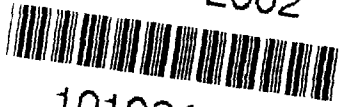


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Champion International Corporation
Individual(s) Association
General Partnership Limited Partnership
Corporation-State NY
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: International Paper Company
Internal Address:
Street Address: 1422 Long Meadow Road
City: Tuxedo State: NY Zip: 10987
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State 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 Merger
Security Agreement Change of Name
Other
Execution Date: 12/31/00

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See Schedule A attached
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 13

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jeanne McCabe
Internal Address: International Paper Co.
Street Address: 1422 Long Meadow Road
City: Tuxedo State: NY Zip: 10987

7. Total fee (37 CFR 3.41): \$
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 09-0525
(Attach duplicate copy of this page if paying by deposit account)

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.
Jeanne McCabe
Name of Person Signing Signature Date 11/2/01
Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/29/2002 TDIAZI 00000135 090525 1119654
01 FC:481 40.00 CH
300.00 CH

TRADEMARK REEL: 2432 FRAME: 0826

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>
Champion	1,119,654
ChampDek	1,328,529
Champion	1,204,491
Champion Handler	1,176,170
Champion	1,215,847
Duralite	1,347,888
Lubriform	760,895
Satin Kote	858,732
Pine Crest 2	1,259,438
Pine Glen	1,332,173
Roughtex	1,467,360
Duraply	331,076

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

APR 25 2001



A handwritten signature in black ink, appearing to read "J. Healy", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)

F 001-227000-200

CERTIFICATE OF MERGER

OF

CHAMPION INTERNATIONAL CORPORATION

CSC 45

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 The name of the constituent corporations to be merged are Champion International Corporation, a corporation of the State of New York, and International Paper Company, a corporation of the State of New York.

2 The name of the subsidiary corporation to be merged is Champion International Corporation, which was formed by consolidation on April 28, 1937 under the name United States Plywood Corporation.

3 The name of the surviving corporation is International Paper Company, the certificate of incorporation of which was filed on June 23, 1941 under the name International Paper and Power Corporation.

4 The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows.

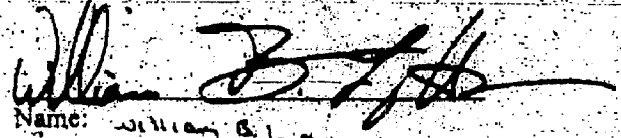
Name of Subsidiary	Designation and Number of Outstanding Shares
Champion International Corporation	100 common shares

5 The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

6. The effective date of the merger herein certified shall be the 31st day of December, 2000.

IN WITNESS WHEREOF, I have duly executed this Certificate and affirm that the statements contained herein are true under the penalties of perjury this 28th day of December, 2000.

INTERNATIONAL PAPER COMPANY



Name: William B. Lyson
Title: Senior Vice President

2,

F 001227000200

CERTIFICATE OF MERGER

OF

CHAMPION INTERNATIONAL CORPORATION

INTO

INTERNATIONAL PAPER COMPANY

Section 905 of the Business Corporation Law

off 12/31/00
CSC 45

DEC 27 10 42 AM '00

Filer: International Paper Co.
2 Manhattanville Road
Purchase, NY 10577
Cust. Ref#942479CST

DRAWDOWN

1-cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 27 2000

TAX \$

BY: *JW*

NEW YORK

JW

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