 45,000 shares during the second quarter of 2013, which were funded through cash from operations at a total cost of \$2 million and an average price of \$44.56 per share. During the third quarter of 2013, we purchased 374,900 shares, which were funded through cash from operations at a total cost of \$18 million and an average price of \$48.89 per share. These repurchased shares are held as part of our treasury stock which increased to 2,714,592 shares at September 30, 2013 from 2,294,692 shares at December 31, 2012.

Long-Term Performance Units, Restricted Stock Units and SARs — Long-term performance units, restricted stock units and SARs are paid in cash and recognized as a liability based upon their fair value. As of September 30, 2013, \$16 million of total unrecognized compensation costs is expected to be recognized over a weighted-average period of approximately 1.9 years.

Pension Plans, Postretirement and Other Employee Benefits

Net periodic pension costs and postretirement benefit costs consist of the following components:

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

	Three Months Ended September 30,				Postretirement		
	Pension		2012		2013	2012	
	US	Foreign	US	Foreign	US	US	
	(Millions)						
Service cost — benefits earned during the period	\$—	\$1	\$1	\$1	\$—	\$—	
Interest cost	5	5	5	5	1	2	
Expected return on plan assets	(6	) (5	) (5	) (4) —	—	
Net amortization:							
Actuarial loss	3	2	1	2	2	1	
Prior service cost (credit)	—	—	—	—	(2) (2)
Net pension and postretirement costs	\$2	\$3	\$2	\$4	\$1	\$1	

	Nine Months Ended September 30,				Postretirement		
	Pension		2012		2013	2012	
	US	Foreign	US	Foreign	US	US	
	(Millions)						
Service cost — benefits earned during the period	\$1	\$6	\$1	\$5	\$—	\$—	
Interest cost	14	13	15	14	4	5	
Expected return on plan assets	(17	) (15	) (16	) (15) —	—	
Net amortization:							
Actuarial loss	8	8	5	6	4	4	
Prior service cost (credit)	—	1	—	1	(5) (5)
Net pension and postretirement costs	\$6	\$13	\$5	\$11	\$3	\$4	

For the nine months ended September 30, 2013, we made pension contributions of \$24 million and \$20 million for our domestic and foreign pension plans, respectively. Based on current actuarial estimates, we believe we will be required to contribute approximately \$15 million for the remainder of 2013. Pension contributions beyond 2013 will be required, but those amounts will vary based upon many factors including, for example, the performance of our pension fund investments during 2013.

We made postretirement contributions of approximately \$5 million during the first nine months of 2013. Based on current actuarial estimates, we believe we will be required to contribute approximately \$4 million for the remainder of 2013.

The assets of some of our pension plans are invested in trusts that permit commingling of the assets of more than one employee benefit plan for investment and administrative purposes. Each of the plans participating in the trust has interests in the net assets of the underlying investment pools of the trusts. The investments for all our pension plans are recorded at estimated fair value, in compliance with the accounting guidance on fair value measurement.

Amounts recognized for pension and postretirement benefits in other comprehensive income for the three and nine month periods ended September 30, 2013 and 2012 include the following components:

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

	Three Months Ended September 30, 2013			2012		
	Before-Tax Amount	Tax Benefit	Net-of-Tax Amount	Before- Tax Amount	Tax Benefit	Net-of-Tax Amount
	(Millions)					
Defined benefit pension and postretirement plans:						
Amortization of prior service cost included in net periodic pension and postretirement cost	\$ (2)	\$ —	\$ (2)	\$ (2)	\$ —	\$ (2)
Amortization of actuarial loss included in net periodic pension and postretirement cost	7	(2)	5	4	1	5
Other comprehensive income – pension benefits	\$ 5	\$ (2)	\$ 3	\$ 2	\$ 1	\$ 3

	Nine Months Ended September 30, 2013			2012		
	Before-Tax Amount	Tax Benefit	Net-of-Tax Amount	Before- Tax Amount	Tax Benefit	Net-of-Tax Amount
	(Millions)					
Defined benefit pension and postretirement plans:						
Amortization of prior service cost included in net periodic pension and postretirement cost	\$ (4)	\$ —	\$ (4)	\$ (4)	\$ —	\$ (4)
Amortization of actuarial loss included in net periodic pension and postretirement cost	21	(4)	17	15	—	15
Other comprehensive income – pension benefits	\$ 17	\$ (4)	\$ 13	\$ 11	\$ —	\$ 11

Effective January 1, 2012, the Tenneco Employee Stock Ownership Plan for Hourly Employees and the Tenneco Employee Stock Ownership Plan for Salaried Employees were merged into one plan called the Tenneco 401(k) Retirement Savings Plan (the “Retirement Savings Plan”). The Retirement Savings Plan has been designed to adopt a Safe-Harbor approach approved by the Internal Revenue Service and which will provide for increased company matching contributions at lower percentages of employee deferrals. The company matching contribution has changed from 50 percent on the first eight percent of employee contributions to 100 percent on the first three percent and 50 percent on the next two percent of employee contributions effective January 1, 2012.

(11) New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an amendment to provide explicit guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, similar tax

loss, or tax credit carryforward exists. The objective of the amendment is to eliminate the diversity in practice in the presentation of unrecognized tax benefits in those instances. This amendment is effective for reporting periods beginning after December 15, 2013. We will adopt this amendment on January 1, 2014. Adoption of the amendment is not expected to have a material impact on our consolidated financial statements.

In April 2013, the FASB issued an amendment to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendment applies to all entities that issue financial statements that are presented in conformity with U.S. GAAP except investment companies that are regulated under the Investment Company Act of 1940. This amendment is effective for reporting periods beginning after December 15, 2013. Adoption of the amendment will not have any impact on our consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

In February 2013, the FASB issued an amendment to resolve the diversity in practice about whether Subtopic 810-10, Consolidation-Overall, or Subtopic 830-30, Foreign Currency Matters-Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part of all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real state or conveyance of oil and gas mineral rights) within a foreign entity. In addition, the amendments resolve the diversity in practice for the treatment of business combinations achieved in stages (sometimes also referred to as step acquisitions) involving a foreign entity. This amendment is effective for reporting periods beginning after December 15, 2013. Adoption of the amendment will not have any impact on our consolidated financial statements.

In February 2013, the FASB issued an amendment to the accounting guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement amount its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this amendment also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. This amendment is effective for reporting periods beginning after December 15, 2013. Adoption of the amendment will not have any impact on our consolidated financial statements.

In February 2013, the FASB issued an amendment to the accounting guidance to improve the transparency of reporting amounts reclassified out of other comprehensive income. Other comprehensive income (loss) includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. This amendment does not change the current requirements for reporting net income or other comprehensive income in the financial statements. All of the information that this amendment requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP. This new amendment requires presentation either on the face of the statement where net income is presented or in the notes, the effects of significant amounts reclassified out of accumulated other comprehensive income, and that the reclassified amounts be cross-referenced to the other disclosures required under U.S. GAAP. This amendment was effective for reporting periods beginning after December 15, 2012. This amendment has not had a material impact on our condensed consolidated financial statements.

In December 2011, the FASB issued an amendment relating to the disclosure about offsetting assets and liabilities. This amendment requires disclosure to provide information to help reconcile differences in the offsetting requirements under U.S. GAAP and International Financial Reporting Standards ("IFRS"). A reporting entity will be required to disclose (1) the gross amount of recognized assets and liabilities, (2) the amounts offset to determine the net amounts presented in the statement of financial position, (3) the net amounts presented in the statement of financial position, (4) the amounts subject to an enforceable master netting arrangement or similar agreement not otherwise included in (2), and (5) the net amount after deducting the amounts in (4) and (3). This amendment was effective for a reporting entity's interim and annual periods beginning on or after January 1, 2013. Following issuance of this amendment, considerable concerns were raised regarding the broad scope of this amendment. In response to the concerns, in January, 2013, the FASB issued a new amendment revising the scope of the disclosure requirements to apply only to derivatives, repurchase agreements and reverse repurchase agreements, and security borrowing and lending transactions subject to a master netting arrangement or similar agreement. As a result of this new amendment the disclosure about offsetting assets and liabilities did not have any impact to our consolidated financial statements.

(12) Segment Information

In connection with the organizational changes announced on February 14, 2013 that aligned our businesses along product lines, effective with the first quarter of 2013, our three prior geographic reportable segments have each been split into two product segments. Beginning with the first quarter of 2013, we are managed and organized along our

two major product lines (emission control and ride control) and three geographic areas (North America; Europe, South America and India; and Asia Pacific), resulting in six operating segments (North America Clean Air, North America Ride Performance, Europe, South America and India Clean Air, Europe, South America and India Ride Performance, Asia Pacific Clean Air and Asia Pacific Ride Performance). Within each geographical area, each operating segment manufactures and distributes either ride control or emission control products primarily for the original equipment and aftermarket industries. Each of the six operating segments constitutes a reportable segment. Costs related to other business activities, primarily corporate headquarter functions, are disclosed separately from the six operating segments as "Other." We evaluate segment performance based primarily on earnings before interest expense, income taxes, and noncontrolling interests. Products are transferred between segments and geographic areas on a basis intended to reflect as nearly as possible the "market value" of the products. Prior period segment information has been revised to reflect our new reporting segments.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

The following table summarizes certain Tenneco Inc. segment information:

	Clean Air Division			Ride Performance Division			Other	Reclass & Elims	Total
	North America	Europe, South America & India	Asia Pacific	North America	Europe, South America & India	Asia Pacific			
	(Millions)								
At September 30, 2013 and for the Three Months Ended September 30, 2013									
Revenues from external customers	\$648	\$ 470	\$210	\$321	\$ 258	\$56	\$—	\$—	\$1,963
Intersegment revenues	2	29	—	3	10	8	—	(52)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	57	16	22	33	(40)	5	(21)	—	72
Total assets	1,133	912	515	696	584	213	—	46	4,099
At September 30, 2012 and for the Three Months Ended September 30, 2012									
Revenues from external customers	592	414	179	299	245	49	—	—	1,778
Intersegment revenues	1	21	—	3	11	7	—	(43)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	48	7	20	35	10	3	(12)	—	111
Total assets	1,069	820	401	617	582	202	—	11	3,702
At September 30, 2013 and for the Nine Months Ended September 30, 2013									
Revenues from external customers	\$1,981	\$ 1,453	\$596	\$952	\$ 791	\$160	\$—	\$—	\$5,933
Intersegment revenues	4	86	—	8	31	23	—	(152)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	174	45	58	94	(16)	15	(64)	—	306
Total assets	1,133	912	515	696	584	213	—	46	4,099
At September 30, 2012 and for the Nine Months Ended September 30, 2012									
Revenues from external customers	1,932	1,308	504	941	793	132	—	—	5,610
Intersegment revenues	6	80	—	8	39	23	—	(156)	—
	153	43	50	107	36	3	(48)	—	344

EBIT, Earnings (loss) before
interest expense, income taxes,
and noncontrolling interests

Total assets	1,069	820	401	617	582	202	—	11	3,702
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(13) Supplemental Guarantor Condensed Consolidating Financial Statements

Basis of Presentation

Substantially all of our existing and future material domestic 100% owned subsidiaries (which are referred to as the Guarantor Subsidiaries) fully and unconditionally guarantee our senior notes due in 2018 and 2020 on a joint and several basis.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

However, a subsidiary's guarantee may be released in certain customary circumstances such as a sale of the subsidiary or all or substantially all of its assets in accordance with the indenture applicable to the notes. The Guarantor Subsidiaries are combined in the presentation below.

These consolidating financial statements are presented on the equity method. Under this method, our investments are recorded at cost and adjusted for our ownership share of a subsidiary's cumulative results of operations, capital contributions and distributions, and other equity changes. You should read the condensed consolidating financial information of the Guarantor Subsidiaries in connection with our condensed consolidated financial statements and related notes of which this note is an integral part.

Distributions

There are no significant restrictions on the ability of the Guarantor Subsidiaries to make distributions to us.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	For the Three Months Ended September 30, 2013					
	Guarantor	Nonguarantor	Tenneco Inc.	Reclass &	Consolidated	
	Subsidiaries	Subsidiaries	(Parent	Elims		
			Company)			
	(Millions)					
Revenues						
Net sales and operating revenues —						
External	\$ 864	\$ 1,099	\$—	\$—	\$ 1,963	
Affiliated companies	89	139	—	(228) —	
	953	1,238	—	(228	) 1,963
Costs and expenses						
Cost of sales (exclusive of depreciation and amortization shown below)	827	1,093	—	(229	) 1,691
Engineering, research, and development	16	19	—	—	35	
Selling, general, and administrative	42	68	2	—	112	
Depreciation and amortization of other intangibles	20	31	—	—	51	
	905	1,211	2	(229	) 1,889
Other income (expense)						
Loss on sale of receivables	—	(1) —	—	(1)
Other income (loss)	6	2	—	(9) (1)
	6	1	—	(9) (2)
Earnings (loss) before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	54	28	(2	) (8	) 72
Interest expense —						
External (net of interest capitalized)	—	1	19	—	20	
Affiliated companies (net of interest income)	17	(17) —	—	—	
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	37	44	(21	) (8	) 52
Income tax (benefit) expense	(12	) 42			30
Equity in net income (loss) from affiliated companies	(10	) —	33	(23) —	
Net Income	39	2	12	(31	) 22
Less: Net income attributable to noncontrolling interests	—	10	—	—	10	
Net income (loss) attributable to Tenneco Inc.	\$ 39	\$ (8) \$ 12	\$ (31) \$ 12	
Comprehensive income (loss) attributable to Tenneco Inc.	\$ 50	\$ 7	\$ 12	\$ (31) \$ 38	

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	For the Three Months Ended September 30, 2012					
	Guarantor	Nonguarantor	Tenneco Inc.	Reclass &	Consolidated	
	Subsidiaries	Subsidiaries	(Parent	Elims		
			Company)			
	(Millions)					
Revenues						
Net sales and operating revenues —						
External	\$792	\$986	\$—	\$—	\$1,778	
Affiliated companies	43	123	—	(166) —	
	835	1,109	—	(166	) 1,778
Costs and expenses						
Cost of sales (exclusive of depreciation and amortization shown below)	771	889	—	(166	) 1,494
Engineering, research, and development	14	14	—	—	28	
Selling, general, and administrative	26	67	1	—	94	
Depreciation and amortization of other intangibles	18	31	—	—	49	
	829	1,001	1	(166	) 1,665
Other income (expense)						
Loss on sale of receivables	—	(1) —	—	(1)
Other income (expense)	13	(11) —	(3) (1)
	13	(12) —	(3) (2)
Earnings before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	19	96	(1	) (3	) 111
Interest expense —						
External (net of interest capitalized)	—	1	20	—	21	
Affiliated companies (net of interest income)	57	(21	) (36) —	—	
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	(38	) 116	15	(3	) 90
Income tax (benefit) expense	(77) 35	—	—	(42)
Equity in net income (loss) from affiliated companies	73	—	110	(183) —	
Net income (loss)	112	81	125	(186	) 132
Less: Net income attributable to noncontrolling interests	—	7	—	—	7	
Net income (loss) attributable to Tenneco Inc.	\$112	\$74	\$125	\$(186	) \$125
Comprehensive income (loss) attributable to Tenneco Inc.	\$117	\$86	\$125	\$(186) \$142	

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	For the Nine Months Ended September 30, 2013					
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated	
	(Millions)					
Revenues						
Net sales and operating revenues —						
External	\$2,620	\$ 3,313	\$—	\$—	\$5,933	
Affiliated companies	260	430	—	(690)) —	
	2,880	3,743	—	(690)	) 5,933
Costs and expenses						
Cost of sales (exclusive of depreciation and amortization shown below)	2,345	3,376	—	(690)	) 5,031
Goodwill impairment charge	—	—	—	—	—	
Engineering, research, and development	45	58	—	—	103	
Selling, general, and administrative	140	192	5	—	337	
Depreciation and amortization of other intangibles	58	93	—	—	151	
	2,588	3,719	5	(690)	) 5,622
Other income (expense)						
Loss on sale of receivables	—	(3) —	—	(3)
Other income (expense)	39	7	—	(48)) (2)
	39	4	—	(48)) (5)
Earnings before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	331	28	(5	) (48	) 306
Interest expense —						
External (net of interest capitalized)	(1	) 3	58		60
Affiliated companies (net of interest income)	53	(54	) 1	—	—
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	279	79	(64	) (48	) 246
Income tax expense	34	55	—	—	89	
Equity in net income (loss) from affiliated companies	(13	) —	193	(180)) —	
Net income (loss)	232	24	129	(228)	) 157
Less: Net income attributable to noncontrolling interests	—	28	—	—	28	
Net income (loss) attributable to Tenneco Inc.	\$232	\$ (4	) \$129	\$(228)	) \$129
Comprehensive income (loss) attributable to Tenneco Inc.	\$243	\$ (29) \$129	\$(228)) \$115	

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	For the Nine Months Ended September 30, 2012					
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated	
	(Millions)					
Revenues						
Net sales and operating revenues —						
External	\$2,579	\$ 3,031	\$—	\$—	\$5,610	
Affiliated companies	139	420	—	(559)) —	
	2,718	3,451	—	(559)	) 5,610
Costs and expenses						
Cost of sales (exclusive of depreciation and amortization shown below)	2,389	2,866	—	(559)	) 4,696
Goodwill impairment charge	—	—	—	—	—	
Engineering, research, and development	42	52	—	—	94	
Selling, general, and administrative	103	214	4	—	321	
Depreciation and amortization of other intangibles	54	94	—	—	148	
	2,588	3,226	4	(559)	) 5,259
Other income (expense)						
Loss on sale of receivables	—	(3) —	—	(3)
Other income (expense)	59	(21) —	(42) (4)
	59	(24) —	(42) (7)
Earnings before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	189	201	(4	) (42	) 344
Interest expense —						
External (net of interest capitalized)	—	3	81	—	84	
Affiliated companies (net of interest income)	169	(63	) (106) —	—	
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	20	261	21	(42	) 260
Income (benefit) tax expense	(70) 67	—	—	(3)
Equity in net income (loss) from affiliated companies	170	—	221	(391)) —	
Net income (loss)	260	194	242	(433)	) 263
Less: Net income attributable to noncontrolling interests	—	21	—	—	21	
Net income (loss) attributable to Tenneco Inc.	\$260	\$ 173	\$242	\$(433)	) \$242
Comprehensive income (loss) attributable to Tenneco Inc.	\$262	\$ 179	\$242	\$(433)) \$250	

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

BALANCE SHEET

	September 30, 2013				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
ASSETS					
Current assets:					
Cash and cash equivalents	\$3	\$273	\$—	\$—	\$276
Restricted cash	—	5	—	—	5
Receivables, net	451	1,223	16	(435)	1,255
Inventories	288	411	—	—	699
Deferred income taxes	91	—	6	(21)	76
Prepayments and other	39	229	—	—	268
Total current assets	872	2,141	22	(456)	2,579
Other assets:					
Investment in affiliated companies	629	—	889	(1,518)	—
Notes and advances receivable from affiliates	971	6,535	4,760	(12,266)	—
Long-term receivables, net	6	2	—	—	8
Goodwill	22	48	—	—	70
Intangibles, net	14	17	—	—	31
Deferred income taxes	112	10	36	—	158
Other	47	48	25	—	120
	1,801	6,660	5,710	(13,784)	387
Plant, property, and equipment, at cost	1,145	2,278	—	—	3,423
Less — Accumulated depreciation and amortization	(792)	(1,498)	—	—	(2,290)
	353	780	—	—	1,133
Total assets	\$3,026	\$9,581	\$5,732	\$(14,240)	\$4,099
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Short-term debt (including current maturities of long-term debt)					
Short-term debt — non-affiliated	\$—	\$131	\$—	\$—	\$131
Short-term debt — affiliated	50	206	10	(266)	—
Trade payables	468	948	—	(128)	1,288
Accrued taxes	14	31	—	—	45
Other	136	300	14	(62)	388
Total current liabilities	668	1,616	24	(456)	1,852
Long-term debt — non-affiliated	—	8	1,218	—	1,226
Long-term debt — affiliated	1,620	6,580	4,066	(12,266)	—
Deferred income taxes	—	25	—	—	25
Postretirement benefits and other liabilities	458	95	—	4	557
Commitments and contingencies					
Total liabilities	2,746	8,324	5,308	(12,718)	3,660

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Redeemable noncontrolling interests	—	15	—	—	15
Tenneco Inc. shareholders' equity	280	1,198	424	(1,522)	380
Noncontrolling interests	—	44	—	—	44
Total equity	280	1,242	424	(1,522)	424
Total liabilities, redeemable noncontrolling interests and equity	\$3,026	\$9,581	\$5,732	\$(14,240)	\$4,099

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

BALANCE SHEET

	December 31, 2012				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
ASSETS					
Current assets:					
Cash and cash equivalents	\$4	\$ 219	\$—	\$—	\$ 223
Receivables, net	341	1,268	30	(653)	986
Inventories	278	389	—	—	667
Deferred income taxes	91	—	6	(25)	72
Prepayments and other	28	148	—	—	176
Total current assets	742	2,024	36	(678)	2,124
Other assets:					
Investment in affiliated companies	551	—	717	(1,268)	—
Notes and advances receivable from affiliates	957	4,495	4,594	(10,046)	—
Long-term receivables, net	2	2	—	—	4
Goodwill	21	51	—	—	72
Intangibles, net	18	17	—	—	35
Deferred income taxes	55	1	60	—	116
Other	31	75	29	—	135
	1,635	4,641	5,400	(11,314)	362
Plant, property, and equipment, at cost	1,098	2,267	—	—	3,365
Less — Accumulated depreciation and amortization	(763)	(1,480)	—	—	(2,243)
	335	787	—	—	1,122
Total assets	\$2,712	\$ 7,452	\$5,436	\$(11,992)	\$3,608
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Short-term debt (including current maturities of long-term debt)					
Short-term debt — non-affiliated	\$—	\$ 112	\$1	\$—	\$ 113
Short-term debt — affiliated	250	173	10	(433)	—
Trade payables	423	954	—	(191)	1,186
Accrued taxes	16	34	—	—	50
Other	135	210	9	(54)	300
Total current liabilities	824	1,483	20	(678)	1,649
Long-term debt — non-affiliated	—	8	1,059	—	1,067
Long-term debt — affiliated	1,447	4,533	4,066	(10,046)	—
Deferred income taxes	—	27	—	—	27
Postretirement benefits and other liabilities	438	118	—	3	559
Commitments and contingencies					
Total liabilities	2,709	6,169	5,145	(10,721)	3,302
Redeemable noncontrolling interests	—	15	—	—	15

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Tenneco Inc. shareholders' equity	3	1,223	291	(1,271) 246
Noncontrolling interests	—	45	—	—	45
Total equity	3	1,268	291	(1,271	) 291
Total liabilities, redeemable noncontrolling interests and equity	\$2,712	\$7,452	\$5,436	\$(11,992) \$3,608

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF CASH FLOWS

	Three Months Ended September 30, 2013				Consolidated
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	
	(Millions)				
Operating Activities					
Net cash provided by operating activities	\$21	\$ 16	\$13	\$—	\$50
Investing Activities					
Proceeds from sale of assets	—	4	—	—	4
Cash payments for plant, property, and equipment	(21	) (33	) —	—	(54
Cash payments for software related intangible assets	(6	) (1	) —	—	(7
Net cash used by investing activities	(27	) (30	) —	—	(57
Financing Activities					
Issuance of common and treasury shares	—	—	4	—	4
Tax benefit from stock-based compensation	17	—	—	—	17
Retirement of long-term debt	—	(1	) (4	) —	(5
Purchase of common stock under the share repurchase program	—	—	(18	) —	(18
Increase (decrease) in bank overdrafts	(40	) 2		—	(38
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivables	—	12	72	—	84
Intercompany dividends and net increase (decrease) in intercompany obligations	31	36	(67) —	—
Distributions to noncontrolling interest partners	—	(6	) —	—	(6
Net cash provided (used) by financing activities	8	43	(13	) —	38
Effect of foreign exchange rate changes on cash and cash equivalents	—	10	—	—	10
Increase (decrease) in cash and cash equivalents	2	39	—	—	41
Cash and cash equivalents, July 1	1	234	—	—	235
Cash and cash equivalents, September 30 (Note)	\$3	\$ 273	\$—	\$—	\$276

Note: Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF CASH FLOWS

	Three Months Ended September 30, 2012				Consolidated
	Guarantor Subsidiaries (Millions)	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	
Operating Activities					
Net cash provided (used) by operating activities	\$ 107	\$ 69	\$(51)	\$—	\$ 125
Investing Activities					
Proceeds from sale of assets	—	1	—	—	1
Cash payments for plant, property, and equipment	(32)	(38)	—	—	(70)
Cash payments for software related intangible assets	(3)	—	—	—	(3)
Cash payments for net assets purchased	(7)	—	—	—	(7)
Net cash used by investing activities	(42)	(37)	—	—	(79)
Financing Activities					
Retirement of long-term debt	—	—	(3)	—	(3)
Increase (decrease) in bank overdrafts	—	2	—	—	2
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt	—	(1)	(18)	—	(19)
Intercompany dividends and net increase (decrease) in intercompany obligations	(61)	(11)	72	—	—
Capital contribution from noncontrolling interest partner	—	4	—	—	4
Distributions to noncontrolling interest partners	—	(9)	—	—	(9)
Net cash provided (used) by financing activities	(61)	(15)	51	—	(25)
Effect of foreign exchange rate changes on cash and cash equivalents	—	5	—	—	5
Increase (decrease) in cash and cash equivalents	4	22	—	—	26
Cash and cash equivalents, July 1	—	181	—	—	181
Cash and cash equivalents, September 30 (Note)	\$ 4	\$ 203	\$—	\$—	\$ 207

Note: Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF CASH FLOWS

	Nine Months Ended September 30, 2013					
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated	
	(Millions)					
Operating Activities						
Net cash provided (used) by operating activities	\$6	\$104	\$(19	) \$—	\$91
Investing Activities						
Proceeds from sale of assets	1	5	—	—	6	
Cash payments for plant, property, and equipment	(76) (102) —	—	(178)
Cash payments for software related intangible assets	(15) (4) —	—	(19)
Changes in restricted cash	—	(5) —	—	(5)
Net cash used by investing activities	(90) (106) —	—	(196)
Financing Activities						
Issuance of common and treasury shares	—	—	17	—	17	
Tax benefit from stock-based compensation	17	—	—	—	17	
Retirement of long-term debt	—	(2) (11)	(13)
Purchase of common stock under the share repurchase program	—	—	(20) —	(20)
Increase (decrease) in bank overdrafts	—	(3) —	—	(3)
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivables	—	22	169	—	191	
Intercompany dividends and net increase (decrease) in intercompany obligations	66	70	(136) —	—	
Distributions to noncontrolling interest partners	—	(29)	—	(29)
Net cash provided by financing activities	\$83	\$58	\$19	\$—	\$160	
Effect of foreign exchange rate changes on cash and cash equivalents	—	(2) —	—	(2)
Increase (decrease) in cash and cash equivalents	(1	) 54	—	—	53
Cash and cash equivalents, January 1	4	219	—	—	223	
Cash and cash equivalents, September 30 (Note)	\$3	\$273	\$—	\$—	\$276	

Note: Cash and cash equivalents include highly liquid investments with a maturity of three months or less at the date of purchase.

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TENNECO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —(Continued)

(Unaudited)

STATEMENT OF CASH FLOWS

	Nine Months Ended September 30, 2012				Consolidated
	Guarantor Subsidiaries (Millions)	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	
Operating Activities					
Net cash provided (used) by operating activities	\$231	\$72	\$(177)	) \$—	\$126
Investing Activities					
Proceeds from sale of assets	—	2	—	—	2
Cash payments for plant, property, and equipment	(79)	) (116)	) —	—	(195)
Cash payments for software related intangible assets	(5)	) (5)	) —	—	(10)
Cash payments for net assets purchased	(7)	) —	—	—	(7)
Net cash used by investing activities	(91)	) (119)	) —	—	(210)
Financing Activities					
Retirement of long-term debt	—	(1)	) (405)	) —	(406)
Issuance of long-term debt	—	—	250	—	250
Debt issuance cost of long-term debt	—	—	(13)	) —	(13)
Purchase of common stock under the share repurchase program	—	—	(18)	) —	(18)
Increase (decrease) in bank overdrafts	—	2	—	—	2
Net increase (decrease) in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivables	—	67	150	—	217
Net increase (decrease) in short-term borrowings secured by accounts receivables	—	—	60	—	60
Intercompany dividends and net increase (decrease) in intercompany obligations	(137)	) (16)	) 153	—	—
Capital contribution from noncontrolling interest partners	—	5	—	—	5
Distributions to noncontrolling interest partners	—	(27)	) —	—	(27)
Net cash provided (used) by financing activities	(137)	) 30	177	—	70