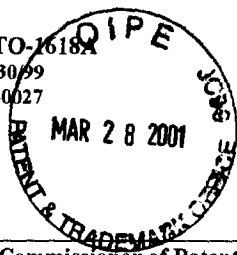


04-02-2001



101655789

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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RECORDATION FORM COVER SHEET  
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
06/01/2000

Conveying Party

Mark if additional names of conveying parties attached

Name 3767795 Canada Inc.

Execution Date  
Month Day Year  
06/01/2000

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization Canada

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) 3767825 Canada Inc.

DBA/AKA/TA \_\_\_\_\_

Address (line 1) 630 Rene-Levesque Blvd. West

Address (line 2) Suite 3000

Address (line 3) Montreal Canada H3B 5C7  
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other:
- Citizenship/State of Incorporation/Organization Canada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be Attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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**Domestic Representative Name and Address** Enter for the first Receiving Party Only.  
Name Foley & Lardner  
Address (line 1) 3000 K Street, N.W., Suite 500  
Address (line 2) Washington, D.C. 20007-5109  
Address (line 3) \_\_\_\_\_  
Address (line 4) \_\_\_\_\_

**Correspondent Name and Address** Area Code and Telephone Number (202) 672-5300  
Name Peter G. Mack  
Address (line 1) Foley & Lardner  
Address (line 2) 3000 K Street, N.W., Suite 500  
Address (line 3) Washington, D.C. 20007-5109  
Address (line 4) \_\_\_\_\_

**Pages** Enter the total number of pages of the attached conveyance document  
Including any attachments. # 15

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same Property).

Trademark Application Number(s)			Registration Number(s)		
			2.303.333	2.138.226	
			2.376.414		
			2.036.325		

**Number of Properties** Enter the total number of properties involved. # 4

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41); \$ 115.00  
Method of Payment: Enclosed  Deposit Account   
Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: # 19-0741  
Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Norman J. Rich, Esq.  3/26/2001  
Name of Person Signing Signature Date

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Atty. Ref. No. 016908/0303

In re Trademark Registrations of:

3767795 Canada Inc.  
(by merger)

Marks: PRINTERS' SELECT; GRAFXFLÜT (Stylized);  
ECOWRAP; SNO-TOP PLUS

Reg. Nos.: 2,303,333; 2,376,414; 2,036,325; 2,138,226

Registration Dates: December 28, 1999; August 15, 2000;  
February 11, 1997; February 24, 1998

**REVOCATION AND NEW POWER OF ATTORNEY AND  
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

**BOX ASSIGNMENT - FEE**  
Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202

Sir:

The above-named Registrant in the above registrations hereby revokes all previous powers of attorney and appoints the firm of Foley & Lardner and all its attorneys as the attorneys of record to transact all business in the U.S. Patent and Trademark Office in connection therewith.

It is requested that all future correspondence be sent to:


Peter G. Mack, Esq.  
Foley & Lardner  
Suite 500  
3000 K Street, N.W.  
Washington, D.C. 20007

APPOINTMENT OF DOMESTIC REPRESENTATIVE

FOLEY & LARDNER, whose postal address is 3000 K Street, N.W., Suite 500, Washington, D.C. 20007, is hereby designated applicant's representative upon whom notices of process in proceedings affecting the mark may be served.

3767825 Canada Inc.

Date: March 26, 2001

By:   
Peter G. Mack, Esq.  
Norman J. Rich, Esq.

Attorneys for Registrant



Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

3767825 CANADA INC.

376782-5

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Name of corporation-Dénomination de la société

---

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

June 1, 2000 / le 1 juin 2000

Date of Amalgamation - Date de fusion

Canada

**CANADA BUSINESS  
CORPORATIONS ACT  
FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)**

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**1 - Name of amalgamated corporation**

3767825 CANADA INC.

**2 - The place in Canada where the registered office is to be situated**

Territory of Greater Montreal, Province of Quebec.

**3 - The classes and any maximum number of shares that the Corporation is authorized to issue**

- (a) Unlimited number of class A common shares;
- (b) Unlimited number of class B common shares;
- (c) Unlimited number of class C common shares;
- (d) Unlimited number of class B preferred shares; and an
- (e) Unlimited number of class C preferred shares.

**1. The class A common shares, class B common shares and class C common shares shall have attached thereto the following rights, privileges, restrictions and conditions:**

- (a) **Voting.** Unless any class B preferred share is issued and outstanding, each class A common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Canada Business Corporations Act (hereinafter referred to as the "Act")).
- (b) **Voting.** Unless any class B preferred share is issued and outstanding, each class B common share shall entitle the holder thereof to two (2) votes at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
- (c) **Voting.** Unless any class B preferred share is issued and outstanding, each class C common share shall entitle the holder

thereof to twenty (20) votes at all meetings of the shareholders (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).

For so long as any class B preferred share is issued and outstanding, subject to the provisions of the Act or as otherwise expressly provided herein, the holders of class A common shares, class B common shares and class C common shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.

- (d) **Dividends.** The holders of the class A common shares, class B common shares and class C common shares shall be entitled to receive during each year, as and when declared by the board of directors, subject to the rights, privileges and conditions attaching to the class B preferred shares and class C preferred shares, dividends payable in money, property or by the issue of fully paid shares of the capital of the Corporation. The class A common shares, class B common shares and class C common shares shall rank *pari passu* with respect to the payment of dividends and share in the payment of any dividends on a proportionate basis based on the respective stated capital of such classes of shares.
- (e) **Liquidation, Dissolution or Winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the rights, privileges and conditions attaching to the class B preferred shares and class C preferred shares, the holders of the class A common shares, class B common shares and class C common shares shall be entitled to receive the remaining property of the Corporation on a proportionate basis based on the respective stated capital of such classes of shares. The class A common shares, class B common shares and class C common shares shall rank *pari passu* with respect to the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation.
2. **The class B preferred shares shall have attached thereto the following rights, privileges, restrictions and conditions:**
- (a) **Issuance.** No class B preferred shares shall be issued unless an Event of Default (as defined in paragraph 2(b)) shall have occurred.
- (b) **Event of Default.** For the purposes of the foregoing paragraph 2(a) an "Event of Default" shall be deemed to have occurred should

either of the Corporation or Stone Container Corporation make an assignment for the benefit of creditors, or file or consent to the filing of a petition in bankruptcy, a proposal or a notice of intention under the *Bankruptcy and Insolvency Act (Canada)* or any other equivalent law of any other jurisdiction or be adjudicated insolvent or bankrupt, or petition or apply to any tribunal for any receiver, trustee, liquidator or sequestrator of or for all or substantially all of its property; or should either of the Corporation or Stone Container Corporation commence any proceeding relating to it or all or substantially all of its property under any reorganization, arrangement, readjustment, composition or liquidation law of any jurisdiction; or should there be commenced against either of the Corporation or Stone Container Corporation any such proceeding and it remains undismissed for a period of sixty (60) days; or should any receiver, trustee, liquidator or sequestrator of or for either of the Corporation or Stone Container Corporation or all or substantially all of its property be appointed or should either of the Corporation or Stone Container Corporation consent to or approve or accept any such proceeding or the appointment of any receiver, trustee, liquidator or sequestrator of or for either of the Corporation or Stone Container Corporation or all or substantially all of its property.

- (c) **Voting Rights.** Each class B preferred share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
  
- (d) **Dividends.** The holders of the class B preferred shares shall be entitled to receive, as and when declared by the board of directors, but always in preference and priority to any payment of dividends on the class C preferred shares, class A common shares, class B common shares and class C common shares or any other shares ranking junior to the class B preferred shares, cumulative dividends at a fixed rate of eight percent (8%) per annum calculated on the Class B Amount (as defined in paragraph 2(g)) of each such share payable in money, property or by the issue of fully paid shares of any class of the capital of the Corporation. The holders of the class B preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.
  
- (e) **Liquidation, Dissolution and Winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the class B preferred shares shall be entitled to



receive for each class B preferred share, in preference and priority to any distribution of the property or assets of the Corporation to the holders of the class C preferred shares, class A common shares, class B common shares and class C common shares, or any other shares ranking junior to the class B preferred shares, an amount equal to the Class B Amount of each such share plus all accrued and unpaid dividends thereon, but shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

- (f) **Purchase by Corporation.** The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class B preferred shares outstanding, by private contract at any price, with the unanimous consent of the holders of the class B preferred shares then outstanding, or by invitation for tenders addressed to all the holders of the class B preferred shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Class B Amount of each such share to be purchased plus all accrued and unpaid dividends thereon. If upon any invitation for tenders two (2) or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as nearly as may be to the number of shares offered in each such tender. If less than all of the class B preferred shares represented by any certificate be purchased for cancellation, a new certificate for the balance shall be issued.
- (g) **Class B Amount.** For the purposes of the foregoing paragraphs 2(d), (e) and (f), the "Class B Amount" of each class B preferred share shall be an amount equal to the aggregate of (i) the monetary consideration received by the Corporation upon the issuance of such share (denominated in the currency in which such consideration was paid to the Corporation), if such share has been issued for money, and (ii) the fair market value of the consideration received by the Corporation (including, without limitation, shares of another class of the Corporation) upon the issuance of such share, if such share has been issued for a consideration other than money, less (iii) all amounts paid in respect of such share on account of reductions of stated capital. Subject to the provisions of the following subparagraph, such fair market value is to be determined by the directors on the basis of generally accepted accounting and valuation principles.

The fair market value determined as hereinabove provided for shall be subject to revision in accordance with any binding agreement with, or decision by, the appropriate taxation authorities, or any judgment

of a court of competent jurisdiction. In the event that any such agreement, decision or judgment shall result in a final determination under the provisions of the appropriate taxation legislation and the amount thereby determined is an amount other than the amount for which such share was originally issued as determined by the directors in accordance with the preceding subparagraph, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to have been the fair market value of the consideration received by the Corporation upon the issuance of such class B preferred share. Such final determination shall reflect any assessment by the Minister of National Revenue or other taxing authority from which no appeal is taken or any agreement reached by the Corporation or the holder of such class B preferred share and a said taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction regarding the fair market value of such class B preferred share or the consideration received by the Corporation upon the issuance of such class B preferred share from which no appeal may be taken or the period during which an appeal may be taken has expired.

- (h) **Amendments.** No change to any of the provisions of paragraphs 2 (a) to (g) or of this paragraph (h) shall have any force or effect until it has been approved by a majority of not less than two-thirds (2/3) of the votes cast by the holders of the class B preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class B preferred shares, in addition to any other approval required by the Act.

**3. The class C preferred shares shall have attached thereto the following rights, privileges, restrictions and conditions:**

- (a) **Voting Rights.** Unless any class B preferred share is issued and outstanding, each class C preferred share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).

For so long as any class B preferred share is issued and outstanding, subject to the provisions of the Act or as otherwise expressly provided herein, the holders of class C preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.

(b) **Dividends.** The holders of the class C preferred shares shall be entitled to receive, as and when declared by the board of directors, but always in preference and priority to any payment of dividends on the class A common shares, class B common shares and class C common shares or any other shares ranking junior to the class C preferred shares, but after payment of dividends to the holders of the class B preferred shares, cumulative dividends at a rate per annum, determined in accordance with the provisions of this paragraph 3(b), calculated on the Class C Amount (as defined in paragraph 3(e)) of each such share and payable in money, property or by the issue of fully paid shares of any class of the capital of the Corporation. The rate at which the holders of the class C preferred shares shall be entitled to receive dividends as aforesaid for each period beginning with a particular Dividend Rate Date and ending immediately prior to the following Dividend Rate Date shall be set or reset, as the case may be, on each such particular Dividend Rate Date to the rate determined in accordance with the Dividend Rate Formula in respect of that particular Dividend Rate Date. For the purposes of this paragraph 3(b):

- (i) a "**Dividend Rate Date**" shall mean any date which is:
  - (A) the date of the issuance from time to time of any class C preferred share; or,
  - (B) the anniversary date of a Dividend Rate Date following which no class C preferred share is issued during the period of twelve (12) months ending immediately before such anniversary date;
- (ii) the "**Dividend Rate Formula**" in respect of any particular Dividend Rate Date shall mean the Thirty-Year U.S. Treasury Maturity Rate in respect of that Dividend Rate Date plus six percent (6%);
- (iii) the "**Thirty-Year U.S. Treasury Maturity Rate**" in respect of any particular Dividend Rate Date shall mean the arithmetic average, rounded to the nearest five hundredths of one percent (0.05%), of the two most recent weekly per annum Thirty Year Average Yields as published by the U.S. Federal Reserve Board during the preceding fourteen (14) calendar days before that Dividend Rate Date;
- (iv) a "**Thirty Year Average Yield**" shall mean the average yield to maturity for actively traded marketable United States Treasury fixed-interest-rate securities (adjusted to constant maturities of thirty years); and,

- (v) the "U.S. Federal Reserve Board" shall mean the Board of Governors of the Federal Reserve System of the United States of America.

The Secretary of the Corporation shall no later than fifteen (15) days after each Dividend Rate Date file a certificate signed by him in the minute book of the Corporation, which certificate shall set out the dividend rate of the class C preferred shares as set for the relevant period after such Dividend Rate Date. The Secretary of the Corporation shall cause a copy of the certificate to be delivered to all registered holders of class C preferred shares; such certificate shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of each such holder, as it appears on the records of the Corporation, or in the event that the address of any such holder does not appear on the records of the Corporation, then to the last address of such holder known to the Corporation. The holders of the class C preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.

- (c) **Liquidation, Dissolution and Winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the class C preferred shares shall be entitled to receive for each class C preferred share, in preference and priority to any distribution of the property or assets of the Corporation to the holders of the class A common shares, class B common shares and class C common shares or to any other shares ranking junior to the class C preferred shares, but after distribution to the holders of the class B preferred shares, an amount equal to the Class C Amount plus all accrued and unpaid dividends thereon, but shall not be entitled to share any further in the distribution of the property or assets of the Corporation.
- (d) **Purchase by Corporation.** The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class C preferred shares outstanding, by private contract at any price, with the unanimous consent of the holders of the class C preferred shares then outstanding, or by invitation for tenders addressed to all the holders of the class C preferred shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Class C Amount of each such share to be purchased plus all accrued and unpaid dividends thereon. If upon any invitation for tenders two (2) or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole,

the Corporation shall accept such tenders in proportion as nearly as may be to the number of shares offered in each such tender. If less than all of the class C preferred shares represented by any certificate be purchased for cancellation, a new certificate for the balance shall be issued.

- (e) **Class C Amount.** For the purposes of the foregoing paragraphs 3(b), (c) and (d), the "**Class C Amount**" of each class C preferred share shall be an amount equal to the aggregate of (i) the monetary consideration received by the Corporation upon the issuance of such share (denominated in the currency in which such consideration was paid to the Corporation), if such share has been issued for money, and (ii) the fair market value of the consideration received by the Corporation (including, without limitation, shares of another class of the Corporation) upon the issuance of such share, if such share has been issued for a consideration other than money, less (iii) all amounts paid in respect of such share on account of reductions of stated capital. Subject to the provisions of the following subparagraph, such fair market value is to be determined by the directors on the basis of generally accepted accounting and valuation principles.

The fair market value determined as hereinabove provided for shall be subject to revision in accordance with any binding agreement with, or decision by, the appropriate taxation authorities, or any judgment of a court of competent jurisdiction. In the event that any such agreement, decision or judgment shall result in a final determination under the provisions of the appropriate taxation legislation and the amount thereby determined is an amount other than the amount for which such share was originally issued as determined by the directors in accordance with the preceding subparagraph, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to have been the fair market value of the consideration received by the Corporation upon the issuance of such class C preferred share. Such final determination shall reflect any assessment by the Minister of National Revenue or other taxing authority from which no appeal is taken or any agreement reached by the Corporation or the holder of such class C preferred share and a said taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction regarding the fair market value of such class C preferred share or the consideration received by the Corporation upon the issuance of such class C preferred share from which no appeal may be taken or the period during which an appeal may be taken has expired.

- (f) **Amendments.** No change to any of the provisions of the Articles of the Corporation shall have any force or effect until it has been approved by a majority of not less than two-thirds (2/3) of the votes cast by the holders of the class C preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class C preferred shares, in addition to any other approval required by the Act; and no issuance of class C preferred shares shall be made without the consent in writing of all the holders of issued and outstanding class C preferred shares, if any.

**4 - Restrictions, if any, on share transfers**

No share in the share capital of the Corporation shall be transferred nor shall it be assigned without the approval of the directors certified by a resolution of the board of directors. Approval of such transfer or assignment of shares may be given as aforesaid, after the said transfer or assignment has been recorded in the books of the Corporation, in which case, unless the said resolution otherwise provides, the said transfer or assignment shall be valid and shall have effect as at the date it has been recorded in the books of the Corporation.

**5 - Number (or minimum and maximum number) of directors**

A minimum number of one (1) and a maximum number of twenty (20).

**6 - Restrictions, if any, on business the Corporation may carry on**

None.

**7 - Other provisions, if any**

- (1) the number of the shareholders of the Corporation is limited to fifty (50) exclusive of present or former employees of the Corporation or of a subsidiary of the Corporation, two or more persons holding one or more shares jointly being counted as a single shareholder;
- (2) any distribution of securities to the public or invitation to the public to subscribe for the Corporation's securities is prohibited; and
- (3) the directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

- X 183
- \_\_\_ 184(1)
- \_\_\_ 184(2)

9 - Name of the amalgamating corporations

- (a) STONE CONTAINER (CANADA) INC  
EMBALLAGES STONE (CANADA) INC.
- (b) 3767795 CANADA INC.

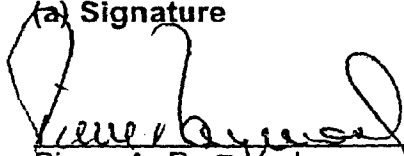
Corporation No.

- (a) 288374-1
- (b) 376779-5

Date

June 1, 2000

(a) Signature



\_\_\_\_\_  
Pierre A. Raymond

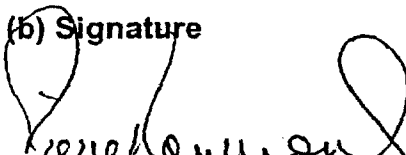
Title

Assistant Secretary

Date

June 1, 2000

(b) Signature



\_\_\_\_\_  
Pierre A. Raymond

Title

Assistant Secretary

FOR DEPARTMENTAL USE ONLY

Corporation No.

376 782-5

Filed

JUN 1 2000