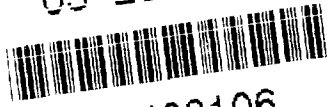


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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

WRD 3/24/03

1. Name of conveying party(ies):
TENNECO PACKAGING INC.

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

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

2. Name and address of receiving party(ies)
Name: **PACTIV CORPORATION**
Internal
Address: _____

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 4, 1999**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) **0747135**

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: **JENKENS & GILCHRIST**

Street Address: **225 West 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**
 Enclosed
 Authorized to be charged to deposit account
Only if check missing

8. Deposit account number:
10-0447

DO NOT USE THIS SPACE

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

Janet L. Miller
Signature

March 17, 2003
Date

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

03/27/2003 LJMELLER 00000144 0747135
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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

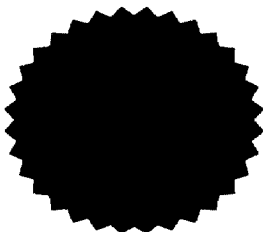
TRADEMARK
REEL: 002701 FRAME: 0476

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 AMENDMENT OF "TENNECO PACKAGING INC.", CHANGING ITS NAME FROM "TENNECO PACKAGING INC." TO "PACTIV CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 4:01 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2182402

0624402 8100

030001805

DATE: 01-02-03

TRADEMARK
REEL: 002701 FRAME: 0477

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
TENNECO PACKAGING INC.

Tenneco Packaging Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST thereof and inserting the following in lieu thereof:

"FIRST. The name of the Corporation is Pactiv Corporation."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.


3. This Certificate of Amendment, and the amendment effected hereby, shall become effective at 4:01 p.m., Eastern Standard Time, on November 4, 1999.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 11/04/1999
991468609 - 0624402

IN WITNESS WHEREOF, Tenneco Packaging Inc. has caused this Certificate to be executed by its duly authorized officer, on this 4th day of November, 1999.

TENNECO PACKAGING INC.

By: _____


Richard L. Wambold
President