

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 18 1997 8:00am
Secretary of State**

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # P01466 (2)
 1. Corporation Name
TENNECO PACKAGING INC.



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| Principal Place of Business 1603 ORRINGTON AVE TAX-15 EVANSTON IL 60201 US | Mailing Address 1209 ORANGE ST TAX-15 WILMINGTON DE 19001-1120 US |
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|--------------------------------|----|---------------------|----|---|------------------------------------|--|-------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 04/02/1984 | | 3a. Date of Last Report 04/05/1996 | |
| 21 | 22 | | 26 | | 4. FEI Number 36-2552989 | | Applied For Not Applicable |
| Suite, Apt. #, etc. | | ATTN: TAX DEPT. | | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| City & State | | City & State | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 23 | | 28 | | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| Zip | | Country | | 29 | | 30 | |
| 24 | | 25 | | 29 | | 30 | |
| 7381 | | USA | | | | | |

| | | | | | | | |
|---|--|--|--|---|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 19801 | | | | 81 Name | | | |
| | | | | 82 Street Address (P.O. Box Number is Not Acceptable) | | | |
| | | | | 83 | | | |
| | | | | 84 City | | | |
| | | | | FL | | | |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | PD <input type="checkbox"/> DELETE | 1.1 TITLE | P/CEO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | STECKO, PAUL T | 1.2 NAME | STECKO, PAUL T. |
| STREET ADDRESS | 1603 ORRINGTON AVE. | 1.3 STREET ADDRESS | 23 SANDPIPER LANE |
| CITY-ST-ZIP | EVANSTON IL | 1.4 CITY-ST-ZIP | LAKE FOREST, IL 60045 |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BLAKELY, R. T. | 2.2 NAME | BLAKELY, ROBERT T. |
| STREET ADDRESS | 1603 ORRINGTON AVE. | 2.3 STREET ADDRESS | 89 VALLEY DRIVE |
| CITY-ST-ZIP | EVANSTON IL | 2.4 CITY-ST-ZIP | GREENWICH, CT 06831 |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | D/C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MEAD, DANA G. | 3.2 NAME | MEAD, DANA G. |
| STREET ADDRESS | TENNECO BUILDING | 3.3 STREET ADDRESS | 14 FAIRWAY LANE |
| CITY-ST-ZIP | HOUSTON TX | 3.4 CITY-ST-ZIP | GREENWICH, CT 06831 |
| TITLE | SVP <input type="checkbox"/> DELETE | 4.1 TITLE | EVP/GM <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HARLOW, R.D. | 4.2 NAME | HARLOW, ROBERT D. |
| STREET ADDRESS | 1603 ORRINGTON AVE. | 4.3 STREET ADDRESS | 1511 WHITE OAK RD. |
| CITY-ST-ZIP | EVANSTON IL | 4.4 CITY-ST-ZIP | LAKE FOREST, IL 60045 |
| TITLE | S <input type="checkbox"/> DELETE | 5.1 TITLE | VP/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | STEWART, K. A. | 5.2 NAME | STEWART, KARL A. |
| STREET ADDRESS | 1603 ORRINGTON AVE. | 5.3 STREET ADDRESS | 107 PERKINS ROAD |
| CITY-ST-ZIP | EVANSTON IL | 5.4 CITY-ST-ZIP | GREENWICH, CT 06830 |
| TITLE | T <input type="checkbox"/> DELETE | 6.1 TITLE | VP/C/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LEFEVRE, SUZANNE M | 6.2 NAME | LEFEVRE, SUZANNE M. |
| STREET ADDRESS | 1603 ORRINGTON AVE | 6.3 STREET ADDRESS | 1019 DOBSON STREET |
| CITY-ST-ZIP | EVANSTON IL | 6.4 CITY-ST-ZIP | EVANSTON, IL 60202 |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  ROBERT G. SIMPSON APR 10 1997 281/539-6961

CR2E034 (9/96)

TENNECO PACKAGING INC.

Corporate Street Address: 1603 Orrington Ave., Evanston, IL 60204

Corporate Mailing Address: 1603 Orrington Ave., Evanston, IL 60204

All Directors' & Officers' business addresses are the same as corporate street and mailing addresses

DIRECTORS

| <u>Name</u> | <u>Address</u> | <u>Social Security #</u> |
|-------------------|--|--------------------------|
| Robert T. Blakely | 89 Valley Drive, Greenwich, CT 06831 | 186-32-8311 |
| Dana G. Mead | 14 Fairway Lane, Greenwich, CT 06831 | 347-26-4370 |
| Paul T. Stecko | 23 Sandpiper Lane, Lake Forest, IL 60045 | 209-34-9365 |

OFFICERS

| <u>Name</u> | <u>Position</u> | <u>Address</u> | <u>Social Security #</u> |
|------------------------|--|---|--------------------------|
| Dana G. Mead | Chairman of the Board | 14 Fairway Lane, Greenwich, CT 06831 | 347-26-4370 |
| Paul T. Stecko | President and Chief Executive Officer | 23 Sandpiper Lane, Lake Forest, IL 60045 | 209-34-9365 |
| Robert D. Harlow | Executive Vice President and General Manager, Container-board, Paperboard and Folding Carton Business Unit and Corporate Engineering | 1511 White Oak Rd., Lake Forest, IL 60045 | 485-40-8547 |
| William J. Sweeney | Executive Vice President-Correlated Products and General Manager, Corrugated Products | 3719 Maple Avenue, Terre Haute, IN 47804 | 089-32-7900 |
| Richard L. Wambold | Executive Vice President - Specialty and Consumer and General Manager, Specialty Products | 533 Pine Lane, Lake Forest, IL 60045 | 463-94-7270 |
| Robert L. Cauffman | Vice President and General Manager - Consumer Products | 73 Old Stonefield Way, Pittsford, NY 14534 | 025-42-1263 |
| J. Matthew Davidson | Vice President | 400 N. Washington Road, Lake Forest, IL 60045 | 542-58-7635 |
| James V. Faulkner, Jr. | Vice President, General Counsel and Assistant Secretary | 208 Kensington Court, Houston, TX 77024 | 113-34-0054 |

TENNECO PACKAGING INC.
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|--------------------|--|--|-------------|
| Paul J. Griswold | Vice President and General Manager - International Operations | 11 E. Pembroke Dr., Lake Forest, IL 60045 | 147-46-0352 |
| H. William Haser | Vice President - Information Technology Services and Chief Information Officer | 1455 Lawrence Avenue, Lake Forest, IL 60045 | 320-54-9745 |
| Suzanne M. Lefevre | Vice President, Corporate Controller and Treasurer | 1019 Dobson Street, Evanston, IL 60202 | 569-08-9885 |
| Thomas K. Linton | Vice President and General Manager - Folding Cartons | 6555 Donnegal Ct. S.E., Grand Rapids, MI 49546 | 368-58-9355 |
| Sarilee K. Norton | Vice President - Quality Management and Strategy | 212 Brampton Lane, Lake Forest, IL 60045 | 096-40-8260 |
| Karen R. Osar | Vice President and Assistant Treasurer | 70 Aviemore Drive, New Rochelle, NY 10804 | 018-44-3922 |
| Robert A. Page | Vice President and Chief Financial Officer | 1124 Loyola, Libertyville, IL 60048 | 456-94-5027 |
| John Potempa | Vice President - Employee Relations and Administration | 121 W. 4th St., Hinsdale, IL 60521 | 338-38-3135 |
| John N. Schwab | Vice President - Market Development | 860 Valley Road, Lake Forest, IL 60045 | 352-38-9365 |
| Anil Sethy | Vice President - Corporate Engineering | 3932 Miller Drive, Glenview, IL 60025 | 105-48-2635 |
| Robert G. Simpson | Vice President and Assistant Secretary | 5627 Palisade Falls, Kingwood, TX 77345 | 359-44-0711 |
| Bryan Sorensen | Vice President - Corporate Project Engineering | 33927 N. Shawnee Ave., Gages Lake, IL 60030 | 469-58-0202 |
| Karl A. Stewart | Vice President and Secretary | 107 Perkins Road, Greenwich, CT 06830 | 450-68-4329 |
| Richard B. West | Vice President - Finance | 1136 Crestwood, Northbrook, IL 60062 | 417-78-5078 |
| Stephen T. Auburn | Assistant Secretary | 1119 Lake Street, Evanston, IL 60201 | 059-40-4757 |
| Jay S. Barnes | Assistant Secretary | 3414 Woodlands Circle, Macedon, NY 14502 | 083-52-4134 |
| Lynn J. Carter | Assistant Secretary | 6153 North Kilbourn Ave., Chicago, IL 60646 | 342-42-7578 |
| James D. Gaughan | Assistant Secretary | 143 Old Stamford Road, New Canaan, CT 06840 | 460-92-7783 |
| Bert F. Neece | Assistant Secretary | 5907 Rocky Brook, Kingwood, TX 77345 | 327-40-9245 |
| John R. Olsen | Assistant Secretary | 5637 No Mango, Chicago, IL 60646 | 519-62-1536 |
| Paul D. Novas | Assistant Treasurer | 53 Canoe Hill Road, New Canaan, CT 06840 | 001-58-2742 |
| Michele A. Wartell | Assistant Controller | 337 Latrobe, Northfield, IL 60093 | 336-42-7281 |