

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sterling Pulp Chemicals, Ltd.		12/19/2002	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Superior Propane Inc.
Street Address:	302 The East Mall, Suite 200
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M9B6C7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	1495571	ERCO
Registration Number:	710060	ERCO
Registration Number:	1874937	ERCO
Registration Number:	1158681	ERCO
Registration Number:	1460453	ERCO
Registration Number:	1173915	R3
Registration Number:	1410146	R3H
Registration Number:	1876488	R5
Registration Number:	1914753	R7
Registration Number:	1440439	R8
Registration Number:	1917074	R10
Registration Number:	1385716	ERCOCIDE
Serial Number:	74410463	R12
Serial Number:	74692102	R13
Serial Number:	74691952	R13

CH \$390.00 1495571

CORRESPONDENCE DATA

Fax Number: (713)221-2111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7132211352
Email: ben.tobor@bracepatt.com
Correspondent Name: Ben D. Tobor
Address Line 1: P.O. Box 61389
Address Line 2: Bracewell & Patterson, L.L.P.
Address Line 4: Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:	080019.000001
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NAME OF SUBMITTER:	Paul Lilly
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Total Attachments: 7
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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Superior Propane Inc. /

Superieur Propane Inc.

413354-4

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

December 19, 2002 / le 19 décembre 2002

Date of Amalgamation - Date de fusion

Canada



Industry Canada / Industrie Canada
 Canadian Business Corporations Act / Loi canadienne sur les sociétés par actions

FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)

FORMULE 9
 STATUTS DE FUSION
 (ARTICLE 185)

1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
 Superior Propane Inc./Superieur Propane Inc.

2 -- The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social
 Calgary, Alberta

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 The attached Schedule "A" is incorporated into and forms part of the Articles of Amalgamation.

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
 None

5 -- Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
 Minimum three (3), Maximum seven (7)

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
 None

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu
 The attached Schedule "B" is incorporated into and forms part of the Articles of Amalgamation.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 -- Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre
Superior Propane Inc./ Superieur Propane Inc.	381691-5	<i>Mark Schwartz</i>	December 19, 2002	Chief Financial Officer
Sterling Pulp Chemicals, Ltd.	413351-0	<i>Mark Schwartz</i>	December 19, 2002	Director
Sterling Pulp Chemicals Fuzhou Ltd.	413353-6	<i>Mark Schwartz</i>	December 19, 2002	Director
Sterling (Sask) Holdings Ltd.	413350-1	<i>Mark Schwartz</i>	December 19, 2002	Director
Sterling Pulp Chemicals (Sask) Ltd.	413352-8	<i>Mark Schwartz</i>	December 19, 2002	Director

For Departmental Use Only - À l'usage du ministère
 Corporation No. / N° de la société: 413354-4
 Filed - Déposée: JAN 2 2003



Schedule "A"
Attached to and forming part of the
Articles of Amalgamation of

SUPERIOR PROPANE INC./
SUPERIEUR PROPANE INC.

I. Class A Common Shares

The Corporation is authorized to issue an unlimited number of Class A Common shares ("Class A shares") having attached thereto the following rights:

- (a) The holders of the Class A shares are entitled to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote.
- (b) Subject to the rights attaching to any other classes of shares of the Corporation the holders of the Class A shares are entitled to such dividends as the directors of the Corporation in their sole discretion may determine from time to time and no class of shares shall rank equally with any other class of shares in respect of dividends; and in particular, notwithstanding the generality of the foregoing, the directors may declare dividends on the Class A Shares or the Class B Common Shares without declaring dividends on the other class of shares, as the case may be.
- (c) Subject to the rights attaching to any other shares of the Corporation, upon the liquidation, dissolution, bankruptcy or winding-up of the Corporation or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, the holder of the Class A shares are entitled to receive the remaining property of the Corporation pro rata with the Class B Common Shares.

II. Class B Common Shares

The Corporation is authorized to issue an unlimited number of Class B Common shares ("Class B shares") having attached thereto the following rights:

- (a) The holders of the Class B shares are entitled to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote.
- (b) Subject to the rights attaching to any other classes of shares of the Corporation, the holders of the Class B shares are entitled to such dividends as the directors of the Corporation in their sole discretion may determine from time to time and no class of shares shall rank equally with any other class of shares in respect of dividends; and in particular, notwithstanding the generality of the foregoing, the

directors may declare dividends on the Class A Shares or the Class B Shares without declaring dividends on the other class of shares, as the case may be.

- (c) Subject to the rights attaching to any other shares of the Corporation, upon the liquidation, dissolution, bankruptcy or winding-up of the Corporation or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, the holders of the Class B shares are entitled to receive the remaining property of the Corporation pro rata with the Class A shares.

III. Preferred Shares

The Corporation is authorized to issue an unlimited number of Preferred Shares (the "Preferred Shares") having attached thereto the following rights, privileges, restrictions and conditions:

- (a) Except to the extent provided by the *Canada Business Corporations Act*, the holders of the Preferred Shares shall not be entitled to notice of or to vote at meetings of the shareholders of the Corporation.
- (b) The holders of the Preferred Shares shall not be entitled to any dividends.
- (c) In the event of the liquidation, dissolution or winding up of the Corporation or other distributions of its assets among the shareholders, the Preferred Shares shall be entitled to receive, in priority to the holders of the Common Shares, at the sole discretion and option of the directors of the Corporation either:
 - (i) an amount equal to the Redemption Amount; or
 - (ii) preferred shares in the capital of 3297489 Canada Ltd. having a stated redemption value equal to the Redemption Amount,

for each Preferred Share held. The holders of the Preferred Shares shall not be entitled to any further participation in the assets of the Corporation.

- (d) The Preferred Shares shall be redeemable in whole or in part at the option of either the holders thereof or the directors of the Corporation.
- (e) The "Redemption Amount" of each issued Preferred Share shall be equal to \$100.00 per share, which amount is hereby specified for purposes of subsection 191(4) of the *Income Tax Act* (Canada), as amended from time to time.
- (f) Should the Preferred Shares be redeemed in whole or in part the Corporation may satisfy the Redemption Amount by either
 - (i) paying \$100 cash per share to the holder; or

- (ii) transferring to the holder preferred shares in the capital of 3297489 Canada Ltd. having a stated redemption value equal to the total Redemption Amount of the Preferred Shares being redeemed.

Whether the redemption is at the option of the directors of the Corporation or the holder, the directors of the Corporation shall determine, in their sole discretion, which of the above alternatives shall be used to satisfy the Redemption Amount.

- (g) Not less than 30 days notice in writing of any redemption of the Preferred Shares at the option of the directors shall be given by mailing such notice to the registered holders of the Preferred Shares to be redeemed, specifying the date and place or places of such redemption and specifying whether the Redemption Amount will be satisfied by the payment of cash or by transfer of preferred shares in the capital of 3297489 Canada Ltd. If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares shall be deposited in any chartered bank in Canada or the applicable number of preferred shares in the capital of 3297489 Canada Ltd. are endorsed for transfer to the holder or endorsed in blank and placed in trust with a trust company in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such Preferred Shares to receive payment therefore out of the monies deposited or the endorsed preferred shares in the capital of 3279489 Canada Ltd. placed in trust. After the Redemption Amount of such shares has been deposited in any chartered bank in Canada or the preferred shares in the capital of 3297489 Canada Ltd. placed in trust with a trust company in Canada, as aforesaid, notice shall be given to the holders of any Preferred Shares called for redemption who have failed to present the certificates representing such shares within two months of the date specified for redemption that the money has been so deposited or preferred shares in the capital of 3297489 Canada Ltd. so placed in trust and such money or shares may be obtained by the holders of the said Preferred Shares upon presentation of the certificates representing such shares called for redemption at the applicable chartered bank or trust company, as the case may be.
- (h) In the event that only a part of the then outstanding Preferred Shares is at any time to be redeemed at the option of the directors of the Corporation, such shares shall be selected by lot, in such manner as the directors in their discretion shall decide, or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional shares.
- (i) Where a holder of Preferred Shares desires that all or a portion of such shares held by him or her be redeemed, he or she shall give notice in writing to the Corporation specifying the number of Preferred Shares that he or she wishes to be redeemed. Immediately upon receipt of such notice, the Corporation shall give notice in writing of the proposed redemption to all other holders of Preferred Shares of the Corporation, and within 60 days of receipt of such notice, subject to

the provisions of the *Canada Business Corporations Act* the Corporation shall redeem the number of Preferred shares specified in such notice, and upon surrender of the certificates for such Preferred Shares, the Corporation shall satisfy the Redemption Amount through a cash payment or a transfer of preferred shares in the capital of 3297489 Canada Ltd.

Schedule "B"

THIS IS SCHEDULE B REFERRED TO IN THE FOREGOING ARTICLES OF
SUPERIOR PROPANE INC./SUPERIEUR PROPANE INC. (the "Corporation")

1. Subject to the provisions of the *Canada Business Corporations Act*, the directors may, between annual general meetings, appoint one or more additional directors to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.