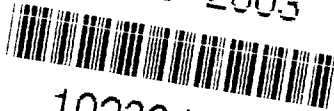


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): 3-17-03 TENNECO FOAM PRODUCTS COMPANY

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

- Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: July 1, 1998

2. Name and address of receiving party(ies) Name: Tenneco Packaging Specialty Internal and Consumer Products Inc. Address:

Street Address: 1900 West Field Court City: Lake Forest State: IL Zip: 60045

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1229910

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Janet M. Garetto Internal Address: Jenkins & Gilchrist Street Address: 225 W. Washington Street 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

- Enclosed Authorized to be charged to deposit account If check is missing or not enough

8. Deposit account number: 10-0447

DO NOT USE THIS SPACE

9. Signature. Janet L. Miller Name of Person Signing

Signature: Janet L. Miller Date: March 7, 2002

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

FINANCE SECTION 03 17 AM 8:59

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

TRADEMARK REEL: 002694 FRAME: 0548

Office of the Secretary of State

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 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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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981256435

AUTHENTICATION:

9174315

DATE:

07-01-98

TRADEMARK

REEL: 002694 FRAME: 0549

BY LAWS

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

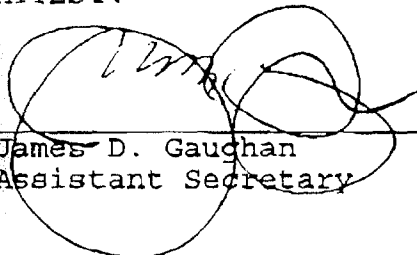
FOAM PRODUCTS COMPANY, and to cause the same to be filed, in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

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, Vice President

ATTEST:


James D. Gaughan
Assistant Secretary