

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 Packaging Specialty And Consumer Products Inc.		10/29/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Tenneco Packaging 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
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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
---------------------------	------------------

Total Attachments: 3 source=Specialty_1_1#page1.tif source=Specialty_1_2#page1.tif source=Specialty_1_3#page1.tif

CH \$40.00 2161198

Delaware

PAGE 1

The First State

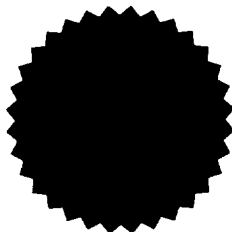
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "TENNECO PACKAGING INC." UNDER THE NAME OF "TENNECO PACKAGING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

0624402 8100M

030001805



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2182412

DATE: 01-02-03

TRADEMARK

REEL: 002863 FRAME: 0135

CERTIFICATE OF MERGER

OF

TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.

WITH AND INTO

TENNECO 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