

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/24/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
S.D. Warren Services Company		09/24/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	S.D. Warren Company
Doing Business As:	DBA Sappi Fine Paper North America
Street Address:	225 Franklin Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78269039	CLARITY
Serial Number:	78376241	LIFE WITH PRINT
Registration Number:	857513	WARREN
Registration Number:	932603	WARREN
Registration Number:	1056571	STRIPKOTE
Registration Number:	1374748	SOMERSET GLARE FREE GLOSS
Registration Number:	1366641	SOMERSET GFG
Registration Number:	2010288	LUSTERPRINT
Registration Number:	2126346	STROBE
Registration Number:	2192787	AERO
Registration Number:	2269705	OPUS
Registration Number:	2290475	STROBE SILK

OP \$365.00 78269039

Registration Number:	2794465	MCCOY
Registration Number:	2874978	CRITERION

CORRESPONDENCE DATA

Fax Number: (617)368-6580
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (617) 368-6594
Email: briana.oregan@sappi.com
Correspondent Name: Briana O'Regan
Address Line 1: 225 Franklin Street
Address Line 2: Sappi Fine Paper NA
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Briana O'Regan
Signature:	/BO'Regan/
Date:	02/14/2005

Total Attachments: 5
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
S.D. Warren Services Company		CT Corp System	Philadelphia

4. Check, and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
S.D. Warren Company	Adopted by action of the board of directors of the
	corporation pursuant to 15 Pa.C.S. section 1924 (b) (2) .

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~
 The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

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

TRADEMARK

REEL: 003028 FRAME: 0684

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. FILING, 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


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.

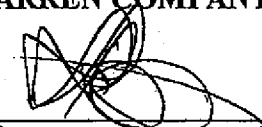
9. **COUNTERPARTS.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

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 21st day of September, 2004.

**S.D. WARREN SERVICES
COMPANY**

By: 
Name: Dr. John Job
Title: President + CEO

S.D. WARREN COMPANY

By: 
Name: Dr. John Job
Title: President + CEO