

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tenneco Foam Products Company		07/01/1998	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Tenneco Packaging Specialty And Consumer Products Inc.
Street Address:	1900 West Field Court
City:	Lake Forest
State/Country:	ILLINOIS
Postal Code:	60045
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2161198	

CORRESPONDENCE DATA

Fax Number: (312)425-3909
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 425-8514
 Email: jlmiller@jenkens.com
 Correspondent Name: Janet M. Garetto
 Address Line 1: 225 W. Washington Street, Suite 2600
 Address Line 2: Jenkins & Gilchrist
 Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Janet M. Garetto
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Total Attachments: 3
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Delaware

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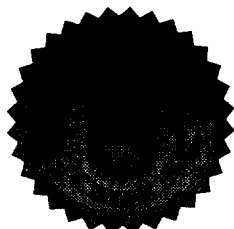
The First State

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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2966635

DATE: 03-03-04

TRADEMARK
REEL: 002863 FRAME: 0127

**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

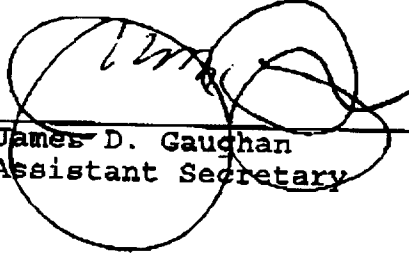
FOAM PRODUCTS COMPANY, and to cause the same to be filed, in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

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