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PROFIT
CORPORATION
ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P01466

1. Corporation Name
TENNECO PACKAGING INC.

Principal Place of Business

1900 W FIELD CT
LAKE FOREST IL 60045
US

Mailing Address

8401 NEW TRAILS DRIVE
ATTN TAX DEPT
THE WOODLANDS TX 77381
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/02/1984

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt. #, etc.

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

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

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME STECKO, PAUL T
STREET ADDRESS 23 SANDPIPER LANE
CITY-ST-ZIP LAKE FOREST IL 60045

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME BLAKELY, R. T.
STREET ADDRESS 89 VALLEY DRIVE
CITY-ST-ZIP GREENWICH CT

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DC
NAME MEAD, DANA G.
STREET ADDRESS 14 FAIRWAY LANE
CITY-ST-ZIP GREENWICH CT

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE AS
NAME NEECE, BERT F
STREET ADDRESS 5907 ROCKY BROOK
CITY-ST-ZIP KINGWOOD TX 77345

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE VPS
NAME STEWART, KARL A
STREET ADDRESS 107 PERKINS ROAD
CITY-ST-ZIP GREENWICH CT

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE VPT
NAME OSAR, KAREN R
STREET ADDRESS 70 AVIMORE DR
CITY-ST-ZIP NEW ROCHELLE NY 10804

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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, with all other like empowered.

SIGNATURE:

Bert F. Neece

APR 12 1999

281/539-6961

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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>Position</u>	<u>Address</u>	<u>Social Security #</u>
Robert T. Blakely	Chairman of the Board	89 Valley Drive, Greenwich, CT 06831	186-32-8311
Dana G. Mead	Executive Vice President	14 Fairway Lane, Greenwich, CT 06831	347-26-4370
Paul T. Stecko	Executive Vice President	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	Senior Vice President	14 Fairway Lane, Greenwich, CT 06831	347-26-4370
William J. Sweeney	Vice President	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
Richard L. Wambold	Vice President	533 Pine Lane, Lake Forest, IL 60045	463-94-7270
Paul J. Griswold	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
David P. Brush	Vice President and Assistant Secretary	18449 W. Meander Drive, Graylake, IL 60030	479-94-0963
Don P. Carpenter	Vice President	23946 English Oaks, Spring, TX 77373	449-31-8636
Robert A. Cerwin	Vice President	13348 Crossland Drive, St. Louis, MO 63131	330-40-1622
Charles G. Colby	Vice President	4491 May Apple Drive, Alpharetta, GA 30005	002-52-6959
Andrea L. Davey	Vice President	114 Pine Street, Deerfield, IL 60015	325-48-2487
Dwight G. Ebeling	Vice President, General Counsel and Assistant Secretary	129 Tanglewood Drive, Longmeadow, MA 01106	382-36-1865
James V. Faulkner, Jr.	Vice President	110 Abingdon Avenue, Kenilworth IL 60043	113-34-0054
Illene 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
Dwight L. Haley	Vice President	2208 Ventnor Ct., Arlington, TX 76011	464-58-8888
Thomas A. Hassfurth	Vice President	2400 Cambridge Blvd., Upper Arlington, OH 43221	288-52-7393
Mark W. Kowizan	Vice President	255 Shiloh Falls Court, Counce, TN 38326	018-46-1723
Ann S. Lunde	Vice President	1900 West Field Court, Lake Forest, IL 60045	260-53-4763
John R. Martin	Vice President	5420 Belle Meade Drive, Villa Rica, GA 30180	384-36-3100
H. Thomas Meech	Vice President	13689 Bromley Point Drive, Jacksonville, FL 32225	217-76-8157
Arun Menawat	Vice President	693 Buena Road, Lake Forest, IL 60045	321-50-9395
Richard C. Mitchell	Vice President	1190 S. Harlan Court, Lake Forest, IL 60045	367-62-8764
James D. Morris	Vice President	309 Rothbury Ct., Lake Bluff, IL 60044	018-44-3922
Karen R. Osar	Vice President and Treasurer	70 Aviemore Drive, New Rochelle, NY 10804	456-94-5027
Robert A. Page	Vice President and Chief Financial Officer	1124 Loyola, Libertyville, IL 60048	457-04-6438
Anthony J. Petrelli	Vice President	6293 S. Applecross Rd., Highland Hts., OH 44143	358-38-3135
John Potempa	Vice President, ITS	121 W. 4th St., Hinsdale, IL 60521	511-56-4721
Thomas W. Randall	Vice President	6031 Honey Hollow Road, Doylestown, PA 18901	054-46-4674
Eivend P. Rynning		355 Wood Creek Road, Wheeling, IL 60090	

TENNECO PACKAGING INC.
(PAGE 2)

John N. Schwab	Vice President	860 Valley Road, Lake Forest, IL 60045	352-38-9365
Anil Sethy	Vice President	3932 Miller Drive, Glenview, IL 60025	105-48-2635
Donald R. Simonsen	Vice President	P. O. Box 214, Medinah, IL 60157	359-26-3969
Karl A. Stewart	Vice President and Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Rolie V. Sumwalt	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
George Robert Tidball	Vice President	41 Orchard Drive, Wilton, CT 06897	166-30-6152
Kenneth Trammell	Vice President and Controller	9 Limekiln, Ridgefield, CT 06877	460-39-1892
Thomas W. H. Walton	Vice President	1661 Saddle Hill Road, Gretnoks, IL 60048	474-78-6784
Richard B. West	Vice President	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
Michael A. Becker	Assistant Secretary	22207 Joshua Kendall Lane, Katy, TX 77449	071-38-4316
Lynn J. Carter	Assistant Secretary	6153 North Kilbourn Ave., Chicago, IL 60646	342-42-7578
Victor Franck	Assistant Secretary	82 Drift Oak 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 Treasurer	5637 No Mango, Chicago, IL 60646	519-62-1536
Paul D. Novas	Assistant Treasurer	53 Cance Hill Road, New Canaan, CT 06840	001-58-2742
Michelle A. Wartell	Assistant Controller	337 Latrobe, Northfield, IL 60093	336-42-7281

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