

# 15 - 01 - 98

Company Number: 2989901

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

- of -

TENNECO MANAGEMENT (EUROPE) LIMITED  
(the "Company")

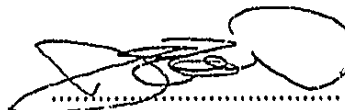
(Passed 19 December 1997)

Pursuant to s 381A Companies Act 1985 the following Resolution was duly passed on  
19 December 1997 as an Elective Resolution.

ELECTIVE RESOLUTION

THAT:

- (a) in accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of Accounts and Reports before the Company in general meeting; and
- (b) in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings; and
- (c) in accordance with the provisions of Section 386 of the Act (as replaced by Section 119 of the Companies Act 1989) the Company dispenses with the obligation to appoint auditors annually.



Secretary

