

State of Idaho

Department of State

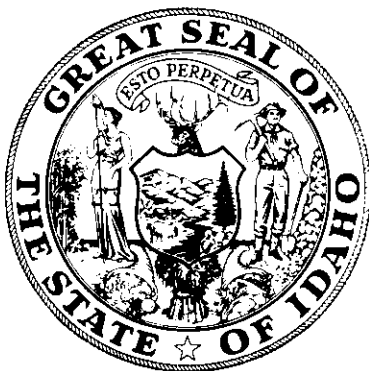
CERTIFICATE OF WITHDRAWAL OF

TENNECO ASSET PLANNING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TENNECO ASSET PLANNING COMPANY for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated April 20, 19 89



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Tenneco Asset Planning Company
The name which it used in Idaho is Tenneco Asset Planning Company ¹²
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
P.O. Box 849 Houston, TX 77001-0849
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By Edward L. Jaroski
Its _____ President
And Sherry M. Cowperthwaite
Its _____ Secretary

STATE OF Texas)
COUNTY OF Harris) ss:

I, Norma Rodriguez, a notary public, do hereby certify that on this 4th day of April, 19 89, personally appeared before me Edward L. Jaroski, who being by me first duly sworn, declared that he is the President of Tenneco Asset Planning Company

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Norma Rodriguez
Notary Public