

11-04-1998



100868975

To the Honorable Commissioner of Patent

original documents or copy thereof.

1. Name of conveying party(ies):

FEDERAL PAPER BOARD COMPANY, INC.
75 Chestnut Ridge Road
Montvale, New Jersey 07645

- Individuals
- General Partnership -
- Corporation-State of New York
Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

MRD 10-30-98

2. Name and address of receiving party(ies):

Name: International Paper Company

Internal Address: _____

Street Address: Two Manhattanville Road, Purchase

City: Purchase State: New York ZIP: 10577

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- State of New York _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 23, 1997; Effective Date: January 1, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 74/389884

Trademark Registration No.(s) 1,207,718; 1,207,719; 1,950,421; 1,231,058; 1,692,916; 178,071; 840,242; 1,208,257; 1,210,465; 1,213,935; 1,911,352; and 699,834

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Victoria Branche - Room 2736F

Internal Address: _____

Street Address: White & Case LLP

1155 Avenue of the Americas (Client Matter #1121499-0500)

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

23-1705

(Attach duplicate copy of this page if paying by deposit account)

11/03/1998 SBURMS 00000150 74389884

01 FC:481
02 FC:482

48.00 DP
300.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Victoria Branche
Name of Person Signing

Victoria Branche 10/29/98
Signature Date

Total number of pages comprising cover sheet: 11

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

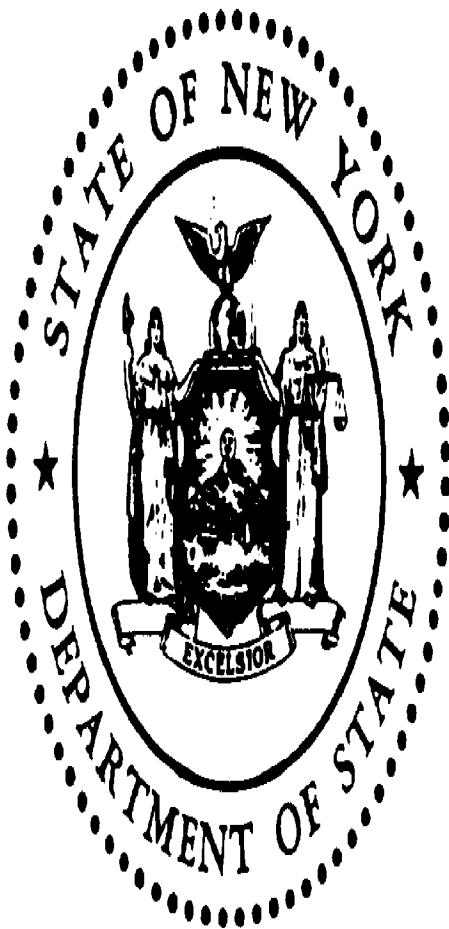
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUN 23 1998



A handwritten signature in black ink, appearing to read "J. L. ...", with a long horizontal flourish extending to the right.

Special Deputy Secretary of State

F 971224000156

CT-07

CERTIFICATE

OF

MERGER

OF

FEDERAL PAPER BOARD COMPANY, INC.

INTO

INTERNATIONAL PAPER COMPANY

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

International Paper Company, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. International Paper Company, a corporation of the State of New York owns all of the outstanding shares of Federal Paper Board Company, Inc., a corporation of the State of North Carolina.

2. As to each subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Federal Paper Board Company, Inc.	1,000	1,000

3. (a) The certificate of incorporation of International Paper Company was filed on June 23, 1941 under the name of International Paper and Power Corporation.

(b) Federal Paper Board Company, Inc., was incorporated under the laws of the State of North Carolina on the 11th day of March, 1996, and has not filed an application for authority to do business in the State of New York.

(c) The merger is permitted by the laws of the state of incorporation of North Carolina and is in compliance therewith.

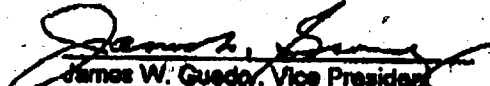
4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

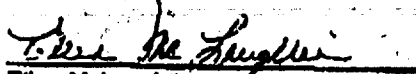
5. The merger shall be effective on the 1st day of January, 1988.

6. The plan of merger was adopted by the Board of Directors of the surviving corporation on December 9, 1987.

IN WITNESS WHEREOF, this certificate has been signed on the 9th day of December, 1987 and the statements contained therein are affirmed as true under penalties of perjury.

INTERNATIONAL PAPER COMPANY


James W. Guedo, Vice President


Ellen McLaughlin, Assistant Secretary

F 971224000156

ff. 1/1/98

CT-07

CERTIFICATE OF MERGER

OF

FEDERAL PAPER BOARD COMPANY, INC.

INTO

INTERNATIONAL PAPER COMPANY

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Dec 23 1 52 PM '91

RECEIVED

JW
11/1/98

1-CC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 24 1997

TAX \$ 0

BY: JW

WESTCHESTER

Potson Barnhill & Seay
519 Market Street
Wilmington, DE 28401

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Billed

971224000172

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

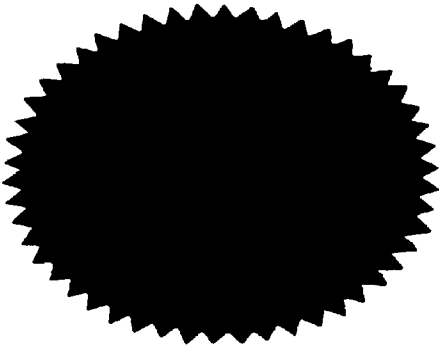
CERTIFICATE OF AUTHORITY

OF

FEDERAL PAPER BOARD COMPANY, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of September, 1998.



Elaine F. Marshall

Secretary of State

000080362

TRADEMARK
REEL: 1807 FRAME: 0091

FILED

MAR 3 12 30 PM 1960

THOMAS EURE
SECRETARY OF STATE
NORTH CAROLINA

APPLICATION FOR CERTIFICATE OF AUTHORITY

FOREIGN CORPORATION

FEDERAL PAPER BOARD COMPANY, INC.

(Name of Corporation)

organized and existing under the laws of the State of New York, hereby makes application for authority to transact business in the State of North Carolina, and in compliance with the provisions of Section 55-138 of the General Statutes of North Carolina, makes the following statement:

1. The name of the corporation is Federal Paper Board Company, Inc.

2. The corporation was incorporated under the laws of the State of New York on the _____ day of _____ 1966, and is in good standing in its home state. The period of duration of the corporation is perpetual

3. The name the corporation elects to use in the State of North Carolina is* Federal Paper Board Company, Inc.

4. The address (including street and number, if any) of the home or principal office of the corporation in the state of incorporation is 24 River Road, Bogota, New Jersey

5. The address (including street and number, if any) of the proposed registered office of the corporation in the State of North Carolina is 844-846 Insurance Bldg., Raleigh, N.C. Wake County

and the name of the proposed registered agent at such address upon whom process may be served is

J. W. Bunn

6. The purpose or purposes which the corporation proposes to pursue in the transaction of business in the State of North Carolina are:

Manufacture and sale of paperboard and folding cartons.

* If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in the State of North Carolina.

7. The names and addresses (including street and number, if any) of all of the directors and officers of the corporation are:

Directors	Address
SEE SCHEDULE A ATTACHED	

Officers	Title	Address
SEE SCHEDULE A ATTACHED		

8. The number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

Number of Shares	Class	Series	Par Value, or Statement that Shares are without par value
353,086	4.6% Cumulative Pref.		\$25
2,000,000	Common		\$ 5

9. The number of shares actually issued by the corporation, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

Number of Shares	Class	Series	Par Value, or Statement that Shares are without par value
353,086	4.6% Cumulative Pref.		\$25
1,074,087	Common		\$ 5

10. In consideration of the issuance of a Certificate of Authority to transact business in the State of North Carolina, the corporation hereby appoints the Secretary of State of North Carolina as its agent to receive service of process, notice or demand whenever the corporation fails to appoint or maintain a registered agent in the State of North Carolina, or whenever any such registered agent cannot with reasonable diligence be found at the registered office of the corporation.

SCHEDULE A

Federal Paper Board Company, Inc.

DIRECTORS AND OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Howard T. Brown	Director	25 Elmwood Avenue Norwich, Connecticut
Henry H. Blau	Vice President	515 East Innis Avenue Columbus, Ohio
Edmund A. Donnan	Vice President & Director	515 East Innis Avenue Columbus, Ohio
A. Guy Freas	Director	Huntington Mills Pennsylvania
Fredrick W. Hesser	Vice President	369 James Street New Haven, Connecticut
Glover Johnson	Director	14 Wall Street New York 5, N.Y.
John R. Kennedy	President and Director	24 River Road Bogota, N.J.
John R. Kennedy, Jr.	Vice President	24 River Road Bogota, N.J.
James C. La Grua	Vice President	24 River Road Bogota, N.J.
Samuel N. Lebold	Director	7 South Dearborn St. Chicago 3, Illinois
E. Gilbert Mathews	Vice President	24 River Road Bogota, N.J.
John L. Mousley	Vice President	24 River Road Bogota, N.J.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dermott Noonan	Treasurer	24 River Road Bogota, N.J.
Edward A. Shrader	Director	20 Broad Street New York, N.Y.
Louis F. Stalk	Controller & Assistant Secretary	24 River Road Bogota, N.J.
Sven E. Soderbergh	Vice President	24 River Road Bogota, N.J.
E. Burton Wall	Vice President	24 River Road Bogota, N.J.
Robert A. Wallace	Vice President & Secretary	24 River Road Bogota, N.J.
Wilfred M. Wyburn	Vice President	24 River Road Bogota, N.J.

11. Attached hereto is a copy of the Articles of Incorporation and all amendments thereto, or a copy of the restated, integrated or consolidated charter of the corporation, duly authenticated by the proper officer of the state or country wherein incorporated.

IN TESTIMONY WHEREOF, this statement is signed by the Vice president and Assistant Secretary,
this 11th day of February, A.D. 1960

FEDERAL PAPER BOARD COMPANY, INC.

[SEAL]

By: /s/ Robert A. Wallace
Vice President

/s/ Louis F. Stolz
Assistant Secretary

STATE OF NEW JERSEY

COUNTY OF BERGEN

}

ROBERT A. WALLACE and LOUIS F. STOLZ, each being duly sworn, deposes and says that he signed the foregoing "Application for Certificate of Authority" in the capacity indicated, and that the statements therein contained are true and correct.

/s/ Robert A. Wallace

[SEAL]

/s/ Jennie V. Derato

Notary Public

Notary Public of N.J.
My Commission Expires
July 18, 1960