

APPENDIX A

To

**Recordation of Merger of MW Custom Papers, Inc. into MW Custom Papers, LLC
For United States Trademark Registrations**

The term "Trademark Registrations" shall include the below listed United States trademark registrations and applications for registration, and any division, renewal, or refilling of any of them.

Note: The following list is a continuation of cover sheet Item No. 4.

Trademark	Reg. No.	Reg. Date	Class(es)
APPLI	1440573	26-May-87	16
DUOPLY	1585576	06-Mar-90	16
DURALINE	1743926	29-Dec-92	16
FACER	1549091	25-Jul-89	16
FIREPLI	1445117	30-Jun-87	16
HURLBUT GENTLEMAN DESIGN	1488433	17-May-88	16
LUSTRALITE	1743927	29-Dec-92	16
ONYX	1884287	14-Mar-95	16
PRIMEBASE	1427460	03-Feb-87	16
PRISM	1447470	14-Jul-87	16
RADIANTLINE	1918804	12-Sep-95	16
SATINLAM	1743928	29-Dec-92	16

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MW CUSTOM PAPERS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MW CUSTOM PAPERS, INC." TO "MW CUSTOM PAPERS, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 2:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3604888 8100V

AUTHENTICATION: 2511076

030409604

DATE: 07-03-03

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NO. 1237 P. 6

CERTIFICATE OF CONVERSION**CONVERSION OF
MW CUSTOM PAPERS, INC.
INTO MW CUSTOM PAPERS, LLC**

THIS CERTIFICATE OF CONVERSION is executed as of December 31, 2002 for the purpose of converting MW CUSTOM PAPERS, INC., a Delaware corporation (the "Corporation"), into a Delaware limited liability company pursuant to Section 266 of the Delaware General Corporation Law and Section 214 of the Delaware Limited Liability Company Act. The undersigned, being duly authorized to execute and file this Certificate of Conversion, does hereby certify as follows:

1. Date and Jurisdiction of Incorporation. The Corporation was incorporated under the laws of the State of Delaware by filing a Certificate of Incorporation on December 19, 2002.
2. Name of Corporation. The name of the Corporation immediately prior to the filing of this Certificate of Conversion was MW Custom Papers, Inc.
3. Name of Limited Liability Company. The name of the limited liability company into which the Corporation is being converted by the filing of this Certificate, as set forth in its Certificate of Formation filed pursuant to Section 214 of the Delaware Limited Liability Company Act, is MW Custom Papers, LLC.
4. Effective Time of Conversion. The effective time of the conversion of the Corporation into a limited liability company (the "Effective Time") shall be 5:00 p.m. on December 31, 2002, immediately following the merger of The Mead Corporation into MW Custom Papers, Inc.
5. Effect of Conversion. At the Effective Time:
 - (i) the Corporation shall be converted into a domestic limited liability company, with the sole stockholder of the Corporation as its sole member;
 - (ii) the conversion shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to its conversion to a domestic limited liability company or the personal liability of any person incurred prior to such conversion;
 - (iii) all of the rights, privileges and powers of the Corporation and all property, real, personal and mixed, and all debts due to the Corporation as well as all other things and causes of action belonging to the Corporation, shall remain vested in the domestic limited liability company, and the title to any real property vested by deed or otherwise in the Corporation shall not

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 12/31/2002
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NO. 1237 P. 7

revert or be in any way impaired by reason; but all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall remain attached to the domestic limited liability company to which the Corporation has converted, and may be enforced against it to the same extent as if such debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a domestic limited liability company; and

- (iv) the rights, privileges, powers and interests in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, shall not be deemed, as a consequence of the conversion, to have been transferred to the domestic limited liability company to which the Corporation has converted for any purpose of the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

MW CUSTOM PAPERS, INC.

By David L. Santez
 Name: David L. Santez
 Title: Vice President