TENNECO INC
Form 10-Q
May 10, 2018

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

FORM 10-Q
(Mark One)
þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended March 31, 2018
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	76-0515284
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
500 North Field Drive, Lake Forest, Illinois	60045
(Address of principal executive offices)	(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 þ 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 þ No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

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: 51,424,625 shares outstanding as of May 4, 2018.

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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.

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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 expre (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;
- the cost and outcome of existing and any future claims, legal proceedings or investigations, including, but not limited to, any of the foregoing arising in connection with the ongoing global antitrust investigation, product performance, product safety or intellectual property rights;
- 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 and/or regulatory or legal changes affecting internal combustion engines;
- 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;
- 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, and to realize the anticipated benefits from these plans;
- risks inherent in operating a multi-national company, including economic conditions, such as currency exchange and inflation rates, and political conditions in the countries where we operate or sell our products, adverse changes in trade agreements, tariffs, immigration policies, political stability, and tax and other laws, and potential disruptions of production and supply;
- 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 fuel price volatility on transportation and logistics costs, raw material costs, discretionary purchases of vehicles or aftermarket products and demand for off-highway equipment;
- 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 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;

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- changes in distribution channels or competitive conditions in the markets and countries where we operate, including the impact of increasing competition from lower cost, private-label products on our aftermarket business;
- customer acceptance of new products;
- our ability to realize our business strategy of improving operating performance;
- our ability to successfully integrate, and benefit from, 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 the extensive, increasing and changing laws and regulations to which we are subject, including environmental laws and regulations, which may result in our incurrence of environmental liabilities in excess of the amount reserved;
- 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;
- disasters, such as fires, earthquakes and flooding, and any resultant disruptions in the supply or production of goods or services to us or by us, in demand by our customers or in the operation of our system, disaster recovery capabilities or business continuity capabilities;
- 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.

In addition, important factors related to the transaction with Federal-Mogul LLC that could cause actual results to differ materially from the expectations reflected in the forward-looking statements, including:

- the risk that the transaction with Federal-Mogul LLC (“Federal-Mogul”) pursuant to the Membership Interest Purchase Agreement by and among the Company, Federal-Mogul American Entertainment Properties Corp., and Icahn Enterprises L.P., may not be completed in a timely manner or at all;
- the risk that the benefits of the acquisition of Federal-Mogul, including synergies, may not be fully realized or may take longer to realize than expected; and
- the risk that, following the acquisition of Federal-Mogul, the combined company may not complete a separation of its powertrain technology business and its aftermarket & ride performance business (or achieve some or all of the anticipated benefits of such a separation).

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, 2017 and "Part II, Item 1A — Risk Factors” of this Form 10-Q 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. Unless otherwise indicated in this report, the forward-looking statements in this report are made as of the date of this report, and, except as required by law, the Company does not undertake any obligation, and disclaims any obligation, to publicly disclose revisions or updates to any forward-looking statements.

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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.
Results of Review of Financial Statements
We have reviewed the accompanying condensed consolidated balance sheet of Tenneco Inc. and its subsidiaries as of March 31, 2018, and the related condensed consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the three-month periods ended March 31, 2018 and 2017, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.
We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2017, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended (not presented herein), and in our report dated February 28, 2018, 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, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.
Basis for Review Results
These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. 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 PCAOB, 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.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
May 9, 2018

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TENNECO INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
	(Millions Except Share and Per Share Amounts)	
Revenues		
Net sales and operating revenues	$2,574	$ 2,292
Costs and expenses		
Cost of sales (exclusive of depreciation and amortization shown below)	2,198	1,929
Engineering, research, and development	41	39
Selling, general, and administrative	153	141
Depreciation and amortization of other intangibles	59	52
	2,451	2,161
Other expense		
Loss on sale of receivables	(3)	(1)
Other expense	(3)	(9)
	(6)	(10)
Earnings before interest expense, income taxes, and noncontrolling interests	117	121
Interest expense	20	15
Earnings before income taxes and noncontrolling interests	97	106
Income tax expense	25	33
Net income	72	73
Less: Net income attributable to noncontrolling interests	14	14
Net income attributable to Tenneco Inc.	$58	$ 59
Earnings per share		
Weighted average shares of common stock outstanding —		
Basic	51,211,643	53,856,352
Diluted	51,501,643	54,231,759
Basic earnings per share of common stock	$1.13	$ 1.10
Diluted earnings per share of common stock	$1.13	$ 1.09
Cash dividends declared	$0.25	$ 0.25

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

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

	Three Months Ended March 31, 2018					
	Tenneco Inc.		Noncontrolling Interests		Total	
	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)
	(Millions)					
Net Income		$ 58		$ 14		$ 72
Accumulated Other Comprehensive Income (Loss)						
Cumulative Translation Adjustment						
Balance January 1	$ (241)		$ (3)		$ (244)	
Translation of foreign currency statements	19	19	8	8	27	27
Balance March 31	(222)		5		(217)	
Additional Liability for Pension and Postretirement Benefits						
Balance January 1	(300)		—		(300)	
Additional liability for pension and postretirement benefits, net of tax	3	3	—	—	3	3
Balance March 31	(297)		—		(297)	
Balance March 31	$ (519)		$ 5		$ (514)	
Other Comprehensive Income		22		8		30
Comprehensive Income		$ 80		$ 22		$ 102

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

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

	Three Months Ended March 31, 2017					
	Tenneco Inc.		Noncontrolling Interests		Total	
	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income (Loss)
	(Millions)					
Net Income		$ 59		$ 14		$ 73
Accumulated Other Comprehensive Income (Loss)						
Cumulative Translation Adjustment						
Balance January 1	$ (338)		$ (5)		$ (343)	
Translation of foreign currency statements	21	21	1	1	22	22
Balance March 31	(317)		(4)		(321)	
Additional Liability for Pension and Postretirement Benefits						
Balance January 1	(327)		—		(327)	
Additional liability for pension and postretirement benefits, net of tax	7	7	—	—	7	7
Balance March 31	(320)		—		(320)	
Balance March 31	$ (637)		$ (4)		$ (641)	
Other Comprehensive Income		28		1		29
Comprehensive Income		$ 87		$ 15		$ 102

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

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TENNECO INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2018	December 31, 2017
	(Millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$288	$ 315
Restricted cash	2	3
Receivables —		
Customer notes and accounts, net	1,499	1,294
Other	25	27
Inventories —		
Finished goods	358	349
Work in process	288	268
Raw materials	187	178
Materials and supplies	78	74
Prepayments and other	340	291
Total current assets	3,065	2,799
Other assets:		
Long-term receivables, net	10	9
Goodwill	49	49
Intangibles, net	22	22
Deferred income taxes	206	204
Other	154	144
	441	428
Plant, property, and equipment, at cost	4,111	4,008
Less — Accumulated depreciation and amortization	(2,451)	(2,393)
	1,660	1,615
Total Assets	$5,166	$ 4,842
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Short-term debt (including current maturities of long-term debt)	$64	$ 83
Accounts payable	1,908	1,705
Accrued taxes	43	45
Accrued interest	10	14
Accrued liabilities	293	287
Other	126	132
Total current liabilities	2,444	2,266
Long-term debt	1,420	1,358
Deferred income taxes	12	11
Pension and postretirement benefits	266	268
Deferred credits and other liabilities	149	155
Commitments and contingencies		
Total liabilities	4,291	4,058
Redeemable noncontrolling interests	50	42
Tenneco Inc. Shareholders’ equity:		
Common stock	1	1

Premium on common stock and other capital surplus	3,115	3,112
Accumulated other comprehensive loss	(519)	(541)
Retained earnings (accumulated deficit)	(902)	(946)
	1,695	1,626
Less — Shares held as treasury stock, at cost	930	930
Total Tenneco Inc. shareholders' equity	765	696
Noncontrolling interests	60	46
Total equity	825	742
Total liabilities, redeemable noncontrolling interests and equity	$5,166	$ 4,842

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 March 31, 2018	Three Months Ended March 31, 2017
	(Millions)	
Operating Activities		
Net income	$72	$ 73
Adjustments to reconcile net income to cash used by operating activities —		
Depreciation and amortization of other intangibles	59	52
Deferred income taxes	(1)	7
Stock-based compensation	5	9
Loss on sale of assets	3	1
Changes in components of working capital —		
(Increase) decrease in receivables	(223)	(159)
(Increase) decrease in inventories	(34)	(45)
(Increase) decrease in prepayments and other current assets	(45)	(57)
Increase (decrease) in payables	189	93
Increase (decrease) in accrued taxes	(3)	3
Increase (decrease) in accrued interest	(3)	(5)
Increase (decrease) in other current liabilities	(3)	(8)
Changes in long-term assets	(9)	(1)
Changes in long-term liabilities	(7)	5
Other	—	1
Net cash used by operating activities	—	(31)
Investing Activities		
Proceeds from sale of assets	2	3
Cash payments for plant, property, and equipment	(84)	(103)
Cash payments for software related intangible assets	(5)	(6)
Proceeds from deferred purchase price of factored receivables	34	22
Net cash used by investing activities	(53)	(84)
Financing Activities		
Repurchase of common shares	(2)	(3)
Cash dividends	(13)	(13)
Retirement of long-term debt	(6)	(6)
Purchase of common stock under the share repurchase program	—	(16)
Net increase (decrease) in bank overdrafts	(4)	3
Net increase in revolver borrowings and short-term debt excluding current maturities of long-term debt and short-term borrowings secured by accounts receivable	77	117
Net increase (decrease) in short-term borrowings secured by accounts receivable	(30)	20
Net cash provided by financing activities	22	102

Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	3	8
Decrease in cash, cash equivalents and restricted cash	(28)	(5)
Cash, cash equivalents and restricted cash, January 1	318	349
Cash, cash equivalents and restricted cash, March 31 (Note)	$290	$ 344
Supplemental Cash Flow Information		
Cash paid during the period for interest (net of interest capitalized)	$23	$ 22
Cash paid during the period for income taxes (net of refunds)	25	15
Non-cash Operating and Investing Activities		
Period end balance of trade payables for plant, property, and equipment	$55	$ 50
Deferred purchase price of receivables factored in the period	37	26

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.

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

	Three Months Ended March 31,			
	2018		2017	
	Shares	Amount	Shares	Amount
	(Millions Except Share Amounts)			
Tenneco Inc. Shareholders:				
Common Stock				
Balance January 1	66,033,509	$ 1	65,891,930	$ 1
Issued (repurchased) pursuant to benefit plans	(15,906)	—	11,241	—
Restricted shares forfeited	(5,108)	—	(82,808)	—
Stock options exercised	4,779	—	164,863	—
Balance March 31	66,017,274	1	65,985,226	1
Premium on Common Stock and Other Capital Surplus				
Balance January 1		3,112		3,098
Premium on common stock issued pursuant to benefit plans		3		6
Balance March 31		3,115		3,104
Accumulated Other Comprehensive Loss				
Balance January 1		(541)		(665)
Other comprehensive income		22		28
Balance March 31		(519)		(637)
Retained Earnings (Accumulated Deficit)				
Balance January 1		(946)		(1,100)
Net income attributable to Tenneco Inc.		58		59
Cash dividends declared		(13)		(13)
Adjustments to adopt new accounting standards				
Revenue recognition (notes 11 and 14)		1		—
Tax accounting for intra-entity asset transfers (note 11)		(2)		—
Balance March 31		(902)		(1,054)
Less — Common Stock Held as Treasury Stock, at Cost				
Balance January 1	14,592,888	930	11,655,938	761
Purchase of common stock through stock repurchase program	—	—	240,000	16
Balance March 31	14,592,888	930	11,895,938	777
Total Tenneco Inc. shareholders' equity		$ 765		$ 637
Noncontrolling Interests:				
Balance January 1		$ 46		$ 47
Net income		7		7
Other comprehensive income		7		—
Balance March 31		$ 60		$ 54
Total equity		$ 825		$ 691

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

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, 2017.

In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of 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 have eliminated all intercompany transactions.

Adoption of New Accounting Standards

We adopted the following new accounting standards in the first quarter of 2018:

- Accounting Standard Update 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost;
- Accounting Standard Update 2016-18, Statement of Cash Flows - Restricted Cash (Topic 230);
- Accounting Standard Update 2016-16, Income Taxes - Intra Entity Transfers of Assets Other Than Inventory (Topic 740);
- Accounting Standard Update 2016-15, Statement of Cash Flows - Classification of certain cash receipts and cash payments (Topic 230);
- Accounting Standard Update Topic 606, Revenue from Contracts with Customers.

See note 11 in our notes to condensed consolidated financial statements for further consideration.

Segment Information

In connection with the reportable segment changes announced on April 27, 2018, effective for the first quarter of 2018, the Company's reportable segments for financial reporting purposes consist of the following three segments: Clean Air, Ride Performance and Aftermarket. See note 12 in our notes to condensed consolidated financial statements for further information.

Prepayments and Other

Prepayments and other included $136 million and $117 million at March 31, 2018 and December 31, 2017, respectively, for in-process tools and dies that we are building for our original equipment customers.

Accounts Payable

Accounts payable included $90 million and $77 million at March 31, 2018 and December 31, 2017, respectively, for accrued compensation and $16 million and $20 million at March 31, 2018 and December 31, 2017, respectively, for bank overdrafts at our European subsidiaries.

Redeemable Noncontrolling Interests

The following is a rollforward of activities in our redeemable noncontrolling interests for the three months ended March 31, 2018 and 2017, respectively:

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TENNECO INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS --(Continued)
(Unaudited)

	Three Months Ended March 31,	
	2018	2017
	(Millions)	
Balance January 1	$ 42	$ 40
Net income attributable to redeemable noncontrolling interests	7	8
Other comprehensive loss	1	—
Balance March 31	$ 50	$ 48

(2) Financial Instruments

The net carrying and estimated fair values of our financial instruments by class at March 31, 2018 and December 31, 2017 were as follows:

	March 31, 2018		December 31, 2017	
	Net Carrying Amount	Fair Value	Net Carrying Amount	Fair Value
	(Millions)			
Long-term debt (including current maturities)	$ 1,424	$ 1,424	$ 1,361	$ 1,398
Equity swap agreement and foreign currency forward contracts:				
Asset derivative contracts (a)	4	4	4	4

(a) All derivatives are categorized within Level 2 of the fair value hierarchy.

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 $713 million and $749 million at March 31, 2018 and December 31, 2017, respectively. We have classified $696 million and $634 million as level 2 in the fair value hierarchy at March 31, 2018 and December 31, 2017, respectively, since we utilize valuation inputs that are observable both directly and indirectly. We classified the remaining $15 million, consisting of foreign subsidiary debt, as level 3 in the fair value hierarchy at both March 31, 2018 and December 31, 2017.

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.

Foreign Currency 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 currency forward contracts as part of currency gains (losses) within cost of sales in the consolidated statements of income. The fair value of foreign currency forward contracts are recorded in prepayments and other current assets or other

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current liabilities in the consolidated balance sheet. The fair value of our foreign currency forward contracts was a net liability position of less than $1 million at both March 31, 2018 and at December 31, 2017.
The following table summarizes by major currency the notional amounts for foreign currency forward purchase and sale contracts as of March 31, 2018 (all of which mature in 2018):

		Notional Amount in Foreign Currency (Millions)
Canadian dollars	—Sell	(2)
European euro	—Sell	(7)
Chinese yuan	—Purchase	2
Polish Zloty	—Purchase	28
	—Sell	(3)
U.S. dollars	—Purchase	2

Cash-settled Share Swap Transactions — In the second quarter of 2017, we entered into an equity swap agreement with a financial institution. We selectively use cash-settled share swaps to reduce market risk associated with our deferred liabilities. These equity compensation liabilities increase as our stock price increases and decrease as our stock price decreases. In contrast, the value of the swap agreement moves in the opposite direction of these liabilities, allowing us to fix a portion of the liabilities at a stated amount. As of March 31, 2018, we had hedged our deferred liability related to approximately 250,000 common share equivalents. The fair value of the equity swap agreement is recorded in other current assets in the consolidated balance sheet. The fair value of our equity swap agreement was a net asset position of $4 million at March 31, 2018.
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 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 secure our senior notes. For additional information, refer to Note 13 of the condensed consolidated financial statements of Tenneco Inc., 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 the event of a payment default by the sponsoring or participating employers of the Walker Plans. The Walker Plans are comprised of employees from Tenneco Walker (U.K.) Limited and Futaba (U.K.) Limited, formerly our Futaba-Tenneco (U.K.) joint venture. Employer contributions are funded by Tenneco Walker (U.K.) Limited, as the sponsoring employer, and were also funded by Futaba (U.K.) Limited prior to its ceasing, on April 28, 2017, to be an entity in which Tenneco has an equity interest. 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. 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. As of March 31, 2018 and December 31, 2017, these plans were in an overfunded position and shown as a pension asset on our balance sheet. At March 31, 2018, all pension contributions under the Walker Plans were current for all of the Walker Plans’ sponsoring and participating employers.
We have issued guarantees through letters of credit in connection with some obligations of our affiliates. As of March 31, 2018, we have guaranteed $32 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.

Financial Instruments — In certain instances, several of our Chinese subsidiaries receive payment from customers through the receipt of financial instruments on the date the customer payments are due. Several of our Chinese subsidiaries also satisfy vendor payments through the delivery of financial instruments on the date the payments are due. Financial instruments issued to satisfy vendor payables and not redeemed totaled $9 million and $11 million at March 31, 2018 and December 31, 2017, respectively, and were classified as notes payable recorded in short-term debt. Financial instruments received from original equipment (OE) customers and not redeemed totaled $14 million and $10 million at March 31, 2018 and December 31, 2017, respectively. We classify financial instruments received from our customers as other current assets, recorded in prepayments and other, if issued by a financial institution of our customers or as customer notes and accounts, net if issued by

our customer. We classified $14 million and $10 million in other current assets at March 31, 2018 and December 31, 2017, respectively.

The financial instruments received by some of our Chinese subsidiaries are drafts drawn that are payable at a future date and, in some cases, are negotiable and/or are guaranteed by the banks of the customers. The use of these instruments for payment follows local commercial practice. Because certain of such financial instruments 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 — Certain of our suppliers participate in supply chain financing programs under which they securitize their accounts receivables from Tenneco. Financial institutions participate in the supply chain financing program on an uncommitted basis and can cease purchasing receivables or drafts from Tenneco's suppliers at any time. If the financial institutions did not continue to purchase receivables or drafts from Tenneco's suppliers under these programs, the participating vendors may have a need to renegotiate their payment terms with Tenneco which in turn would cause our borrowings under our revolving credit facility to increase.

Restricted Cash — Some of our Chinese subsidiaries that issue their own financial instruments to pay vendors are required to maintain a cash balance if they exceed credit limits with the financial institution that guarantees the financial instruments. A restricted cash balance was required at those Chinese subsidiaries for $1 million and $2 million at March 31, 2018 and December 31, 2017, respectively.

One of our subsidiaries in Spain is required by law to maintain a cash deposit with a financial institution to guarantee the maximum estimated loss related to a tax audit until a settlement is reached. The cash deposit required was less than $1 million which has been classified as restricted cash on the Tenneco Inc. consolidated balance sheet at March 31, 2018.

(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 May 12, 2017, we completed a refinancing of our senior credit facility by entering into an amendment and restatement of that facility. The amended and restated credit agreement enhances financial flexibility by increasing the size and extending the term of its revolving credit facility and term loan facility, and by adding Tenneco Automotive Operating Company Inc. as a co-borrower under the revolver credit facility. The amended and restated credit agreement also adds foreign currency borrowing capability and permits the joinder of our foreign and domestic subsidiaries as borrowers under the revolving credit facility in the future. If any foreign subsidiary of Tenneco is added to the revolving credit facility as a borrower, the obligations of such foreign borrower will be secured by the assets of such foreign borrower, and also will be secured by the assets of, and guaranteed by, the domestic borrowers and domestic guarantors as well as certain foreign subsidiaries of Tenneco in the chain of ownership of such foreign borrower. The amended and restated credit facility, which will mature on May 12, 2022, consists of a $1,600 million revolving credit facility and a $385 million term loan A facility, which replaced our former $1,200 million revolving credit facility and $264 million term loan A facility, respectively. Net carrying amount for the balance outstanding under the term loan A facility including a $2 million debt issuance cost was $383 million as of March 31, 2018. Funds may be borrowed, repaid and re-borrowed under the revolving credit facility without premium or penalty (subject to any customary LIBOR breakage fees). 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 borrow revolving loans under the facility. We are required to make quarterly principal payments under the term loan A facility of $5 million through June 30, 2019, $7.5 million beginning September 30, 2019 through June 30, 2020, $10 million beginning September 30, 2020 through March 31, 2022 and a final payment of $260 million is due on May 12, 2022. We have excluded the required payments, within the next twelve months,

under the term loan A facility totaling $20 million from current liabilities as of March 31, 2018, because we have the intent and ability to refinance the obligations on a long-term basis by using our revolving credit facility.

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The financial ratios required under the senior credit facility, and the actual ratios we achieved for the first quarter of 2018, are as follows:

	Quarter Ended March 31, 2018	
	Required	Actual
Leverage Ratio (maximum)	3.50	2.09
Interest Coverage Ratio (minimum)	2.75	9.87

The senior credit facility includes a maximum leverage ratio covenant of 3.50 and a minimum interest coverage ratio of 2.75, in each case through May 12, 2022. The amended and restated senior credit facility provides us with the flexibility not to exclude certain otherwise excludable charges incurred in any relevant period from the calculation of the leverage and interest coverage ratios for such period.

At March 31, 2018, of the $1,600 million available under the revolving credit facility, we had unused borrowing capacity of $1,289 million with $311 million in outstanding borrowings and no outstanding letters of credit. As of March 31, 2018, our outstanding debt also included (i) $385 million of a term loan which consisted of a $383 million net carrying amount including a $2 million debt issuance cost related to our Tranche A Term Facility which is subject to quarterly principal payments as described above through May 12, 2022, (ii) $225 million of notes which consisted of a $222 million net carrying amount including a $3 million debt issuance cost related to our $5^3/_8$ percent senior notes due December 15, 2024, (iii) $500 million of notes which consisted of a $493 million net carrying amount including a $7 million debt issuance cost related to our 5 percent senior notes due July 15, 2026, and (iv) $75 million of other debt.

(4) Income Taxes

For interim tax reporting we estimate our annual effective tax rate and apply it to our year to date ordinary income. Jurisdictions where no tax benefit can be recognized due to a valuation allowance are excluded from the estimated annual effective tax rate. The impact of including these jurisdictions on the quarterly effective rate calculation could result in a higher or lower effective tax rate during a particular quarter due to the mix and timing of actual earnings versus annual projections. The tax effects of certain unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

We reported income tax expense of $25 million and $33 million in the three month periods ended March 31, 2018 and 2017, respectively. The tax expense recorded in the first quarter of 2017 included a net tax benefit of $1 million primarily relating to the first quarter 2017 adoption of Accounting Standard Update 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.

On December 22, 2017, the Tax Cuts and Jobs Act ("TCJA") was enacted into U.S. law, which, among other provisions, lowered the corporate income tax rate effective January 1, 2018 from 35% to 21%, and implemented significant changes with respect to U.S. tax treatment of earnings originating from outside the U.S. Many of the provisions of TCJA are subject to regulatory interpretation and U.S. state conforming enactment. There has been no change in the provisional tax expense recorded as of December 31, 2017. The Company will continue to refine its estimates throughout the measurement period provided for in SEC Staff Accounting Bulletin 118, or until its accounting is complete.

We believe it is reasonably possible that up to $8 million in unrecognized tax benefits related to the expiration of foreign statute of limitations and the conclusion of income tax examinations may be recognized within the next twelve months.

(5) Accounts Receivable Securitization and Factoring Programs

We securitize or factor some of our accounts receivable on a limited recourse basis in the U.S. and Europe. As servicer under these accounts receivable securitization and factoring programs, we are responsible for performing all accounts receivable administration functions for these securitized and factored financial assets including collections and processing of customer invoice adjustments. In the U.S., 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 April 2017, the U.S. program was amended and extended to April 30, 2019. The first priority facility provides financing of up to $155 million and the second priority facility, which is subordinated to the first priority facility, provides up to an additional $25 million of financing. Both facilities monetize accounts receivable generated in the U.S. that meet certain eligibility requirements and the second priority facility also monetizes certain accounts receivable generated in the U.S. 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 U.S. program was zero and $30 million, recorded in short-term debt, at March 31, 2018 and December 31, 2017, respectively.

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.

On December 14, 2017, we entered into a new accounts receivable factoring program in the U.S. with a commercial bank. Under this program, we sell receivables from one of our U.S. OE customers at a rate that is favorable versus our senior credit facility. This arrangement is uncommitted and provides for cancellation by the commercial bank with no less than 30 days prior written notice. The amount of outstanding third-party investments in our accounts receivable sold under this program was $136 million and $107 million at March 31, 2018 and December 31, 2017, respectively.

We also factor 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 cancelled with notice 90 days prior to renewal. In some instances, the arrangement provides for cancellation by the applicable financial institution at any time upon notification. The amount of outstanding third-party investments in our accounts receivable sold under programs in Europe was $257 million and $218 million at March 31, 2018 and December 31, 2017, respectively. Certain programs in Europe have deferred purchase price arrangements with the banks. We received $34 million and $22 million cash to settle the deferred purchase price in the three month periods ended March 31, 2018 and March 31, 2017, respectively.

If we were not able to securitize or factor receivables under either the U.S. or European programs, our borrowings under our revolving credit agreement might increase. These accounts receivable securitization and factoring 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 U.S. accounts receivable securitization program, 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 U.S. 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 ASC Topic 860, “Transfers and Servicing,” to report the transfer of financial assets in their entirety as a sale. The fair value of assets received as proceeds in exchange for the transfer of accounts receivable under our U.S. and European factoring programs approximates the fair value of such receivables. We recognized $1 million interest expense in each of the three month periods ended March 31, 2018 and 2017, relating to our U.S. securitization program. In addition, we recognized a loss of $2 million and $1 million in the three month periods ended March 31, 2018 and 2017, respectively, on the sale of trade accounts receivable in our U.S. and European accounts receivable factoring 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 two percent during both the first three months of 2018 and 2017 for the European programs and three percent during the first three months of 2018 for the US program.

(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. For the full year 2017, we incurred $72 million in restructuring and related costs including asset write-downs of $3 million, primarily related to the planned closing of a Clean Air Belgian JIT plant in response

to the end of production on a customer platform, closing an OE Clean Air manufacturing plant and downsizing Ride Performance operations in Australia, the accelerated move of our Beijing Ride Performance plant and other cost improvement initiatives, of which $41 million was recorded in cost of sales, $28 million in SG&A, and $3 million in depreciation and amortization expense. In the first quarter of 2018, we incurred $12 million in restructuring and related costs, primarily related to the accelerated move of our Beijing OE Ride Performance plant and other cost improvement initiatives, of which $9 million was recorded in cost of sales, $2 million in SG&A and $1 million in engineering expense. In the first quarter of 2017, we incurred $15 million in restructuring and related costs, including asset write-downs of $1 million, primarily related to closing a Clean Air Belgian JIT plant in response to the end of production on a customer platform and cost improvement initiatives in Europe, of which $11 million was recorded in cost of sales, $3 million in SG&A and $1 million in depreciation and amortization expense.

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

	December 31, 2017 Restructuring Reserve	2018 Expenses	2018 Cash Payments	Impact of Exchange Rates	March 31, 2018 Restructuring Reserve
	(Millions)				
Employee Severance, Termination Benefits and Other Related Costs	$25	12	(16)	—	$21

On June 29, 2017, we announced a restructuring initiative to close our Clean Air manufacturing plant in O'Sullivan Beach, Australia and downsize our Ride Performance plant in Clovelly Park, Australia when General Motors and Toyota ended vehicle production in the country, which occurred in October 2017. All such restructuring activities related to this initiative were substantially completed by the first quarter 2018. We recorded total charges related to this initiative of $21 million in 2017 including asset write-downs of $2 million. The charges included severance payments to employees, the cost of decommissioning equipment, a lease termination payment and other costs associated with this action. We continued the relocation of production out of our Ride Performance plant in Beijing, for which we incurred $6 million for restructuring and related costs in 2017 and $6 million in the first quarter of 2018.
Under the terms of our amended and restated senior credit agreement that took effect on May 12, 2017, we are allowed to exclude, at our discretion, (i) up to $35 million in 2017 and $25 million each year thereafter of cash restructuring charges and related expenses, with the ability to carry forward any amount not used in one year to the next following year, and (ii) up to $150 million in the aggregate of all costs, expenses, fees, fines, penalties, judgments, legal settlements and other amounts associated with any restructuring, litigation, claim, proceeding or investigation related to or undertaken by us or any of our subsidiaries, together with any related provision for taxes, incurred for any quarterly period ending after May 12, 2017 in the calculation of the financial covenant ratios required under our senior credit facility. As of March 31, 2018, we elected not to exclude any of the $210 million of allowable cash charges and related expenses recognized in 2017 and in the first quarter of 2018 for restructuring related costs and antitrust settlements against the $35 million annual limit for 2017, $25 million for 2018 and the $150 million aggregate limit available under the terms of the senior credit facility.

(7) Environmental Matters, Legal Proceedings and Product Warranties

We are involved in environmental remediation matters, legal proceedings, claims (including warranty claims) and investigations. These matters are typically 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. 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.

Environmental Matters

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 March 31, 2018, we have the obligation to remediate or contribute towards the remediation of certain sites, including one Federal Superfund site. At March 31, 2018, our aggregated estimated share of environmental remediation costs for all these sites on a discounted basis was approximately $14 million, of which $2 million is recorded in other current liabilities and $12 million is recorded in deferred credits and other liabilities in our consolidated balance sheet. For those locations where the liability was discounted, the weighted average discount rate used was 2.3 percent. The undiscounted value of the estimated remediation costs was $17 million. Our expected payments of environmental remediation costs are estimated to be approximately $1 million in 2018, $1 million in each year beginning 2019 through 2022 and $12 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 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 financial position, results of operations, or liquidity.

Antitrust Investigations and Litigation

On March 25, 2014, representatives of the European Commission were at Tenneco GmbH's Edenkoben, Germany administrative facility to gather information in connection with an ongoing global antitrust investigation concerning multiple automotive suppliers. On March 25, 2014, we also received a related subpoena from the U.S. Department of Justice (“DOJ”).

On November 5, 2014, the DOJ granted us conditional leniency pursuant to an agreement we entered into under the Antitrust Division's Corporate Leniency Policy. This agreement provides us with important benefits in exchange for our self-reporting of matters to the DOJ and our continuing full cooperation with the DOJ's resulting investigation. For example, the DOJ will not bring any criminal antitrust prosecution against us, nor seek any criminal fines or penalties, in connection with the matters we reported to the DOJ. Additionally, there are limits on our liability related to any follow-on civil antitrust litigation in the U.S. The limits include single rather than treble damages, as well as relief from joint and several antitrust liability with other relevant civil antitrust action defendants. These limits are subject to our satisfying the DOJ and any court presiding over such follow-on civil litigation.

On April 27, 2017, Tenneco received notification from the European Commission (EC) that it has administratively closed its global antitrust inquiry regarding the production, assembly, and supply of complete exhaust systems. No charges against Tenneco or any other competitor were initiated at any time and the EC inquiry is now closed.

Certain other competition agencies are also investigating possible violations of antitrust laws relating to products supplied by our company. We have cooperated and continue to cooperate fully with all of these antitrust investigations, and take other actions to minimize our potential exposure.

Tenneco and certain of its competitors are also currently defendants in civil putative class action litigation in the United States and Canada. More related lawsuits may be filed, including in other jurisdictions. Plaintiffs in these cases generally allege that defendants have engaged in anticompetitive conduct, in violation of federal and state laws, relating to the sale of automotive exhaust systems or components thereof. Plaintiffs seek to recover, on behalf of themselves and various purported classes of purchasers, injunctive relief, damages and attorneys’ fees. However, as explained above, because we received conditional leniency from the DOJ, our civil liability in U.S. follow on actions is limited to single damages and we will not be jointly and severally liable with the other defendants, provided that we have satisfied our obligations under the DOJ leniency agreement and approval is granted by the presiding court. Typically, exposure for follow-on actions in Canada is less than the exposure for U.S. follow-on actions.

Following the EC’s decision to administratively close its antitrust inquiry into exhaust systems in 2017, Tenneco’s receipt of conditional leniency from the DOJ in 2014 and discussions during the third quarter of 2017 following the appointment of a special settlement master in the civil putative class action cases pending against Tenneco and/or certain of its competitors in the U.S., Tenneco continues to vigorously defend itself and/or take actions to minimize its potential exposure to matters pertaining to the global antitrust investigation, including engaging in settlement discussions when it is in the best interests of the company and its stockholders. For example, in October 2017, Tenneco settled an administrative action brought by Brazil's competition authority for an amount that was not material. Additionally, in February 2018, Tenneco settled civil putative class action litigation in the United States

brought by classes of direct purchasers, end-payors and auto dealers. No other classes of plaintiffs have brought claims against Tenneco in the United States. Based upon those earlier developments, including settlement discussions, Tenneco established a reserve of $132 million in its second quarter 2017 financial results for settlement costs that were probable, reasonably estimable, and expected to be necessary to resolve Tenneco's antitrust matters globally, which primarily involves the resolution of civil suits and related claims. Of the $132 million reserve that was established, $45 million was paid in 2017 and $17 million was paid in April 2018, to resolve certain antitrust claims. The remaining reserve is recorded in other current liabilities. While Tenneco continues to cooperate with certain competition agencies investigating possible violations of antitrust laws relating to products supplied by Tenneco, and the company may be subject to other civil lawsuits and/or related claims, no amount of this reserve is attributable to matters with the DOJ or the EC, and no such amount is expected based on current information.

Our reserve for antitrust matters is based upon all currently available information and an assessment of the probability of events for those matters where Tenneco can make a reasonable estimate of the costs to resolve such outstanding matters. Tenneco's estimate involves significant judgment, given the number, variety and potential outcomes of actual and potential claims, the uncertainty of future rulings and approvals by a court or other authority, the behavior or incentives of adverse parties or regulatory authorities, and other factors outside of the control of Tenneco. As a result, Tenneco's reserve may change from time to time, and actual costs may vary. Although the ultimate outcome of any legal matter cannot be predicted with certainty, based on current information, we do not expect that any such change in the reserve will have a material adverse impact on our annual consolidated financial position, results of operations or liquidity.

Other Legal Proceedings, Claims and Investigations

For many years we have been and continue to be subject to lawsuits initiated by claimants alleging health problems as a result of exposure to asbestos. Our current docket of active and inactive cases is less than 500 cases nationwide. A small number of claims have been asserted against one of our subsidiaries by railroad workers alleging exposure to asbestos products in railroad cars. The substantial majority of the remaining claims are related to alleged exposure to asbestos in our automotive products although a significant number of those claims appear also to involve occupational exposures sustained in industries other than automotive. We believe, based on scientific and other evidence, it is unlikely that claimants 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, in many cases 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 position, results of operations or liquidity.

We are also from time to time involved in other legal proceedings, claims or investigations. Some of these matters involve allegations of 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, unclaimed property, employment matters, and commercial or contractual disputes, sometimes related to acquisitions or divestitures. Additionally, some of these matters involve allegations relating to legal compliance. For example, in July 2017 a complaint was filed against us in federal district court in Chicago, Illinois alleging that we misappropriated a third party's trade secrets in connection with certain of our ride control products.

While we vigorously defend ourselves against all of these legal proceedings, claims and investigations and take other actions to minimize our potential exposure, 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, except as described above under "Antitrust Investigations" and in this paragraph, we do not expect the legal proceedings, claims or investigations currently pending against us will have any material adverse impact on our consolidated financial position, results of operations or liquidity. With respect to the trade secret claim described above, we are in the process of evaluating the claim but, at this stage of the case and given the inherent uncertainly of litigation, we are unable to estimate whether a loss is reasonably possible. While we do not believe that this litigation will have a material adverse effect on our annual consolidated financial position, results of operations or liquidity, we

cannot assure you that this will be the case.

Warranty Matters

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 with our 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.

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

	Three Months Ended March 31,	
	2018	2017
	(Millions)	
Beginning Balance January 1,	$26	$20
Accruals related to product warranties	6	3
Reductions for payments made	(3)	(3)
Ending Balance March 31,	$29	$20

(8) Earnings Per Share

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

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
	(Millions Except Share and Per Share Amounts)	
Basic earnings per share —		
Net income attributable to Tenneco Inc.	$58	$ 59
Weighted Average shares of common stock outstanding	51,211,648	53,856,352
Earnings per share of common stock	$1.13	$ 1.10
Diluted earnings per share —		
Net income attributable to Tenneco Inc.	$58	$ 59
Weighted Average shares of common stock outstanding	51,211,648	53,856,352
Effect of dilutive securities:		
Restricted stock	216,351	145,999
Stock options	73,649	229,408
Weighted Average shares of common stock outstanding including dilutive securities	51,501,648	54,231,759
Earnings per share of common stock	$1.13	$ 1.09

Options to purchase 175 and 834 shares of common stock were outstanding as of March 31, 2018 and 2017, 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 share units, stock appreciation rights ("SARs"), and stock options to our directors, officers, and employees.

Accounting Methods — We recorded compensation expense (net of taxes) of less than $1 million in the three month period ended 2017 related to nonqualified stock options as part of our selling, general and administrative expense. This had no impact on basic or diluted earnings per share for the three month period ended March 31, 2017. There was no expense related to nonqualified stock options for the three months ended March 31, 2018.

Prior to 2018, for employees eligible to retire at grant date, we immediately expensed stock options and restricted stock. In 2018, we prospectively changed our vesting policy regarding retirement eligibility and now require a retirement eligible employee (or an employee who becomes retirement eligible) to provide at least one year of service from the grant date in order for the award to vest. If an employee becomes retirement eligible after the first year of vesting but before completion of the three-year term, we amortize the expense for stock options and restricted stock over a period starting at the grant date to the date an employee becomes retirement eligible.

As of March 31, 2018, there was no unrecognized compensation cost related to our stock option awards.

Compensation expense for restricted stock, restricted stock units, long-term performance units, performance share units and SARs (net of taxes) was $3 million and $6 million for the three month periods ended March 31, 2018 and 2017,

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 three month periods ended March 31, 2018 and 2017 was less than $1 million and $6 million, respectively.

Stock options exercised in the first three months of 2018 and 2017 generated a tax benefit of less than $1 million and $2 million, respectively.

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

	Three Months Ended March 31, 2018			
	Shares Under Option	Weighted Avg. Exercise Prices	Weighted Avg. Remaining Life in Years	Aggregate Intrinsic Value (Millions)
Outstanding Stock Options				
Outstanding, January 1, 2018	318,016	$ 43.60	2.6	$ 5
Exercised	(4,607)	26.78		—
Outstanding, March 31, 2018	313,409	$ 43.84	2.1	$ 4

There have been no stock options granted since 2015. The total fair value of shares vested from options that were granted prior to 2015 was $0 million and $2 million for the periods ended March 31, 2018 and 2017, respectively.

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

	Three Months Ended March 31, 2018	
	Shares	Weighted Avg. Grant Date Fair Value
Nonvested Restricted Shares		
Nonvested balance at January 1, 2018	410,251	$ 49.95
Granted	17,440	55.05
Vested	(168,409)	47.08
Forfeited	(5,108)	48.68
Nonvested balance at March 31, 2018	254,174	$ 52.23

The fair value of restricted stock grants is usually equal to the average of the high and low trading price of our stock on the date of grant. As of March 31, 2018, 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 1.5 years. The total fair value of restricted shares vested was $8 million and $13 million at March 31, 2018 and 2017, respectively.

Share Repurchase Program — In January 2015, our Board of Directors approved a share repurchase program, authorizing our company to repurchase up to $350 million of our outstanding common stock over a three year period. In October 2015, our Board of Directors expanded this share repurchase program, authorizing the repurchase of an additional $200 million of the Company's outstanding common stock.

In February 2017, our Board of Directors authorized the repurchase of up to $400 million of the Company's outstanding common stock over the next three years. This includes $112 million that remained authorized under earlier repurchase programs. The Company anticipates acquiring the shares through open market or privately negotiated transactions, which will be funded through cash from operations. The repurchase program does not obligate the Company to repurchase shares within any specific time or situations, and opportunities in higher priority areas could affect the cadence of this program. We did not repurchase any shares through this program in the three months

ended March 31, 2018. Since we announced the share repurchase program in January 2015, we have repurchased 11.3 million shares for $607 million through March 31, 2018.

Treasury stock shares including repurchased shares were 14,592,888 shares at March 31, 2018 and December 31, 2017, respectively.

Dividends — On February 1, 2017, Tenneco announced the reinstatement of a quarterly dividend program under which we expect to pay quarterly dividends of $0.25 per share on our common stock, representing planned annual dividends of $1.00

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per share. In March 2017, we paid an initial quarterly dividend of $0.25 per share, or $13 million. In March 2018, we paid a quarterly dividend of $0.25 per share, or $13 million. While we currently expect that comparable quarterly cash dividends will continue to be paid in the future, our dividend program and the payment of future cash dividends under the program are subject to continued capital availability, the judgment of our Board of Directors and our continued compliance with the provisions pertaining to the payment of dividends under our debt agreements.
Long-Term Performance Units, Performance Share Units, Restricted Stock Units and SARs — Long-term performance units, restricted stock units granted prior to 2018 and SARs are paid in cash and recognized as a liability based upon their fair value. Performance share units and restricted stock units granted in 2018 onward are settled in shares upon vesting and recognized in equity based on their fair value. As of March 31, 2018, $35 million of total unrecognized compensation costs is expected to be recognized over a weighted-average period of approximately 2.2 years.

(10) Pension Plans, Postretirement and Other Employee Benefits
Net periodic pension costs and postretirement benefit costs consist of the following components:

	Three Months Ended March 31, 2018					
	Pension				Postretirement	
	2018		2017		2018	2017
	US	Foreign	US	Foreign	US	US
	(Millions)					
Service cost — benefits earned during the period	$—	$ 3	$—	$ 2	$ —	$ —
Interest cost (a)	3	3	3	3	2	1
Expected return on plan assets (a)	(4)	(5)	(4)	(4)	—	—
Net amortization:						
Actuarial loss (a)	1	2	1	2	1	1
Net pension and postretirement costs	$—	$ 3	$—	$ 3	$ 3	$ 2

(a) Recorded in other expense.

For the three months ended March 31, 2018, we made pension contributions of less than $1 million and $3 million for our domestic and foreign pension plans, respectively. Based on current actuarial estimates, we believe we will be required to contribute approximately $11 million for the remainder of 2018. Pension contributions beyond 2018 will be required, but those amounts will vary based upon many factors including, for example, the performance of our pension fund investments during 2018.
We made postretirement contributions of approximately $2 million during the first three months of 2018. Based on current actuarial estimates, we believe we will be required to contribute approximately $7 million for the remainder of 2018.
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.

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Amounts recognized for pension and postretirement benefits in other comprehensive income for the three months ended March 31, 2018 and 2017 include the following components:

	Three Months Ended March 31, 2018					
	2018			2017		
	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 actuarial loss included in net periodic pension and postretirement cost	4	(1)	3	4	(1)	3
Settlement charge (a)	—	—	—	6	(2)	4
Other comprehensive income – pension benefits	$4	$ (1)	$ 3	$10	$ (3)	$ 7

(a) Recorded in other expense.

(11) New Accounting Pronouncements

Adoption of New Accounting Standards

In March 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The new guidance improves the presentation of net periodic pension and postretirement benefit costs. We retrospectively adopted this standard in the first quarter of 2018. We recorded other pension and postretirement costs of $3 million in other expense for the three month period ended March 31, 2018. Prior to adoption, this amount would have been recorded in SG&A and cost of sales. Prior year amounts of $9 million have been reclassified from SG&A and cost of sales to other expense to conform to the current year presentation. Of the $9 million adjustment for the three month period ended March 31, 2017, $6 million was a non-cash charge related to a voluntary program to buy out active employees and retirees who had earned benefits in the U.S. pension plans.

In November 2016, the FASB issued Accounting Standard Update 2016-18, Statement of Cash Flows - Restricted Cash (Topic 230) to eliminate diversity in practice in the presentation of restricted cash and restricted cash equivalents in the statement of cash flows. We retrospectively adopted this standard in the first quarter of 2018 with no material impact.

In October 2016, the FASB issued Accounting Standard Update 2016-16, Income Taxes - Intra Entity Transfers of Assets Other Than Inventory (Topic 740). The new standard changes the accounting for income taxes when a company transfers certain tangible and intangible assets, such as equipment or intellectual property, between entities in different tax jurisdictions. The new standard does not change the current accounting for the income taxes related to transfers of inventory. We adopted this standard on January 1, 2018 using the modified retrospective method. The cumulative effect of the adoption was recognized as a decrease to retained earnings (accumulated deficit) of $2 million.

In August 2016, the FASB issued Accounting Standard Update 2016-15, Statement of Cash Flows - Classification of certain cash receipts and cash payments (Topic 230). This Update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. Current GAAP either is unclear or does not include specific guidance on the eight cash flow classification issues included in the amendments in this update. The amendments are an improvement to GAAP because they provide guidance for each of the eight issues, thereby reducing the current and potential future diversity in practice described above. We retrospectively adopted this standard in the first quarter of 2018. We recorded $34 million as an investing activity in the statement of cash flows for the cash we received to settle the deferred purchase price of factored receivables for the three month period ended March 31, 2018. Prior to

adoption, this amount would have been recorded as an operating activity in the statement of cash flows. The prior period amount of $22 million has been reclassified to conform to the current period presentation.

In May 2014, the FASB issued Accounting Standard Update 2014-09, Revenue from Contracts with Customers (Topic 606), an amendment on revenue recognition. The amendment in this update created Topic 606, Revenue from Contracts with Customers, and supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendment

supersedes the cost guidance in Subtopic 605-35, Revenue Recognition-Construction-Type and Production-Type Contracts, and created a new Subtopic 340-40, Other Assets and Deferred Costs-Contracts with Customers. The core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For public business entities, the standard is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We adopted ASC Topic 606 on January 1, 2018, using the modified retrospective method. The cumulative effect of the adoption was recognized as an increase to retained earnings (accumulated deficit) of $1 million on January 1, 2018. Please refer to Note 14 in our notes to consolidated financial statements for further discussion of the adoption of this standard.

Accounting Standards Issued But Not Yet Adopted

In February 2018, the FASB issued Accounting Standard Update 2018-02, Income Statement—Reporting Comprehensive Income (Topic 220). The amendments in this update allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendments allow for an election to eliminate the stranded tax effects resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users. However, because the amendments only relate to the reclassification of the income tax effects of the Tax Cuts and Jobs Act, the underlying guidance that requires the effect of a change in tax laws or rates be included in income from continuing operations is not affected. The amendments in this update also require certain disclosures about stranded tax effects. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. We are currently evaluating the potential impact of this new guidance on the Company's consolidated financial statements.

In February 2016, the FASB issued Accounting Standard Update 2016-02, Leases (Topic 842). This update supersedes the lease requirements in Topic 840, Leases. The objective of Topic 842 is to establish the principles that lessees and lessors shall apply to report useful information to users of financial statements about the amount, timing, and uncertainty of cash flow arising from a lease. For public business entities, the standard is effective for financial statements issued for annual periods beginning after December 15, 2018, and interim periods within those annual periods. We will adopt this amendment on January 1, 2019. We are currently evaluating the potential impact of this new guidance on our consolidated financial statements.

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(12) Segment Information
In connection with the reportable segment changes announced on April 27, 2018, effective for the first quarter of 2018, the Company's reportable segments for financial reporting purposes consist of the following three segments: Clean Air, Ride Performance and Aftermarket. The new reportable segments, which are also the Company's operating segments, align with how the Chief Operating Decision Maker allocates resources and assesses performance against the Company's key growth strategies. Costs related to other business activities, primarily corporate headquarter functions, are disclosed separately from the three 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 retrospectively revised to reflect our new reporting segments. These changes also resulted in changes to the Company's reporting units. The Company allocated goodwill to its new reporting units using a relative fair value approach. In addition, the Company completed an assessment of any potential goodwill impairment for all reporting units immediately before and immediately after the reallocation and determined that no impairment existed.
The following table summarizes certain Tenneco Inc. segment information:

	Segments						
	Clean Air	Ride Performance	Aftermarket	Total	Other	Reclass & Elims	Total
At March 31, 2018 and for the Three Months Ended March 31, 2018							
Revenues from external customers	$1,756	$ 513	$ 305	$2,574	$ —	$ —	$2,574
Intersegment revenues	15	15	10	40	—	(40)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	119	8	35	162	(45)	—	117
Total assets	3,095	1,152	861	5,108	—	58	5,166
At March 31, 2017 and for the Three Months Ended March 31, 2017							
Revenues from external customers	1,555	428	309	2,292	—	—	2,292
Intersegment revenues	25	15	11	51	—	(51)	—
EBIT, Earnings (loss) before interest expense, income taxes, and noncontrolling interests	94	27	42	163	(42)	—	121
Total assets	2,809	1,013	785	4,607	—	35	4,642

(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 2024 and 2026 on a joint and several basis. 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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STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended March 31, 2018				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
Revenues					
Net sales and operating revenues —					
External	$1,032	$ 1,542	$ —	$ —	$ 2,574
Affiliated companies	123	156	—	(279)	—
	1,155	1,698	—	(279)	2,574
Costs and expenses					
Cost of sales (exclusive of depreciation and amortization shown below)	1,008	1,469	—	(279)	2,198
Engineering, research, and development	18	23	—	—	41
Selling, general, and administrative	74	79	—	—	153
Depreciation and amortization of other intangibles	22	37	—	—	59
	1,122	1,608	—	(279)	2,451
Other income (expense)					
Loss on sale of receivables	(2)	(1)	—	—	(3)
Other income (expense)	(12)	9	—	—	(3)
	(14)	8	—	—	(6)
Earnings (loss) before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	19	98	—	—	117
Interest expense —					
External (net of interest capitalized)	8	2	10	—	20
Affiliated companies (net of interest income)	(3)	—	3	—	—
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	14	96	(13)	—	97
Income tax (benefit) expense	1	24	—	—	25
Equity in net income (loss) from affiliated companies	45		71	(116)	—
Net income (loss)	58	72	58	(116)	72
Less: Net income attributable to noncontrolling interests	—	14	—	—	14
Net income (loss) attributable to Tenneco Inc.	$58	$ 58	$ 58	$ (116)	$ 58
Comprehensive income (loss) attributable to Tenneco Inc.	$58	$ 58	$ 80	$ (116)	$ 80

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STATEMENT OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended March 31, 2017				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
Revenues					
Net sales and operating revenues —					
External	$1,018	$ 1,274	$ —	$ —	$ 2,292
Affiliated companies	144	182	—	(326)	—
	1,162	1,456	—	(326)	2,292
Costs and expenses					
Cost of sales (exclusive of depreciation and amortization shown below)	992	1,263	—	(326)	1,929
Engineering, research, and development	20	19	—	—	39
Selling, general, and administrative	68	73	—	—	141
Depreciation and amortization of other intangibles	21	31	—	—	52
	1,101	1,386	—	(326)	2,161
Other income (expense)					
Loss on sale of receivables	—	(1)	—	—	(1)
Other income (expense)	(17)	8	—	—	(9)
	(17)	7	—	—	(10)
Earnings (loss) before interest expense, income taxes, noncontrolling interests, and equity in net income from affiliated companies	44	77	—	—	121
Interest expense —					
External (net of interest capitalized)	(1)	—	16	—	15
Affiliated companies (net of interest income)	(3)	1	2	—	—
Earnings (loss) before income taxes, noncontrolling interests, and equity in net income from affiliated companies	48	76	(18)	—	106
Income tax expense	8	25	—	—	33
Equity in net income (loss) from affiliated companies	27	—	77	(104)	—
Net income (loss)	67	51	59	(104)	73
Less: Net income attributable to noncontrolling interests	—	14	—	—	14
Net income (loss) attributable to Tenneco Inc.	$67	$ 37	$ 59	$ (104)	$ 59
Comprehensive income (loss) attributable to Tenneco Inc.	$67	$ 37	$ 87	$ (104)	$ 87

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BALANCE SHEET

	March 31, 2018				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
ASSETS					
Current assets:					
Cash and cash equivalents	$5	$ 283	$ —	$—	$ 288
Restricted cash		2	—	—	2
Receivables, net	465	1,648	—	(589)	1,524
Inventories	387	524	—	—	911
Prepayments and other	115	225	—	—	340
Total current assets	972	2,682	—	(589)	3,065
Other assets:					
Investment in affiliated companies	1,417	—	1,346	(2,763)	—
Notes and advances receivable from affiliates	792	19,712	3,960	(24,464)	—
Long-term receivables, net	9	1	—	—	10
Goodwill	22	27	—	—	49
Intangibles, net	5	17	—	—	22
Deferred income taxes	162	44		—	206
Other	66	88	—	—	154
	2,473	19,889	5,306	(27,227)	441
Plant, property, and equipment, at cost	1,512	2,599	—	—	4,111
Less — Accumulated depreciation and amortization	(950)	(1,501)	—	—	(2,451)
	562	1,098	—	—	1,660
Total assets	$4,007	$ 23,669	$ 5,306	$(27,816)	$ 5,166
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Short-term debt (including current maturities of long-term debt)					
Short-term debt — non-affiliated	$—	$ 49	$ 15	$—	$ 64
Short-term debt — affiliated	316	154	—	(470)	—
Accounts payable	713	1,310	—	(115)	1,908
Accrued taxes	7	36	—	—	43
Other	202	222	9	(4)	429
Total current liabilities	1,238	1,771	24	(589)	2,444
Long-term debt — non-affiliated	694	11	715	—	1,420
Long-term debt — affiliated	1,092	19,570	3,802	(24,464)	—
Deferred income taxes	—	12	—	—	12
Pension and postretirement benefits and other liabilities	290	125	—	—	415
Commitments and contingencies					
Total liabilities	3,314	21,489	4,541	(25,053)	4,291
Redeemable noncontrolling interests	—	50	—	—	50
Tenneco Inc. shareholders' equity	693	2,070	765	(2,763)	765
Noncontrolling interests	—	60	—	—	60

Total equity	693	2,130	765	(2,763)	825
Total liabilities, redeemable noncontrolling interests and equity	$4,007	$ 23,669	$ 5,306	$(27,816)	$ 5,166

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BALANCE SHEET

	December 31, 2017				
	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Tenneco Inc. (Parent Company)	Reclass & Elims	Consolidated
	(Millions)				
ASSETS					
Current assets:					
Cash and cash equivalents	$7	$ 308	$ —	$ —	$ 315
Restricted cash	—	3	—	—	3
Receivables, net	402	1,567	—	(648)	1,321
Inventories	383	486	—	—	869