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This Instrument was prepared
by, and after recording, should
be returned to:

David B. Yelin, Esq.
Jenner & Block
One IBM Plaza
330 North Wabash Avenue
Chicago, Illinois 60611
(312) 923-2669

FILE COPY

Above Space For Recorder's Use Only

QUIT CLAIM DEED

THIS QUIT CLAIM DEED is made on this 10th day of August, 1999 by TENNECO AUTOMOTIVE INC., a Delaware corporation, on behalf of itself and its WALKER MANUFACTURING division ("**Grantor**"), having an address of 500 North Field Drive, Lake Forest, Illinois 60045, to TENNECO AUTOMOTIVE INC., a Delaware corporation ("**Grantee**"), pursuant to the requirements of that certain Agreed Order entered on June 1, 1999 as Case No. 3842-99 before the Mississippi Commission on Environmental Quality (referred to herein as the "**Agreed Order**") between Grantor and the Mississippi Commission on Environmental Quality.

R E C I T A L S:

WHEREAS, the Agreed Order relates to that certain Remedial Action Plan dated August, 1998 (referred to herein as the "**Remedial Action Plan**") approved by the Mississippi Department of Environmental Quality (referred to herein as the "**MDEQ**") for the real property described below (referred to herein as the "**Tenneco Site**");

WHEREAS, the Agreed Order requires that Grantor execute a deed to itself containing as covenants certain requirements set forth in the Agreed Order, which covenants shall run with the land and be enforceable against any subsequent purchaser or grantee of the Tenneco Site;

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and agreed, TENNECO AUTOMOTIVE INC., a Delaware corporation, on behalf of itself and its WALKER MANUFACTURING division, having an address of 500 North Field Drive, Lake Forest, Illinois 60045, does hereby SELL, CONVEY and QUIT-CLAIM unto TENNECO AUTOMOTIVE INC., a Delaware corporation, the following described tract, piece or parcel of property, located and situated in Monroe County, Mississippi, as per plat attached hereto as Exhibit A, and more particularly described as follows, to-wit:

COMMENCING at the Southeast Corner of the Bourland Addition in Block "I" in that part of the City of Aberdeen, Monroe County, Mississippi known as "New Aberdeen", a plat of said Bourland Addition being found of record in Plat Book 1 at page 119 in the Office of the Chancery Clerk of Monroe County, Mississippi and run thence West-263.90' along the South Line of said Bourland Addition to a point; run thence South-8.80' to a point; run thence South 87°27' West-350.60' along a fence to the point of beginning. Run thence South 01°27' East-806.33' to a point; run thence South 89°13' West-671.53' to a point; run thence North 01°27' West-785.73' to a point in a fence; run thence North 87°28' East-671.55' along said fence to the point of beginning. Said property being located in Blocks "H", "I" and "J" in that part of the City of Aberdeen, Monroe County, Mississippi known as "New Aberdeen" and containing 12.27 acres, more or less.

Grantee and its successors and assigns, shall advise and obtain approval from the MDEQ prior to conveyance of any property interest involving the Tenneco Site. Grantee and its successors and assigns also shall advise any potential purchasers/grantees of the Tenneco Site that a purchaser/grantee of the Tenneco Site will be required to enter into an Agreed Order with the MDEQ stating that prior to any construction, excavation, or drilling on the Premises (which invades the surface of the soil and/or the groundwater and/or interferes with any activity contemplated by the Remedial Action Plan) or change in its use, including, but not limited to, for commercial, residential, industrial, recreational, educational, agricultural or any other use of the Tenneco Site by Grantee or any subsequent purchaser/grantee, that notice must be given to and approval obtained from MDEQ.


Grantee shall be responsible for performing all operation and maintenance activities required by the MDEQ upon completion of the Remedial Action Plan as approved by MDEQ, including, but not limited to, monitoring, cap maintenance, erosion control, sign maintenance, etc.

The covenants hereinabove set forth shall be covenants which shall run with the land and be enforceable against any subsequent purchaser/grantee of the Tenneco Site. Grantee shall include in any deed and/or other instrument of conveyance to a subsequent purchaser/grantee of the Tenneco Site the requirement regarding MDEQ approval prior to any change in use and the obligation to operate and maintain the Tenneco Site as set forth hereinabove.

This conveyance is made subject to the reservation of any and all oil, gas and mineral rights by prior owner and further made subject to any and all covenants, easements and restrictions of record.

IN WITNESS WHEREOF, said Grantor has caused its name to be signed to these presents by its _____ President and attested to by its _____ Secretary, the day and year first above written.

TENNECO AUTOMOTIVE INC.,
a Delaware corporation

By: 
Name: MARK A. MCCOLLUM
Title: Senior V.P. & CFO

ATTEST:

By: _____
Name: _____
Its: _____ Secretary

GRANTOR'S NAME, ADDRESS
AND TELEPHONE NUMBER:

Tenneco Automotive Inc.
500 North Field Drive
Lake Forest, Illinois 60045
(847) 482-2000

GRANTEE'S NAME, ADDRESS
AND TELEPHONE NUMBER:

Tenneco Automotive Inc.
500 North Field Drive
Lake Forest, Illinois 60045
(847) 482-2000

INDEXING INSTRUCTIONS:

The Northeast Quarter of the Southwest Quarter of
Section 34, Township 14 South, Range 7 East,
Monroe County, Mississippi.



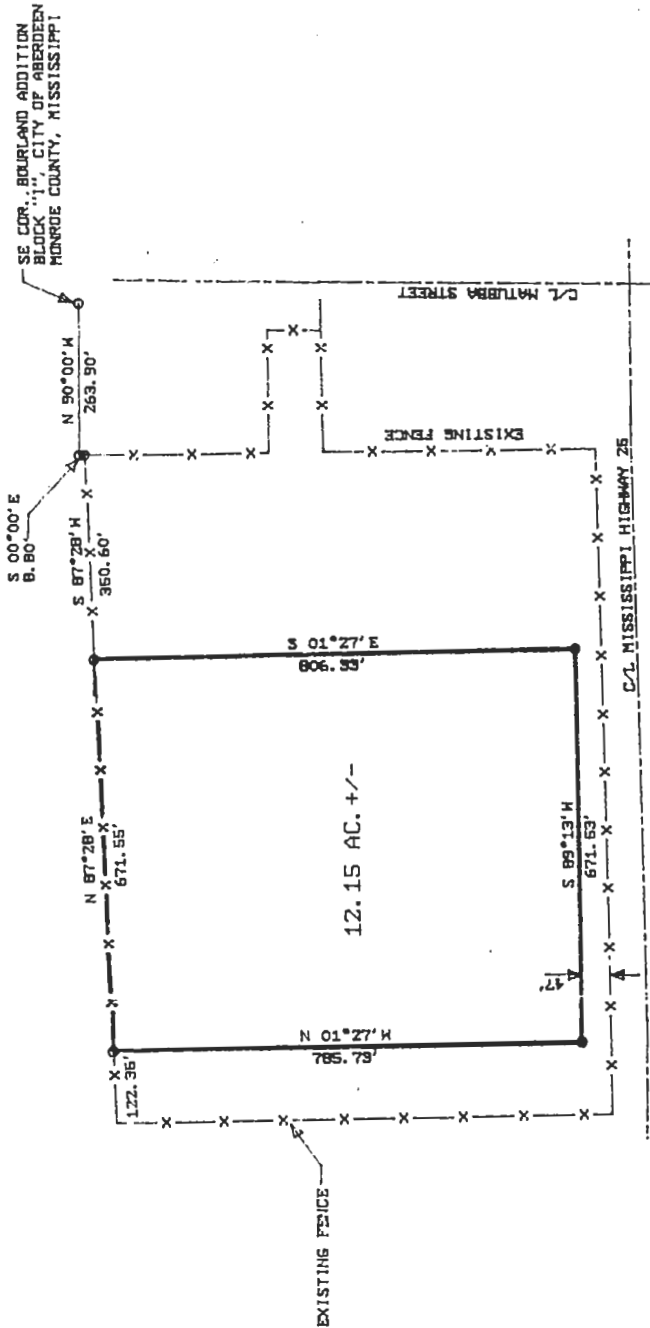
END.I.P. = INDICATES IRON PIN FOUND
SET I.P. = INDICATES 1/2"x 18" REBAR
N.I.R. = INDICATES NAIL IN ROAD



DATE OF FIELD SURVEY - JUNE 8, 1999

CONTINENTAL ENGINEERING SERVICE
ABERDEEN, MISSISSIPPI 39730 - PH.369-8944

SCALE	1" = 200'	LOCATION	12.27 AC. +/- BLOCKS H, I AND J
DATE	6/9/99		'NEW ABERDEEN'
CLASS	'B'		MONROE COUNTY, MISSISSIPPI
TITLE	WALKER MANUFACTURING INC.		
FILE NO.	AB950614		



Meridian established by the
orientation of the plat of the
Bourland Addition.

LLEGAL DESCRIPTION
COMMENCING at the Southeast Corner of the Bourland Addition in Block 'I' in that part of the City of Aberdeen, Monroe County, Mississippi known as 'New Aberdeen', a plat of said Bourland Addition being found of record in Plat Book 1 at page 115 in the Office of the County Clerk of Monroe County, Mississippi and run thence thence West-263.30' along the South Line of said Bourland Addition to a point; run thence South-360.60' to a point; run thence South-87°28' East-671.55' to a point; run thence South-01°27' East-806.93' to a point; run thence North-01°27' West-785.73' to a point; run thence North-89°13' West-671.63' to a point; run thence North-87°28' East-671.55' along said fence to the point of beginning. Said property being located in Blocks 'H', 'I', and 'J' in that part of the City of Aberdeen, Monroe County, Mississippi known as 'New Aberdeen' and containing 12.27 acres, more or less.

INDEXING INSTRUCTIONS: The Northeast Quarter of the Southwest Quarter of Section 34, Township 14 South, Range 7 East, Monroe County, Mississippi.

STATE OF ILLINOIS

)

) SS.

COUNTY OF LAKE

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Personally appeared before me, the undersigned authority in and for the said county and state, on this 11 day of April, 1999 within my jurisdiction, the within named MARK A. McCOLLUM (name) who acknowledged that he is Senior Vice President of Tenneco Automotive Inc., a Delaware corporation, and the within named James E. Smith (name), who acknowledged that he/she is the Assistant Secretary Secretary of said corporation, and such that for and on behalf of the said corporation and as its act and deed, they executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Sworn to and subscribed before me, this the 19th day of August, 1999.

Peta. F. Walsh

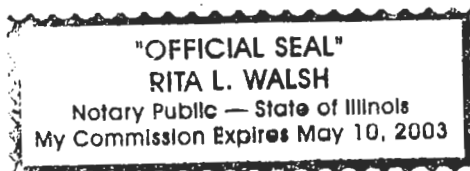
Notary Public

Name: ROSA L. WALSH

My commission expires:

May 10, 2002

[SEAL]



99005279

STATE OF ...

'03 AUG 16 AM 11 50

BOOK NO. 431 - 105-222

11-11

Fula M. Hallingsworth

Exhibit A

Legal Description of Tenneco Site

COMMENCING at the Southeast Corner of the Bourland Addition in Block "I" in that part of the City of Aberdeen, Monroe County, Mississippi known as "New Aberdeen", a plat of said Bourland Addition being found of record in Plat Book 1 at page 119 in the Office of the Chancery Clerk of Monroe County, Mississippi and run thence West-263.90' along the South Line of said Bourland Addition to a point; run thence South-8.80' to a point; run thence South 87°27' West-350.60' along a fence to the point of beginning. Run thence South 01°27' East-806.33' to a point; run thence South 89°13' West-671.53' to a point; run thence North 01°27' West-785.73' to a point in a fence; run thence North 87°28' East-671.55' along said fence to the point of beginning. Said property being located in Blocks "H", "I" and "J" in that part of the City of Aberdeen, Monroe County, Mississippi known as "New Aberdeen" and containing 12.27 acres, more or less.

INDEXING INSTRUCTIONS: The Northeast Quarter of the Southwest Quarter of Section 34, Township 14 South, Range 7 East, Monroe County, Mississippi.

99005280

STATE OF MISSISSIPPI
COUNTY OF MONROE
I HEREBY CERTIFY THE WITHIN
IS FILED AND RECORDED

199 AUG 16 AM 11 51

PLAT BOOK NO 431 PAGE 227
R. BOOZER CHANCERY CLERK

Jula M. Hollingsworth