

CT CORPORATION SYSTEM

P40405

811 Dallas Avenue
Houston, TX 77002
Tel 713 658 9486
Fax 713 759 1950

March 31, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tenneco Credit Corporation (DE)
Order #: 775789

Counsel: El Paso Energy Corporation

800002133988--4
-04/04/97--01086--010
*****35.00 *****35.00

Dear Sir/Ma'am:

As requested by counsel, we enclose for filing a withdrawal on behalf of this corporation, together with funds in payment of the required fees. This document should be filed on a regular basis.

Evidence of the filing should be returned to this office using the stamped, self-addressed envelope provided.

If you have any questions, or if for any reason the filing cannot be effected promptly, please call me at (800) 324-0754.

Very truly yours,

Jane M. Zachritz
Jane M. Zachritz
Associate Customer Specialist

/jnz

Enclosures

SECRET
TALLAHASSEE, FLORIDA

37 000-8 000 000

ATTACHED
FILED

Handwritten signature and notes

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Tenneco Credit Corporation

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1001 Louisiana Street

(Mailing Address)

Houston, Texas 77002

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Kelly J. Jameson

Signature

3-19-97

Date

Kelly J. Jameson

Typed or printed name

Assistant Secretary

Title