

# State of Idaho

## Department of State

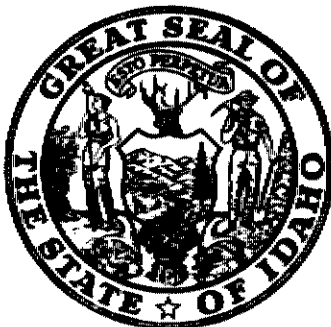
### CERTIFICATE OF WITHDRAWAL OF

TENNECO EQUIPMENT CORPORATION  
File Number C 45361

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TENNECO EQUIPMENT CORPORATION for a Certificate of Withdrawal from this State, duly executed 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: March 11, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *George Delmon*

# APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of 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:

Mar 11 10 34 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is Tenneco Equipment Corporation  
The name which it used in Idaho is Tenneco Equipment Corporation
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 may be mailed is 1010 Milan, Houston, Texas 77002
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.

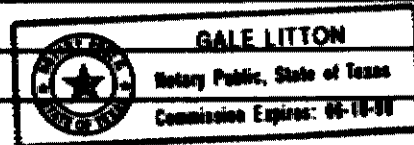
By Robert G. Simpson  
Its President/Vice President (please specify)  
Robert G. Simpson

And

James D. Gaughan  
Its Secretary/Assistant Secretary (please specify)  
James D. Gaughan

STATE OF Texas )  
 ) ss:  
COUNTY OF Harris )

I, Gale Litton, a notary public, do hereby certify that on this 28th day of February, 19 96, personally appeared before me James D. Gaughan, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of Tenneco Equipment Corporation that (s)he signed the foregoing documents as Assistant Secretary of the corporation and that the statements therein contained are true.



Gale Litton  
Notary Public

Submit application and filing fee to:

Office of the Secretary of State  
Division of Corporations  
700 West Jefferson, Room 203  
P.O. Box 83720  
Boise, Idaho 83720-0080

Secretary of State use only

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DATE 03/11/1996 0900 44207

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CK #: 11800603 CUST# 15948

FOR WITHDR

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