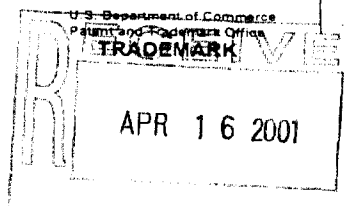


04-25-2001



101686149



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies):

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year _____

Change of Name

Other _____

MAILED
4.16.01

Conveying Party

Mark if additional names of conveying parties attached

Name Tenneco Packaging Specialty and Consumer Products Inc.

Execution Date
Month Day Year
10/29/1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

75384002

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Tenneco Packaging Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1900 West Field Court

Address (line 2) _____

Address (line 3) Lake Forest IL 60045
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

04/26/2001 LMUELLER 00000073 75384002

01 FC:481 40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ronald B. Coolley
Name of Person Signing

Ronald B. Coolley
Signature

4/10/01
Date Signed

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ronald B. Coolley
Name of Person Signing

Ronald B. Coolley
Signature

4/10/01
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



2550765 8100

001207455

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0412553

DATE: 05-01-00

TRADEMARK

REEL: 002279 FRAME: 0237

CERTIFICATE OF MERGER

OF

TENNESCO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.

WITH AND INTO

TENNESCO PACKAGING INC.

(Under Section 251 of the General
Corporation Law of the State of Delaware)

Tenneco Packaging Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

(a) Tenneco Packaging Specialty and Consumer Products Inc., a Delaware corporation ("Specialty"); and

(b) Tenneco Packaging Inc., a Delaware corporation ("TPI").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of October 29, 1999, between TPI and Specialty has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and Section 228 by the written consent of their respective sole stockholder) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Tenneco Packaging Inc. (the "Surviving Corporation").

4. The Certificate of Incorporation of TPI as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation

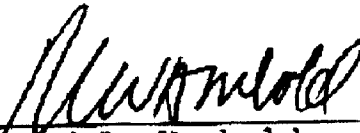
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1900 West Field Court, Lake Forest, Illinois 60045.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. This Certificate of Merger, and the merger effected hereby, shall become effective as of the close of business on October 29, 1999.

IN WITNESS WHEREOF, Tenneco Packaging Inc. has caused this certificate to be signed as of the 29th day of October, 1999.

TENNECO PACKAGING INC.

By: 
Richard L. Wambold
President