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Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents

101285456

Send original documents or copy hereof.

1. Name of conveying party(ies):

Southern Kraft Company

- Individuals
- General Partnership
- Corporation-State: Georgia
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Interest
- Other Liquidation
- Merger
- Change of Name

Execution Date: January 11, 1949

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

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

Name: Alan Blum, Esq.

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

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

Name: International Paper Company

Internal Address:

Street Address: 2 Manhattanville Road

City: Purchase State: New York ZIP: 10576

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation 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

Trademark Registration No.

Reg. No. 368197

6. Total number of applications and registration involved

1

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

- Enclosed
- Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

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

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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.

Carol Abramsky

Name of Person Signing

Carol Abramsky

Signature

2/8/00

Date

Total number of pages comprising cover sheet:

1

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

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**Commissioner of Patents and Trademarks
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OPR/FINANCE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TRANSARC CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "INTERNATIONAL BUSINESS MACHINES CORPORATION" UNDER THE NAME OF "INTERNATIONAL BUSINESS MACHINES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0157094

DATE: 12-22-99

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INTERNATIONAL PAPER COMPANY

(178th Meeting - Regular)

A regular meeting of the Board of Directors of International Paper Company was held at No. 220 East 42nd Street, New York City, on Tuesday, January 25, 1949, at 9:30 o'clock in the forenoon.

Present: Messrs. Colgate,
Doane,
Hinman,
Hurlbut,
Layman,
McCain,
Phipps,
Tompkins,
Weaver,
Wiggin,
Woolfolk.

William A. Hanway, Secretary.

Mr. Hanway, Secretary, reported that the members present constituted a quorum, whereupon Mr. Hinman, President, called the meeting to order and presided as Chairman of the meeting, and Mr. Hanway kept the record.

APPROVAL OF MINUTES

The minutes of the Directors' meeting held January 11, 1949, were presented and read by the Directors present. After discussion, on motion duly made and seconded, it was

RESOLVED, that the actions of the Directors as set forth in the minutes of the meeting of Directors held January 11, 1949, and the minutes of said meeting presented to this meeting, be and the same are hereby ratified, approved and confirmed.

SOUTHERN KRAFT COMPANY
Dissolution of -

The Chairman stated that it was in order to consider the advisability of causing Southern Kraft Company, a Georgia corporation all of the capital stock of which is owned by this Company, to be dissolved, and of having said corporation convey and transfer all of its assets to this Company as a dividend and distribution in complete liquidation.

After discussion and consideration and on motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED that the following plan of complete liquidation of Southern Kraft Company, a Georgia corporation, is hereby adopted:

(1) This Company, International Paper Company, as the sole stockholder of record and the holder and owner of all of the outstanding shares of said Southern Kraft Company, hereby consents to the immediate dissolution of said corporation, and the officers of this Company are hereby authorized and directed on behalf of and in the name of this Company as the sole stockholder of said corporation, to consent to such dissolution of said corporation and to the filing of a petition and the obtaining of an order thereon from the appropriate Superior Court of the State of Georgia, or the Judge thereof, dissolving said corporation, and to execute, acknowledge, deliver and file all such further certifications, authorizations, consents, undertakings, agreements, proxies, documents and papers, and to do all such acts and things, as they may deem necessary or appropriate in order to accomplish the dissolution of said corporation and the complete liquidation thereof and the vesting in this Company of all the property and assets of said corporation, subject to the assumption by this Company of all of the indebtedness, obligations and liabilities of said corporation as a condition of and consideration for the conveyance and transfer to this Company of all the property and assets of such corporation as a liquidating dividend or distribution;

(2) The distribution to be made by said Southern Kraft Company to this Company as its sole stockholder in liquidation, shall be in complete cancellation of all of its capital stock, the certificates for which shall in each case be surrendered to said corporation and cancelled.

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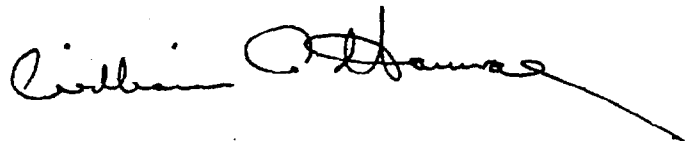
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DISSOLVING PULP MILL
Natchez, Miss.

The Chairman referred to the resolution adopted by the Board at its meeting of September 14, 1948 appropriating funds for a new dissolving pulp mill in the South and advised the Board that, subject to counsel being satisfied as to title questions, the new mill would definitely be located at Natchez, Mississippi since the voters of that city at the election held January 11, 1949 had voted approval of a \$300,000 bond issue the proceeds of which were to be used to purchase the site and railroad rights of way for the proposed mill. He reported that over four-fifths of all qualified voters of the city of Natchez had participated in the election and that the vote had been 97% for approval of the bond issue, thus clearly establishing that the people of the community are in favor of having the mill located at Natchez and accomplishing the primary objective, from the Company's point of view, of the plan under which the city was to acquire the site and present it to the Company. He advised the Board, however, that counsel for the Company are not entirely satisfied as to the constitutionality of the Mississippi law under which this plan would have been carried out as applied to the particular project. He advised the Board that in view of the very substantial investment which the Company proposes to make in the mill to be erected on the site the officers of the Company had come to the conclusion that it would be better for the Company at its own expense to purchase the land and rights of way directly from the present owners rather than to run any risk of having a doubt raised at a later date as to clear title to the site. The Chairman also stated that the officers feel there is an advantage to the Company in not being beholden to the city and the individuals comprising the City Government for outweighing interest on the \$300,000 which the city was to have contributed. No additional appropriation is required as the original appropriation of \$20,400,000 included the estimated cost of the site.

On motion duly made and seconded, it was
 VOTED: To adjourn.

Attest:



Secretary.