TENNECO AUTOMOTIVE OPERATING CO INC
Form S-4
January 28, 2011

As filed with the Securities and Exchange Commission on January 28, 2011

Registration No.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Tenneco Inc.
Tenneco Automotive Operating Company Inc.
Clevite Industries Inc.
The Pullman Company
Tenneco Global Holdings Inc.
Tenneco International Holding Corp.
TMC Texas Inc.
(Exact name of registrant as specified in its charter)

Delaware	**3714**	**76-0515284**
Delaware	**3714**	**74-1933558**
Delaware	**3714**	**22-2940561**
Delaware	**3714**	**02-0359911**
Delaware	**3714**	**76-0450674**
Delaware	**3714**	**74-2067082**
Delaware	**3714**	**76-0523810**
(State or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

500 North Field Drive
Lake Forest, Illinois 60045
(847) 482-5000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrants Principal Executive Offices)

James D. Harrington
Senior Vice President, General Counsel
and Corporate Secretary

500 North Field Drive
Lake Forest, Illinois 60045
(847) 482-5000
(Name, Address, including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

with copy to:
Jodi A. Simala
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
(312) 782-0600

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered**	**Proposed Maximum Offering Price per Unit(1)**	**Proposed Maximum Aggregate Offering Price(1)**	**Amount of Registration Fee**
67/8% Senior Notes due 2020	$ 500,000,000	100%	$ 500,000,000	$58,050
Guarantees of 67/8% Senior Notes due 2020	None	None	None	None(2)

(1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(f) under the Securities Act of 1933, as amended.

(2) No further fee is payable pursuant to Rule 457(n) under the Securities Act of 1933, as amended.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on any date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 28, 2011

Tenneco Inc.

OFFER TO EXCHANGE
All outstanding $500,000,000 principal amount of
67/8% senior notes due 2020 issued December 23, 2010
for $500,000,000 principal amount of
67/8% senior notes due 2020 which have been
registered under the Securities Act of 1933

Principal Terms of the Exchange Offer:

We will exchange all old 67/8% senior notes due 2020 that were issued on December 23, 2010 in a private offering that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that have been registered.

The exchange offer expires at 5:00 p.m., New York City time, on , 2011, unless we extend the offer. You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any condition other than that it will not violate applicable law or interpretations of the staff of the Securities and Exchange Commission and that no proceedings with respect to the exchange offer have been instituted or threatened in any court or by any governmental agency.

Principal Terms of the Exchange Notes:

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the old notes, except that the exchange notes will be freely tradeable by persons who are not affiliated with us and will not have registration rights.

No public market currently exists for the old notes. We do not intend to list the exchange notes on any securities exchange and, therefore, no active public market is anticipated.

The exchange notes will be fully and unconditionally and jointly and severally guaranteed by all of our domestic subsidiaries that guarantee the old notes.

The exchange notes and the guarantees thereof will rank:

equal in right of payment with all of our and our subsidiary guarantors other existing and future senior debt;

senior in right of payment to all of our and our subsidiary guarantors existing and future subordinated debt; and junior in right of payment to all of our and our subsidiary guarantors existing and future senior secured debt to the extent of the value of the collateral securing such indebtedness.

You should carefully consider the risk factors beginning on page 12 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This date of this prospectus is , 2011.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any information or represent anything not contained in this prospectus. If you receive any other information, you should not rely on it. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus. Our business, financial condition, results of operation and prospects may have changed since that date.

Tenneco Inc. is a Delaware corporation. Our principal executive offices are located at 500 North Field Drive, Lake Forest, Illinois 60045 and our telephone number at that address is (847) 482-5000. Our web site is located at http://www.tenneco.com. The information on our web site is not part of this prospectus.

Monroe® , Rancho®, Fric Rot™, Clevite ® Elastomers, Walker®, Gillet™, Quiet-Flow®, Walker Ultra™, DynoMax®, Sensa-Trac®, Monroe Reflex®, Monroe® Dynamics and Ceramics, Thrush® and Armstrong™ are some of our primary trademarks. All other trademarks, service marks or trade names referred to in this prospectus are the property of their respective owners.

Each broker-dealer that receives new notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for outstanding old notes where such outstanding old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of not less than 180 days after the expiration of this exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Industry and market data and other statistical information used throughout this prospectus or the documents incorporated by reference were obtained through company research, surveys and studies conducted by third parties and industry and general publications. We have not independently verified market and industry data from third-party sources. Some data are also based on our good faith estimates, which are derived from our review of internal surveys, as well as the independent sources described above. While we believe internal company survey data are reliable and market definitions are appropriate, neither these surveys nor these definitions have been verified by any independent sources.

This prospectus incorporates by reference important business and financial information about us which is not included in or delivered with this prospectus. See Where you can Find More Information and Incorporation by Reference. This information, excluding exhibits to the information unless the exhibits are specifically incorporated by reference into the information, is available without charge to any holder or beneficial owner of old notes upon written or oral request to Tenneco Inc., 500 North Field Drive, Lake Forest, Illinois 60045, Attn: General Counsel, telephone number (847) 482-5000. To obtain timely delivery of this information, you must request this information no later than five (5) business days before the expiration of the exchange offer. Therefore, you must request information on or before , 2011.

FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus and the documents incorporated by reference constitute forward-looking statements as that term is defined under Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), concerning, among other things, the prospects and developments of our company and business strategies for our operations, all of which are subject to risks and uncertainties. These forward-looking statements are included in various sections of this prospectus. They are identified as forward-looking statements or by their use of terms (and variations thereof) such as may, will, believe, should, could, plan, expect, anticipate, estim
terms (and variations thereof) and phrases.

Our actual results may differ significantly from those anticipated in these forward-looking statements. These forward-looking statements are affected by risks, uncertainties and assumptions that we make, including, among other things, the factors that are described in Risk Factors and:

- general economic, business and market conditions, including without limitation the ongoing financial difficulties facing a number of companies in the automotive industry as a result of the difficult global economic environment, including the potential impact thereof on labor unrest, supply chain disruptions, weakness in demand and the collectability of any accounts receivable due to us from such companies;

- 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;

- the impact of the recent global economic crisis on the credit markets, which continue to be volatile and more restricted than they were previously;

- our ability to source and procure needed materials, components and other products and services as the economy recovers from the recent global economic crisis;

changes in consumer demand, prices and our ability to have our products included on top selling vehicles, such as the recent shift in consumer preferences from light trucks, which tend to be higher margin products for our customers and us, to other vehicles, and other factors impacting the cyclicality of automotive production and sales of automobiles which include our products, and the potential negative impact on our revenues and margins from such products;

changes in automotive manufacturers production rates and their actual and forecasted requirements for our products, such as the significant production cuts during 2008 and 2009 by automotive manufacturers in response to difficult economic conditions;

the overall highly competitive nature of the automotive parts industry, and our resultant inability to realize the sales represented by our awarded book of business (which is based on anticipated pricing for the applicable program over its life, and is subject to increases or decreases due to changes in customer requirements, customer and consumer preferences, and the number of vehicles actually produced by customers);

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;

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 (such as the 2008 strike at American Axle, which disrupted our supply of products for significant General Motors platforms);

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, low cost country sourcing, and price recovery efforts with aftermarket and OEM customers;

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

our continued success in cost reduction and cash management programs and our ability to execute restructuring and other cost reduction plans and to realize anticipated benefits from these plans;

costs related to product warranties;

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

operating hazards associated with our business;

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;

the negative impact of higher fuel prices and overall market weakness on discretionary purchases of aftermarket products by consumers;

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

economic, exchange rate and political conditions in the foreign 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 realize our business strategy of improving operating performance;

our ability to successfully integrate any acquisitions that we complete;

changes by the Financial Accounting Standards Board or the Securities and Exchange Commission (the Commission) of authoritative generally accepted accounting principles or policies;

changes in accounting estimates and assumptions, including changes based on additional information;

potential legislation, regulatory changes and other governmental actions, including the ability to receive regulatory approvals and the timing of such approvals;

the impact of changes in and compliance with laws and regulations, including environmental laws and regulations, environmental liabilities in excess of the amount reserved, the adoption of the current

- mandated timelines for worldwide emission regulation and any changes to the timing of the funding requirements for our pension and other postretirement benefit liabilities;

- decisions by federal, state and local governments to provide (or discontinue) incentive programs related to automobile purchases;

- 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;

- 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.

Where, in any forward-looking statement, we or our management expresses an expectation or belief as to future results, we express that expectation or belief in good faith and believe it has a reasonable basis, but we can give no assurance that the statement of expectation or belief will result or be achieved or accomplished.

You should be aware that any forward-looking statement made by us in this prospectus, the documents incorporated herein by reference or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements after the date of this prospectus. In light of these risks and uncertainties, you should keep in mind that any scenarios or results contained in any forward-looking statement made in this prospectus, the documents incorporated herein by reference or elsewhere might not occur.

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. Because this is only a summary, it may not contain all of the information you should consider in making your decision of whether to participate in the exchange offer. To understand all of the terms of this exchange offer and for a more complete understanding of our business, you should carefully read this entire prospectus, particularly the section entitled Risk Factors, and the documents incorporated by reference in this prospectus. In this prospectus, except as set forth under Description of the Notes and Material United States Federal Income Tax Considerations, the words we, our and us refer to Tenn Inc. and its subsidiaries. In this prospectus, we use the term old notes to refer to the $500 million 67/8% Senior Notes due 2020 that were issued on December 23, 2010 in a private offering, the term exchange notes to refer to the 67/8% Senior Notes due 2020 offered in the exchange offer described in this prospectus and the term notes to refer to the old notes and the exchange notes, collectively. All references to the old notes and exchange notes include references to the related guarantees. Some of the statements contained in this Prospectus Summary are forward-looking statements. See Forward-Looking Statements.

The Company

Tenneco Inc. is one of the world s leading manufacturers of automotive emission control and ride control products and systems. We serve both original equipment (OE) vehicle designers and manufacturers and the repair and replacement markets, or aftermarket, globally through leading brands, including Monroe®, Rancho®, Clevite® Elastomers, and Fric Rot™ ride control products and Walker®, Fonos™, and Gillet™ emission control products. For 2009 and the nine months ended September 30, 2010, we generated net sales of approximately $4,649 million and $4,360 million, respectively. See Summary Historical Consolidated Financial Data.

As an automotive parts supplier, we produce individual component parts for vehicles as well as groups of components that are combined as modules or systems within vehicles. These parts, modules and systems are sold globally to most leading OEMs and throughout all aftermarket distribution channels. During 2009, we operated 84 manufacturing facilities and 14 engineering and technical centers around the world. For 2009 and the nine months ended September 30, 2010, we generated approximately 55 percent and 52 percent, respectively, of our net sales outside of North America, including in expanding markets such as China and Eastern Europe.

We manufacture and sell emission control components, such as mufflers, catalytic converter shells, fabricated manifolds, pipes, exhaust heat exchangers, diesel particulate filters and complete exhaust systems. These products play a critical role in reducing the level of pollutants in engine emission and managing engine exhaust noise. Emission control products accounted for 63 percent and 64 percent of our net sales for 2009 and the nine months ended September 30, 2010, respectively. We also manufacture and sell ride control products, such as shock absorbers, struts, vibration control components and suspension systems. These products are designed to function as safety components for vehicles, provide a comfortable ride and improve vehicle stability and handling. Ride control products accounted for 37 percent and 36 percent of our net sales for 2009 and the nine months ended September 30, 2010, respectively.

In the OE market, we serve a global customer base of more than 65 different OEMs that includes General Motors (GM), Ford Motor Co. (Ford), Volkswagen, Toyota, Daimler, BMW, SAIC Motor Corp., PSA Peugeot Citroen, Navistar and Chrysler. The OE business accounted for 78 percent and 80 percent of our net sales in 2009 and the nine months ended September 30, 2010, respectively.

Our aftermarket customers are comprised of full-line and specialty warehouse distributors, retailers, jobbers, installer chains and car dealers. These customers include National Auto Parts Association (NAPA), Advance Auto Parts, Uni-Select, Pep Boys and O Reilly Automotive in North America and Temot, Auto Distribution International, Group Auto Union, Kwik-Fit and Mekonomen Grossist in Europe. Our top 10 aftermarket customers accounted for 45 percent of our net aftermarket sales and our aftermarket sales representing 22 percent of our total net sales in 2009. Our aftermarket sales represented 20 percent of our total net sales for the nine months ended September 30, 2010.

Our principal executive offices are located at 500 North Field Drive, Lake Forest, Illinois 60045 and our telephone number at that address is (847) 482-5000. Our website is located at http://www.tenneco.com. The information on our website is not incorporated by reference in, and does not form a part of, this registration statement.

Recent Developments

We used the proceeds of the offering of the old notes, net of related fees and expenses, together with cash on hand and available liquidity, to purchase any and all of our outstanding \$500 million 85/8% senior subordinated notes due 2014 (the Senior Subordinated Notes) tendered in the tender offer described below (the Tender Offer) and to redeem any of such notes that were not tendered and to pay fees, premiums, expenses and accrued interest related to the Tender Offer or redemption. The offering settled on December 23, 2010.

On December 9, 2010, we launched a tender offer to purchase for cash, subject to certain terms and conditions, any and all of our Senior Subordinated Notes. Holders who validly tendered their Senior Subordinated Notes and provided their consents to certain amendments to the related indenture prior to 5:00 p.m., New York City time, on December 22, 2010, were entitled to receive the total consideration of \$1,032.50, payable in cash for each \$1,000 principal amount of Senior Subordinated Notes accepted for payment, which includes a consent payment of \$30.00 per \$1,000 principal amount of Senior Subordinated Notes accepted for payment. Holders who validly tendered their Senior Subordinated Notes after 5:00 p.m., New York City time, on December 22, 2010, but on or prior to 8:00 a.m., New York City time, on January 6, 2011 received \$1,002.50 for each \$1,000 principal amount of Senior Subordinated Notes accepted for purchase, which amount is equal to the total consideration less the consent payment. Accrued and unpaid interest, up to, but not including, the applicable settlement date was paid in cash on all validly tendered and accepted Senior Subordinated Notes. Pursuant to the Tender Offer we purchased approximately \$480 million aggregate principal amount of Senior Subordinated Notes.

On January 7, 2011, we redeemed approximately \$20 million aggregate principal amount of the remaining Senior Subordinated Notes outstanding at 102.875% of the principal amount, plus accrued and unpaid interest.

Summary of the Exchange Offer

On December 23, 2010, we completed the private offering of $500 million of our 67/8% Senior Notes due 2020. In connection with that private offering we entered into a registration rights agreement with the initial purchasers of the old notes. In that agreement, we agreed, among other things, to deliver to you this prospectus for the exchange of up to $500 million of new 67/8% Senior Notes that have been registered under the Securities Act of 1933, as amended (the Securities Act) for up to $500 million aggregate principal amount of the old 67/8% Senior Notes that were issued on December 23, 2010. The exchange notes will be substantially identical to the old notes, except that:

the exchange notes have been registered under the Securities Act and will be freely tradable by persons who are not affiliated with us;

the exchange notes are not entitled to the rights that are applicable to the old notes under the registration rights agreement; and

our obligation to pay additional interest on the old notes does not apply if the registration statement of which this prospectus forms a part is declared effective or certain other circumstances occur, as described under the heading Registration Rights.

Old notes may be exchanged only in minimum denominations of $2,000 and larger integral multiples of $1,000. You should read the discussion under the headings Prospectus Summary The Exchange Notes and Description of the Notes for further information regarding the exchange notes. You should also read the discussion under the heading The Exchange Offer for further information regarding the exchange offer and resale of the exchange notes.

Exchange offer	We will exchange our exchange notes for a like aggregate principal amount and maturity of our old notes as provided in the registration rights agreement related to the old notes. The exchange offer is intended to satisfy the rights granted to holders of the old notes in that agreement. After the exchange offer is complete you will no longer be entitled to any exchange or registration rights with respect to your notes.
Resales	Based on an interpretation by the staff of the Commission set forth in no-action letters issued to third parties, we believe that the exchange notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that you: are acquiring the exchange notes in the ordinary course of business, and have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the exchange notes. By signing the letter of transmittal and exchanging your old notes for exchange notes, as described below, you will be making representations to this effect.

Each participating broker-dealer that receives exchange notes for its own account pursuant to the exchange offer in exchange for the old notes that were acquired as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus

	in connection with any resale of the exchange notes. See Plan of Distribution.
	Any holder of old notes who:
	is our affiliate,
	does not acquire the exchange notes in the ordinary course of its business, or
	cannot rely on the position of the staff of the Commission expressed in Exxon Capital Holdings Corporation, Morgan Stanley & Co. Incorporated or similar no-action letters, must, in the absence of an exemption, comply with registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes. We will not assume, nor will we indemnify you against, any liability you may incur under the Securities Act or state or local securities laws if you transfer any exchange notes issued to you in the exchange offer absent compliance with the applicable registration and prospectus delivery requirements or an applicable exemption.
Expiration time	The exchange offer will expire at 5:00 p.m., New York City time, on , 2011, or such later date and time to which we extend it. We do not currently intend to extend the expiration time.
Conditions to the exchange offer	The exchange offer is subject to the following conditions, which we may waive:
	the exchange offer does not violate applicable law or applicable interpretations of the staff of the Commission; and
	there is no action or proceeding instituted or threatened in any court or by any governmental agency with respect to this exchange offer.
	Please refer to the section in this prospectus entitled The Exchange Offer Conditions to the Exchange Offer.
Procedures for tendering the Old Notes	If you wish to accept and participate in this exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a copy of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must also mail or otherwise deliver the completed, executed letter of transmittal or the copy thereof, together with the old notes and any other required documents, to the exchange agent at the address set forth on the cover of the letter of transmittal. If you hold old notes through The Depository Trust Company (DTC) and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC, by which you will agree to be bound by the letter of transmittal.

By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:

any exchange notes that you receive will be acquired in the ordinary course of your business;

	you have no arrangement or understanding with any person or entity to participate in the distribution of the exchange notes;
	if you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities, you will deliver a prospectus, as required by law, in connection with any resale of the exchange notes; and
	you are not our affiliate as defined in Rule 405 under the Securities Act.
Withdrawal of tenders	A tender of old notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration time. To withdraw, you must send a written or facsimile transmission notice of withdrawal to the exchange agent at its address indicated under The Exchange Offer Exchange Agent before 5:00 p.m., New York City time, on the expiration date of the exchange offer, or you must comply with the appropriate procedure of DTC s Automated Tender Offer Program system.
Acceptance of old notes and delivery of exchange notes	If all the conditions to the completion of this exchange offer are satisfied or waived by us, we will accept any and all old notes that are properly tendered in this exchange offer and not properly withdrawn on or before 5:00 p.m., New York City time, on the expiration date. We will return any old note that we do not accept for exchange to its registered holder at our expense promptly after the expiration date. We will deliver the exchange notes to the registered holders of old notes accepted for exchange promptly after the expiration date and acceptance of such old notes. Please refer to the section in this prospectus entitled The Exchange Offer Acceptance of Old Notes for Exchange and Delivery of Exchange Notes.
Effect on holder of old Notes	As a result of making, and upon acceptance for exchange of all validly tendered old notes pursuant to the terms of, the exchange offer, we will have fulfilled a covenant contained in the registration rights agreement. If you are a holder of old notes and do not tender your old notes in the exchange offer, you will continue to hold your old notes and you will be entitled to all the rights and limitations applicable to the old notes in the indenture, except for any rights under the registration rights agreement that by their terms terminate upon the consummation of the exchange offer.
Accrued interest on the exchange notes and the old notes	Each exchange note will bear interest from December 23, 2010. The holders of old notes that are accepted for exchange will be deemed to have waived the right to receive payment of accrued interest on those old notes from December 23, 2010 to the date of issuance of the exchange notes. Interest on the old notes accepted for exchange will cease to accrue upon issuance of the exchange notes.

Consequently, if you exchange your old notes for exchange notes, you will receive the same interest payment on June 15, 2011 that you would have received if you had not accepted this exchange offer.

Consequences of failure to exchange	All untendered old notes will continue to be subject to the restrictions on transfer provided for in the old notes and in the indenture. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state or local securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the old notes under the Securities Act. The trading market for your old notes will become more limited to the extent that other holders of old notes participate in the exchange offer.
U.S. federal income tax considerations	The exchange of old notes for exchange notes in the exchange offer should not be a taxable event for United States federal income tax purposes. See Material United States Federal Income Tax Considerations.
Exchange agent	The Bank of New York Mellon Trust Company, N.A. is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth in the section captioned The Exchange Offer Exchange Agent.
Shelf registration statement	We have agreed to register the old notes in a shelf registration statement and use our commercially reasonable efforts to cause the shelf registration statement to be declared effective by the Commission if: we and our subsidiary guarantors determine that any applicable law, Commission rules or regulations or prevailing interpretations of such rules or regulations by the staff of the Commission do not permit us to effect the exchange offer as contemplated by the registration rights agreement; we do not complete the exchange offer within 210 days after the original issue of the old notes; or any of the initial purchasers of the old notes that holds old notes that have the status of an unsold allotment in an initial distribution requests us to do so in writing on or prior to the 60th day after the consummation of the exchange offer. We have agreed to maintain the effectiveness of the shelf registration statement for, in some circumstances, up to two years from the date of the original issuance of the old notes to cover resales of the old notes held by the holders. See The Exchange Offer Purpose and Effect of the Exchange Offer.

The Exchange Notes

The following summary contains basic information about the exchange notes and is not intended to be complete. It may not contain all of the information that is important to you. For a more complete description of the terms of the notes, see Description of the Notes.

Issuer	Tenneco Inc.
General	The form and terms of the exchange notes are identical in all material respects to the form and terms of the old notes except that: the exchange notes will bear a Series B designation to differentiate them from the old notes, which bear a Series A designation; the exchange notes have been registered under the Securities Act and, therefore, will not bear legends restricting their transfer; and the holders of exchange notes will not be entitled to rights under the registration rights agreement, including any registration rights or rights to additional interest. The exchange notes will evidence the same debt as the old notes and will be entitled to the benefits of the indenture under which the old notes were issued.
Securities offered	\$500 million aggregate principal amount of 67/8% Senior Notes due 2020, Series B
Maturity date	December 15, 2020
Interest rate	Annual rate: 6.875%, accruing from December 23, 2010 Payment frequency: every six months on June 15 and December 15 First payment: June 15, 2011
Interest payment dates on the exchange notes	Holders of old notes whose old notes are accepted for exchange in the exchange offer will be deemed to have waived the right to receive any payment in respect of interest on the old notes accrued from December 23, 2010 to the date of issuance of the exchange notes. Consequently, holders who exchange their old notes for exchange notes will receive the same interest payment on June 15, 2011 (the first interest payment date with respect to the old notes and the first interest payment date with respect to the exchange notes following consummation of the exchange offer) that they would have received if they had not accepted the exchange offer.
Guarantees	Each of our material domestic wholly-owned subsidiaries that guarantee our senior secured credit facility and the old notes will also fully and unconditionally and jointly and severally guarantee the exchange notes.

These guarantees will be general senior obligations of our subsidiary guarantors and will rank equal in right of payment with all other existing and future unsubordinated indebtedness of the respective guarantors and senior in right of payment to existing and future subordinated indebtedness of the respective guarantors. The exchange notes and the guarantees will not be secured by any assets of the guarantors. Accordingly the exchange notes and

	guarantees are effectively junior in right of payment to all existing and future senior secured debt of the guarantors to the extent of the value of the collateral securing such indebtedness. Subject to limited exceptions, future domestic subsidiaries will also be required to guarantee the exchange notes in certain circumstances, including if they also guarantee our senior secured credit facility.
Ranking	The exchange notes, like the old notes, will be general senior obligations of us and our subsidiary guarantors and will rank equal in right of payment with all other existing and future unsubordinated indebtedness of us and our subsidiary guarantors and senior in right of payment to all existing and future subordinated indebtedness. The exchange notes will not be secured by any assets of us or our subsidiary guarantors. Accordingly, the exchange notes will be effectively junior in right of payment to all of our and our subsidiary guarantors existing and future senior secured debt to the extent of the value of the collateral securing such indebtedness. The exchange notes will also be effectively junior in right of payment to all existing and future liabilities, including trade payables, of our foreign subsidiaries, which will not guarantee the exchange notes, and of those of our domestic subsidiaries that do not guarantee the exchange notes. As of September 30, 2010, on a *pro forma* basis after giving effect to the offering of the old notes and the use of proceeds therefrom, we would have had outstanding: $500 million of old notes; $797 million of other senior indebtedness, including $236 million of loans outstanding under our senior secured credit facility, which is secured and guaranteed on a senior secured basis by our material domestic wholly-owned subsidiaries, which would have been effectively senior in right of payment to the old notes and exchange notes to the extent of the value of the collateral securing such indebtedness; and $614 million of unused capacity under the revolving credit facility and the tranche B-1 letter of credit/revolving loan facility and $52 million in outstanding letters of credit under the revolving credit facility, all of which is secured and guaranteed on a senior secured basis by our material domestic wholly-owned subsidiaries and all of which, if drawn, would have been effectively senior in right of payment to the old notes and the exchange notes to the extent of the value of the collateral securing such indebtedness. As of September 30, 2010 and December 31, 2009, our non-guarantor subsidiaries had $1,504 million and $1,030 million, respectively, of liabilities recorded on their balance sheets.
Optional redemption	

We may redeem some or all of the notes at any time on or after December 15, 2015 at specified redemption prices. We also may

	redeem up to 35% of the aggregate principal amount of the exchange notes using the proceeds of certain equity offerings completed on or before December 15, 2013. We may also redeem the exchange notes, in whole or in part, at any time prior to December 15, 2015 at a price equal to 100% of the principal amount thereof plus the Applicable Premium. The redemption prices and the calculation of the Applicable Premium are described under Description of the Notes Redemption Optional Redemption.
Change of control and asset sales	If we experience specific kinds of changes of control or we sell assets under certain circumstances, we will be required to make an offer to repurchase the exchange notes at the prices listed in Description of the Notes Change of Control and Description of the Notes Certain Covenants Limitation on Asset Sales.
Restrictive covenants	We will issue the exchange notes under the indenture dated December 23, 2010 with The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture, among other things, restricts our ability and the ability of our restricted subsidiaries to: incur additional indebtedness or contingent obligations; pay dividends or make distributions to our stockholders; repurchase or redeem equity interests; make investments;