

02-05-2003



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): TENNECO FOAM PRODUCTS COMPANY
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.
Address: 1900 West Field Court
City: Lake Forest State: IL Zip: 60045

3. Nature of conveyance: Merger
Execution Date: July 1, 1998

4. Application number(s) or registration number(s)
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2038551

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Janet Garetto
Internal Address: Jenkins & Gilchrist
Street Address: 225 W. Washington St., Suite 2600
City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40.00
8. Deposit account number: 10-0447

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9. 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.
Janet Miller
Signature: Janet L. Miller
Date: January 27, 2003

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

02/04/2003 TDIAZ1 00000143 2038551 01 FC:8521 40.00 OP

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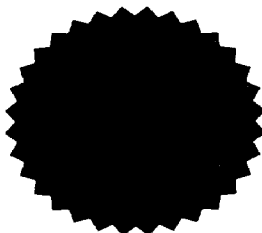
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TENNECO FOAM PRODUCTS COMPANY", A DELAWARE CORPORATION, WITH AND INTO "TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC." UNDER THE NAME OF "TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1796182

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DATE: 05-24-02

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**CERTIFICATE OF  
OWNERSHIP AND MERGER MERGING  
TENNECO FOAM PRODUCTS COMPANY  
INTO AND WITH  
TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.**

**TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:**

**FIRST: That it is the owner of all the issued and outstanding stock of TENNECO FOAM PRODUCTS COMPANY, a Delaware corporation, incorporated on May 21, 1974.**

**SECOND: That, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC., by unanimous written consent dated the 1st day of July, 1998, adopted the following resolutions to merge TENNECO FOAM PRODUCTS COMPANY into and with TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.:**

**RESOLVED, that the Company merge into itself and it hereby does merge into itself its wholly-owned subsidiary TENNECO FOAM PRODUCTS COMPANY and assume all of said corporation's liabilities and obligations; and it is further**

**RESOLVED, that the proper officers of the Company be, and they hereby are, authorized, empowered and directed to execute, under the corporate seal of the Company, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said TENNECO FOAM PRODUCTS COMPANY into the Company, pursuant to which the Company will assume all of the liabilities and obligations of the said TENNECO**

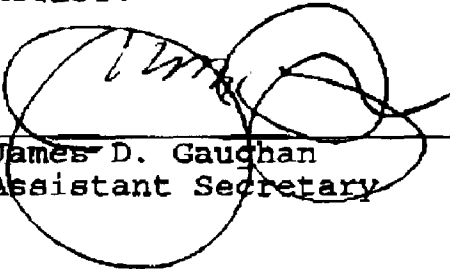
FOAM PRODUCTS COMPANY, and to cause the same to be filed, in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Robert G. Simpson, its Vice President, and James D. Gaughan, its Assistant Secretary, as of July 1, 1998.

TENNECO PACKAGING SPECIALTY AND  
CONSUMER PRODUCTS INC.

BY: Robert G. Simpson  
Robert G. Simpson, Vice President

ATTEST:

  
James D. Gaughan  
Assistant Secretary