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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 # P17924 (2)
1. Corporation Name
TENNECO, INC.



Principal Place of Business 1010 MILAM STREET HOUSTON TX 77002	Mailing Address 1010 MILAM STREET HOUSTON TX 77002-5312
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2. Principal Place of Business 21 8401 NEW TRAILS DRIVE Suite, Apt. #, etc. 22 ATTN: TAX DEPT. City & State 23 THE WOODLANDS, TX Zip 24 77381 Country 25 USA		2a. Mailing Address 26 P. O. BOX 4100 Suite, Apt. #, etc. 27 ATTN: TAX DEPT. City & State 28 THE WOODLANDS, TX Zip 29 77387-4100 Country 30 USA		3. Date Incorporated or Qualified 02/05/1988	3a. Date of Last Report 04/22/1996
				4. FEI Number 74-1483224	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	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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 resigning) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP MEYER, MICHAEL W 10808 LONG SHADOW LN HOUSTON TX ☒ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/C MCCOLLUM, MARK A. 314 RICHFIELD ROAD WILTON, CT 06897 ☐ Change ☒ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS STEWART, KARL A. 6242 BURGUYNE HOUSTON TX ☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	VP/S STEWART, KARL A. 107 PERKINS ROAD GREENWICH, CT 06830 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS GAUGHAN, JAMES D 7723 POMIER'S DR HOUSTON TX ☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	AS GAUGHAN, JAMES D. 143 OLD STAMFORD ROAD NEW CANAAN, CT 06840 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T OSAR, KAREN R. 602 HUNTERS WAY CT HOUSTON TX ☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	VP/T OSAR, KAREN R. 70 AVIEMORE DRIVE NEW ROCHELLE, NY 10804 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPAS SIMPSON, ROBERT G 5627 PALISADE FALLS KINGWOOD TX ☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS NEECE, BERT F 5907 ROCKY BROOK KINGWOOD TX ☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	☐ 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.

APR 07 1997

CR2E034 (9/96)

TENNECO INC. (A NEVADA CORPORATION)

Corporate Street Address: 8401 New Trails Drive, The Woodlands, TX 77381

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>
Mark A. McCollum	314 Richfield Road, Wilton, CT 06897	456-08-2599

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>	
Mark A. McCollum	President and Controller	314 Richfield Road, Wilton, CT 06897	456-08-2599
Karen R. Osar	Vice President and Treasurer	70 Aviemore Drive, New Rochelle, NY 10804	018-44-3922
Robert G. Simpson	Vice President and Assistant Secretary	5627 Palisade Falls, Kingwood, TX 77345	359-44-0711
Karl A. Stewart	Vice President and Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
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
Paul D. Novas	Assistant Treasurer	53 Canoe Hill Road, New Canaan, CT 06840	001-58-2742