

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

FILED

Apr 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		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 1209 ORANGE ST TAX-15 WILMINGTON DE 19801-1120 US	3. Date Incorporated or Qualified 04/02/1984	3a. Date of Last Report 04/05/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 8401 NEW TRAILS DRIVE 27 Suite, Apt. #, etc. 27 ATTN: TAX DEPT. 28 City & State 28 THE WOODLANDS, TX 77381 29 Zip 29 77381 30 Country 30 USA	4. FEI Number 36-2552989	Applied For Not Applicable	5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No
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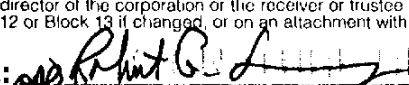
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 19801	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. 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	PD STECKO, PAUL T 1603 ORRINGTON AVE. EVANSTON IL ☐ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/CEO/D STECKO, PAUL T. 23 SANDPIPER LANE LAKE FOREST, IL 60045 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BLAKELY, R. T. 1603 ORRINGTON AVE. EVANSTON IL ☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	D BLAKELY, ROBERT T. 89 VALLEY DRIVE GREENWICH, CT 06831 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MEAD, DANA G. TENNECO BUILDING HOUSTON TX ☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	D/C MEAD, DANA G. 14 FAIRWAY LANE GREENWICH, CT 06831 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP HARLOW, R.D. 1603 ORRINGTON AVE. EVANSTON IL ☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	EVP/GM HARLOW, ROBERT D. 1511 WHITE OAK RD. LAKE FOREST, IL 60045 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S STEWART, K. A. 1603 ORRINGTON AVE. EVANSTON IL ☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	VP/S STEWART, KARL A. 107 PERKINS ROAD GREENWICH, CT 06830 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T LEFEURE, SUZANNE M 1603 ORRINGTON AVE EVANSTON IL ☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	VP/C/T LEFEVRE, SUZANNE M. 1019 DOBSON STREET EVANSTON, IL 60202 ☒ Change ☐ Addition

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

Feb. 24, 1997

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