


Docket No: 10135-001002

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.

<p>1. Name of conveying party(ies): S.D. Warren Services Company</p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): S.D. Warren Company 225 Franklin Street Boston, MA 02110</p> <p><input type="checkbox"/> Individual(s) Citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation—State <u>Pennsylvania</u>  <input type="checkbox"/> Other _____</p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:  <input type="checkbox"/> Assignment  <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>September 24, 2004</u></p>	<p>4. Application number(s) or trademark number(s):  A. Trademark Application No(s): <u>78/415,831</u>  B. Trademark No(s): _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name/address of party to whom correspondence concerning document should be mailed: DEBRA SEROTA Fish &amp; Richardson P.C. 225 Franklin Street Boston, MA 02110-2804</p>	<p>6. Total number of applications and registrations involved: <u>no.</u></p> <p>7. Total fee (37 CFR §3.41): <u>\$40.00</u>  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: <u>06-1050</u>  Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.</p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.</i></p> <p><u>Debra Serota</u> Name of Person Signing</p> <p> Signature</p> <p><u>11/8/04</u> Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>6</u></p>	

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### CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

\_\_\_\_\_  
Date of Transmission November 8, 2004

\_\_\_\_\_  
Signature Darlene J. Morin

\_\_\_\_\_  
Typed or Printed Name of Person Signing Certificate Darlene J. Morin

**TRADEMARK**

2004092-981

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

Entity Number  
878041

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Address

City

State

Zip Code

Document will be returned to the name and address you enter to the left.

Fee: \$150 plus \$40 additional for each party in additional to two

Filed in the Department of State on SEP 24 2004

*Pedro A. Cortes*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
S.D. Warren Company

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County  
c/o CT Corporation Philadelphia

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County  
c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

PA DEPT OF STATE

2004 SEP 24 PM 12:31



2004092-983

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

24th day of September

2004

S.D. Warren Company

Name of Corporation/Limited Partnership



Signature

Dr. John Job President + CEO

Title

S.D. Warren Services Company

Name of Corporation/Limited Partnership



Signature

Dr. John Job President + CEO

Title

2004092-984

**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger (the "Plan of Merger"), dated as of September 24, 2004, by and between S.D. Warren Services Company, a Delaware corporation (the "Subsidiary"), and S.D. Warren Company, a Pennsylvania corporation (the "Corporation" and after the Effective Time, defined below, the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of merger and the mode of carrying the same into effect as follows:

1. **MERGER OF S.D. WARREN SERVICES COMPANY WITH AND INTO S.D. WARREN COMPANY.** At the Effective Time (as such term is defined in Section 7 hereof), the Subsidiary will merge with and into the Corporation (the "Merger"), and the separate existence of the Subsidiary will cease. The Corporation will be the surviving corporation.
2. **APPROVAL OF MERGER.** The Plan of Merger has been authorized and approved by the Boards of Directors of each of the Subsidiary and the Corporation, in accordance with the laws of the States of Delaware and Pennsylvania, respectively, by written consents thereof dated September 24, 2004.
3. **CERTIFICATE OF INCORPORATION.** At the Effective Time, the Restated Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.
4. **DIRECTORS AND OFFICERS.** At the Effective Time, the directors and officers of the Corporation shall be the directors and officers of the Surviving Corporation.
5. **BYLAWS.** At the Effective Time, the Bylaws of the Corporation shall be the Bylaws of the Surviving Corporation, until thereafter amended as provided therein and by law.
6. **SHARES.** At the Effective Time, each then issued and outstanding share, and each share held in the treasury, of the capital stock of the Subsidiary shall be cancelled. No shares or other securities or other obligations of the Corporation or any other corporation shall be issued in consideration for the cancellation of the shares of the Subsidiary.
7. **FLILING, EFFECTIVE TIME.** If this Plan of Merger has not been terminated pursuant to Section 8 hereof, (i) the appropriate Certificate of Ownership and Merger shall be filed by the Subsidiary under Delaware law; (ii) the appropriate Certificate of Merger and Docketing Statement shall be filed under Pennsylvania law; and (iii) this Plan of Merger shall become effective upon filing of such Certificate of Ownership and Merger with the Office of the Secretary of State of Delaware and such Certificate of

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Merger and Docking Statement with the Pennsylvania Department of State, Corporation Bureau, and such time is referred to herein as the "Effective Time." It is understood that the parties hereto intend that the Effective Time shall occur as of the date of this Plan of Merger, or as soon thereafter as practicable. As a result of the Merger, all of the assets of the Subsidiary shall be transferred and distributed to the Corporation, and the Corporation shall assume all of the liabilities and obligations of the Subsidiary.

8. **TERMINATION.** This Plan of Merger may be terminated and the Merger abandoned by the Boards of Directors of either of the Subsidiary or the Corporation at any time prior to the Effective Time.

9. **COUNTERPARTS.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized officers as of the 27<sup>th</sup> day of September, 2004.

S.D. WARREN SERVICES  
COMPANY

By: 

Name: Dr. John Jors

Title: President + CEO

S.D. WARREN COMPANY

By: 

Name: Dr. John Jors

Title: President + CEO