

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

FILED
Apr 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P01466 (2)
 1. Corporation Name
TENNECO PACKAGING INC.



Principal Place of Business 1603 ORRINGTON AVE TAX-15 EVANSTON IL 60201 US	Mailing Address 6401 NEW TRAILS DRIVE ATTN TAX DEPT THE WOODLANDS TX 77381 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/02/1984	
4. FEI Number 36-2552989	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 1900 West Field Court Suite, Apt. #, etc. 22 City & State 23 Lake Forest, IL Zip Country 24 60045 25 USA	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
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9. Name and Address of Current 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
		85 Zip Code

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 NAME STREET ADDRESS CITY-ST-ZIP	PCEO STECKO, PAUL T <input type="checkbox"/> DELETE 23 SANDPIPER LANE LAKE FOREST IL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Stecko, Paul T. 23 Sandpiper Lane Lake Forest, IL 60045
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input type="checkbox"/> DELETE BLAKELY, R. T. 89 VALLEY DRIVE GREENWICH CT	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DC <input type="checkbox"/> DELETE MEAD, DANA G. 14 FAIRWAY LANE GREENWICH CT	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVPB <input checked="" type="checkbox"/> DELETE HARLOW, ROBERT D 1511 WHITE OAK ROAD LAKE FOREST IL	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition AS Neece, Bert F. 5907 Rocky Brook Kingwood, TX 77345
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS <input type="checkbox"/> DELETE STEWART, KARL A 107 PERKINS ROAD GREENWICH CT	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPCT <input checked="" type="checkbox"/> DELETE LEFEURE, SUZANNE M 1019 DOBSON STREET EVANSTON IL	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VP&T Osar, Karen R. 70 Aviemore Drive New Rochelle, NY 10804

14. I 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: *Bert F. Neece* **ON-14-98** 281/539-6961

CR2E034 (10/97)

TENNECO PACKAGING INC.
 Corporate Street Address: 1900 West Field Court, Lake Forest, IL 60045
 Corporate Mailing Address: P. O. Box 4100, The Woodlands, TX 77387-4100

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. Blakey	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
William J. Sweeney	Executive Vice President	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
Richard L. Wambold	Executive Vice President	533 Pine Lane, Lake Forest, IL 60045	463-94-7270
Paul J. Griswold	Senior Vice President	11 E. Pembroke Dr., Lake Forest, IL 60045	147-46-0352
Chris Angus	Vice President	121 Pembroke Drive, Lake Forest, IL 60045	046-80-9734
Gregory M. Auth	Vice President	1411 Johnson Drive, Buffalo Grove, IL 60089	230-74-9365
Bridgette J. Brozenec	Vice President	1900 West Field Court, Lake Forest, IL 60045	479-94-0963
David P. Brush	Vice President	18449 W. Meander Drive, Grayslake, IL 60030	223-62-5248
James D. Butler	Vice President	3552 West Lake Rd., Canandaigua, NY 14424	025-42-1263
Robert L. Cauffman	Vice President	73 Old Stonefield Way, Pittsford, NY 14534	330-40-1622
Robert A. Gerwin	Vice President	13348 Crossland Drive, St. Louis, MO 63131	002-52-6959
Charles G. Colby	Vice President	4491 May Apple Drive, Alpharetta, GA 30005	325-48-2847
Andrea L. Davey	Vice President	114 Pine Street, Deerfield, IL 60015	542-58-7635
J. Matthew Davidson	Vice President	400 N. Washington Road, Lake Forest, IL 60045	
Dwight G. Ebeling	Vice President	1900 West Field Court, Lake Forest, IL 60045	
James V. Faulkner, Jr.	Vice President, General Counsel and Assistant Secretary	208 Kensington Court, Houston, TX 77024	113-34-0054
Jilene S. Gordon	Vice President	1200 Sunset Road, Winnetka, IL 60093	025-44-1702
Gerald D. Greeter	Vice President	1311 Oxford Rd., Deerfield, IL 60015	322-36-0724
Felton Wayne Gregg	Vice President	3788 S. Rockbridge Rd., Stone Mountain, GA 30087	556-56-2767

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Dwight L. Haley	Vice President	2208 Ventnor Ct., Arlington, TX 76011	464-58-8888
H. William Haser	Vice President	1455 Lawrence Avenue, Lake Forest, IL 60045	320-54-9745
Thomas A. Hassfurther	Vice President	2400 Cambridge Blvd., Upper Arlington, OH 43221	288-52-7393
John G. Juvette	Vice President	1315 Blackberry, Libertyville, IL 60048	388-58-7343
Peter Lazaredes	Vice President	6 Middletree Lane, Hawthorn Wood, IL 60047	108-42-6144
Jerry Lowe	Vice President	P. O. Box 557, Lake Bluff, IL 60044	416-58-7035
Ann S. Lundeen	Vice President	1900 West Field Court, Lake Forest, IL 60045	
John R. Martin	Vice President	1900 West Field Court, Lake Forest, IL 60045	
H. Thomas Meech	Vice President	13689 Bromley Point Drive, Jacksonville, FL 32225	384-36-3100
Richard C. Mitchell	Vice President	1900 West Field Court, Lake Forest, IL 60045	
James D. Morris	Vice President	309 Rothbury Ct., Lake Bluff, IL 60044	367-62-8764
Michael L. Neely	Vice President	1900 West Field Court, Lake Forest, IL 60045	
James J. O'Leary	Vice President	225 Hamilton St., Evanston, IL 60202	157-42-2022
Karen R. Osar	Vice President and 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
Anthony J. Petrelli	Vice President	6293 S. Applecross Rd., Highland Hts., OH 44143	457-04-6438
John Potempa	Vice President	121 W. 4th St., Hinsdale, IL 60521	338-38-3135
Gordon R. Putz	Vice President	5 Westwind Court, Hawthorn Wood, IL 60047	387-42-9855
Eivend P. Rynning	Vice President	355 Wood Creek Road, Wheeling, IL 60090	054-46-4674
John N. Schwab	Vice President - Market Development	860 Valley Road, Lake Forest, IL 60045	352-38-9365
Anil Sethy	Vice President	3932 Miller Drive, Glenview, IL 60025	105-48-2635
William D. Sheehan	Vice President	26503 Southgate Trail, Barrington, IL 60010	035-32-3358
Donald R. Simonsen	Vice President and Assistant Secretary	P. O. Box 214, Medinah, IL 60157	359-26-3969
Robert G. Simpson	Vice President and Secretary	5627 Pallsade Falls, Kingwood, TX 77345	359-44-0711
Karl A. Stewart	Vice President	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Rollie V. Sunmwal	Vice President	32745 J. Ave., Beaman, IA 50609	247-78-2870
Henry A. Swiftney	Vice President	185 Lancaster Court, Lake Bluff, IL 60044	378-34-2993
Wade T. Thomas	Vice President	1061 South Ridge Road, Lake Forest, IL 60045	540-56-9351
George Robert Tidball	Vice President and Controller	41 Orchard Drive, Wilton, CT 06897	166-30-6152
Kenneth Trammell	Vice President	9 Limekiln, Ridgefield, CT 06877	460-39-1892
Barbara M. Walters	Vice President	817 Suffield Sq., Lincolnshire, IL 60069	258-58-8040
Richard B. West	Vice President	1136 Crestwood, Northbrook, IL 60062	417-78-5078
M. C. Woolley, Jr.	Vice President	5352 Moss Oak Trail, Lake Park, CA 31636	266-58-1679

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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
Michael A. Becker	Assistant Secretary	22207 Joshua Kendall Lane, Katy, TX 77449	071-38-4316
Donald Carpenter	Assistant Secretary	23946 English Oaks, Spring, TX 77373	449-31-8636
Lynn J. Carter	Assistant Secretary	6153 North Kilbourn Ave., Chicago, IL 60646	342-42-7578
Victor Franck	Assistant Secretary	82 Driffoak Circle, The Woodlands, TX 77381	259-98-6031
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