

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stadacona Inc.		04/07/2005	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	White Birch Paper Inc.
Street Address:	10, boul. des Capucins
Internal Address:	Post Office Box 1487
City:	Quebec
State/Country:	CANADA
Postal Code:	QC G1K 7H8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76331963	S STADACONA

CORRESPONDENCE DATA

Fax Number: (202)862-8958
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202 862-8944
 Email: tm@cgrdc.com
 Correspondent Name: Kathy Silberthau Strom, Esq.
 Address Line 1: 1990 K Street
 Address Line 2: Suite 950
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006-1181

DOMESTIC REPRESENTATIVE

Name: Kathy Silberthau Strom, Esq.
 Address Line 1: 1990 K Street, N.W.
 Address Line 2: Suite 950

OP \$40.00 76331963

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006-1181

NAME OF SUBMITTER:

Kathy Silberthau Strom, Esq.

Signature:

/Kathy Silberthau Strom/

Date:

01/20/2006

Total Attachments: 10

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Québec 

CERTIFICAT DE FUSION

Loi sur les compagnies, Partie IA
(L.R.Q., chap. C-38)

J'atteste par les présentes que les compagnies mentionnées dans les statuts de fusion ci-joints ont fusionné le **7 AVRIL 2005**, en vertu de la partie IA de la Loi sur les compagnies, en une seule compagnie sous la dénomination sociale

PAPIER WHITE BIRCH INC.

et sa ou ses personne(s)

WHITE BIRCH PAPER INC.

Compte indiqué dans les statuts de fusion ci-joints.

Déposé au registre le 7 avril 2005
sous le matricule 1162032925

Registraire
des entreprises

Québec 


Registraire des entreprises par intérim



1. Identification - inscrire le nom de la compagnie. Ne rien inscrire si vous demandez un numéro matricule au lieu d'un nom (compagnie à numéro).

PAPIR WHITE BIRCH INC.
WHITE BIRCH PAPER INC.

REPLIR LES SECTIONS APPROPRIÉES

2. Adresse du siège - Avis est donné que l'adresse du siège de la compagnie, dans les limites du district judiciaire indiqué dans les statuts, est la suivante:

N°	Nom de la rue	App. Bureau
10	BOUL. DES CAPUCINS	
Municipalité/ville	Province/État	Code postal
QUÉBEC	QUÉBEC	G L K 7 H 9.

3. Liste des administrateurs - inscrire le nom et l'adresse complète de tous les administrateurs.

1. Nom et prénom	N°	Nom de la rue	Appartement
PETER M. BRANT	385	TACONIC ROAD	
Municipalité/ville	Province/État	Code postal	Pays
GREENWICH	CONNECTICUT	06830	U.S.A.
2. Nom et prénom	N°	Nom de la rue	Appartement
CHRISTOPHER M. BRANT	80	FIELD POINT ROAD	
Municipalité/ville	Province/État	Code postal	Pays
GREENWICH	CONNECTICUT	06830	U.S.A.
3. Nom et prénom	N°	Nom de la rue	Appartement
EDWARD D. SHERRICK	7	KIMBERLY ROAD	
Municipalité/ville	Province/État	Code postal	Pays
REDDING	CONNECTICUT	06896	U.S.A.
4. Nom et prénom	N°	Nom de la rue	Appartement
THOMAS E. ARMSTRONG	49	MIDWOOD ROAD	
Municipalité/ville	Province/État	Code postal	Pays
GREENWICH	CONNECTICUT	06830	U.S.A.
5. Nom et prénom	N°	Nom de la rue	Appartement
MICHAEL FUCHS	400	PARK AVENUE	
Municipalité/ville	Province/État	Code postal	Pays
NEW YORK	NEW YORK	10022	U.S.A.
6. Nom et prénom	N°	Nom de la rue	Appartement
Municipalité/ville	Province/État	Code postal	Pays

Réservé à l'administration
Québec
Déposé le
7 AVR. 2005
Le registraire
des entreprises

Signature de la personne autorisée

Si l'espace prévu est insuffisant, joindre une annexe remplie en deux exemplaires, identifier la section correspondante et numéroter les pages s'il y a lieu.

SIGNER ET RETOURNER LES DEUX EXEMPLAIRES DE CE FORMULAIRE AVEC VOS STATUTS.

NE PAS TÉLÉCOPIER.



Loi sur les compagnies (L.R.Q., c. C-38, partie I A)

Marquer la case d'un X
s'il s'agit d'une fusion simplifiée

1. Nom - Inscrire le nom de la compagnie issue de la fusion et sa version s'il y a lieu.

PAPIER WHITE BIRCH INC.
WHITE BIRCH PAPER INC.

Marquer la case d'un X si vous demandez un numéro matriculé (compagnie à numéros) au lieu d'un nom.

2. District judiciaire du Québec où la compagnie établit son siège - Inscrire le district judiciaire tel qu'établi dans la Loi sur la division territoriale (L.R.Q., c. D-11).

Vous pouvez vous renseigner au palais de justice ou auprès de Communication-Québec ou
au [www.justice.gouv.qc.ca/francais/recherche/district.asp].

QUEBEC

3. Nombre précis ou nombres minimal
et maximal d'administrateurs

MINIMUM: 1 MAXIMUM: 10

4. Date d'entrée en vigueur

si elle est postérieure à celle du dépôt des statuts.

Année	Mois	Jour

5. Décrire le capital-actions autorisé et les limites imposées - Sauf indication contraire dans les statuts, la compagnie a un capital-actions limité et ses actions sont sans valeur nominale. (Voir la section « Description du capital-actions » dans l'information générale.)

See provisions of attached Schedule A forming an integral part of these articles.

6. Restrictions sur le transfert des actions et autres dispositions, le cas échéant

See provisions of attached Schedules B and C forming an integral part of these articles.

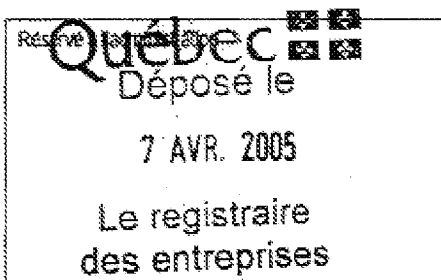
7. Limites imposées à son activité, le cas échéant

None

8. Nom et numéro d'entreprise du Québec (NEQ) de chaque compagnie qui fusionne

Faire signer un administrateur autorisé vis-à-vis le nom de chaque compagnie.

	Nom des compagnies	Numéro d'entreprise du Québec (NEQ)	Signature de l'administrateur autorisé
1.	PAPIER WHITE BIRCH INC. WHITE BIRCH PAPER INC.	1 1 6 2 0 3 2 9 2 5	
2.	STARACONA INC.	1 1 6 1 1 6 0 3 2 9	
3.	PAPIER WHITE BIRCH (2004) INC. WHITE BIRCH PAPER (2004) INC.	1 1 6 2 0 3 3 0 1 4	
4.		1 1	



Si l'espace prévu est insuffisant, joindre une annexe remplie en deux exemplaires,
identifier la section correspondante et numéroter les pages s'il y a lieu.

RETOURNER LES DEUX EXEMPLAIRES AVEC VOTRE PAIEMENT.
NE PAS TÉLÉCOPIER.

SCHEDULE A

5 Description du capital-actions

Unlimited number of common shares, without par value; and
Unlimited number of preferred shares, without par value.

I. The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) *Voting.* Each common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Company (except meetings at which any holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Companies Act (Quebec)* (hereinafter referred to as the "Act")).

(b) *Dividends.* The holders of the common shares shall be entitled to receive during each month, as and when declared by the board of directors, subject to the rights, privileges, restrictions and conditions attaching to the preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Company.

(c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or other distribution of assets of the Company among shareholders for the purpose of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to the preferred shares and to any other class of shares ranking prior to the common shares, the holders of common shares shall be entitled to receive the remaining property of the Company.

II. The preferred shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) *Non-voting.* Subject to the provisions of the Act or as otherwise expressly provided herein, the holders of the preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Company.

(b) *Dividends.* The holders of the preferred shares shall be entitled to receive during each month, as when declared by the board of directors, but always in preference and priority to any payment of dividends on the common shares or any other shares ranking junior to the preferred shares, non-cumulative

dividends at a fixed rate of eight percent (8%) per annum calculated on the Preferred Redemption Price (as hereinafter defined in paragraph II. (h)) of each such share, payable in money, property or by the issue of fully paid shares of any class of the share capital of the Company. The holders of the preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.

- (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or other distribution of assets of the Company among shareholders for the purpose of winding up its affairs, the holders of the preferred shares, shall be entitled to receive for each preferred share, in preference and priority to any distribution of the property or assets of the Company to the holders of the common shares or to any other shares ranking junior to the preferred shares, an amount equal to the Preferred Redemption Price, plus all declared and unpaid dividends thereon, but shall not be entitled to share any further in the distribution of the property or assets of the Company.
- (d) *Redemption by Company.* The Company may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding preferred shares on payment, for each preferred share to be redeemed, of the Preferred Redemption Price, plus all declared and unpaid dividends thereon (in paragraphs II. (e), (f) and (g), called the "Redemption Price").
- (e) *Procedure on Redemption.* Before redeeming any preferred shares, the Company shall mail or deliver to each person who, at the date of such mailing or delivery, shall be a registered holder of preferred shares to be redeemed, notice of the intention of the Company to redeem such shares held by such registered holder. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears on the records of the Company, or in the event of the address of any such holder not appearing on the records of the Company, then to the last address of such holder known to the Company, at least one (1) day before the date specified for redemption. Such notice shall set out the Redemption Price, the date on which the redemption is to take place and, if part only of the preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Company shall pay or cause to be paid the Redemption Price to the registered holders of the preferred shares to be redeemed upon presentation and surrender of the certificates for the preferred shares so called for redemption at the registered office of the Company or at such other place or places as may be specified in such notice, and the certificates for such preferred shares shall thereupon be cancelled, and the preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the preferred shares

called for redemption shall cease to be entitled to dividends in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Company in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected. On or before the date specified for redemption, the Company shall have the right to deposit the Redemption Price of the preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such preferred shares called for redemption upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Redemption Price applicable to their respective preferred shares against presentation and surrender of the certificates representing such preferred shares. If less than all the preferred shares are to be redeemed, the shares to be redeemed shall be redeemed pro rata, disregarding fractions, unless the holders of the preferred shares unanimously agree to the adoption of another method of selection of the preferred shares to be redeemed. If less than all the preferred shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

- (f) *Redemption by Holder.* A holder of preferred shares shall be entitled to require the Company to redeem at any time all, or from time to time any part, of the preferred shares registered in the name of such holder by tendering to the Company, at its head office, the share certificate(s) representing the preferred shares which the registered holder desires to have the Company redeem, together with a request in writing specifying (i) the number of preferred shares which the registered holder desires to have redeemed by the Company and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Company redeem such preferred shares, which Redemption Date shall not be less than five (5) days after the day on which the said request in writing is received by the Company. Upon receipt of the share certificate(s) representing the preferred shares which the registered holder desires to have the Company redeem, together with such request, the Company shall on or, at its option, before the Redemption Date, redeem such preferred shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Company's bankers for the time being in Canada. The said preferred shares shall be deemed to be redeemed on the date of payment of the Redemption Price and, from and after such date, such

preferred shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of preferred shares in respect thereof. Notwithstanding the foregoing, the Company shall only be obliged to redeem preferred shares so tendered for redemption to the extent that such redemption would not be contrary to any applicable law, and if such redemption of any such preferred shares would be contrary to any applicable law, the Company shall only be obliged to redeem such preferred shares to the extent that the moneys applied thereto shall be such amount (rounded to the next lower multiple of one hundred dollars (\$100.00)) as would not be contrary to such law, in which case the Company shall pay to each holder his pro rata share of the purchase moneys allocable. If less than all the preferred shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

(g) *Purchase for Cancellation.* The Company may purchase for cancellation at any time all, or from time to time any part, of the preferred shares outstanding, by private contract at any price, with the unanimous consent of the holders of the preferred shares then outstanding, or by invitation for tenders addressed to all the holders of the preferred shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Redemption Price thereof. If less than all the preferred shares represented by any certificate be purchased for cancellation, a new certificate for the balance shall be issued.

(h) *Preferred Redemption Price.* For the purposes of the foregoing paragraphs II. (b), (c) and (d), the "Preferred Redemption Price" of each preferred share shall be an amount equal to (i) the monetary consideration received by the Company upon the issuance of such share (denominated in the currency in which such consideration was paid to the Company), if such share has been issued for money; or (ii) the fair market value of the consideration received by the Company (including, without limitation, shares of another class of the Company) upon the issuance of such share, if such share has been issued for a consideration other than money; less (iii) all amounts paid in respect of such share on account of reductions of issued and paid-up capital. Subject to the provisions of the following subparagraph, such fair market value is to be determined by the directors on the basis of generally accepted accounting and valuation principles.

The fair market value determined as hereinabove provided for shall be subject to revision in accordance with any binding agreement with, or decision by, the appropriate taxation authorities, or any judgment of a court of competent jurisdiction. In the event that any such agreement, decision or judgment shall result in a final determination under the provisions of the appropriate taxation legislation and the amount thereby determined is an amount other than the amount for which such share was originally issued as determined by the directors in accordance with the preceding subparagraph

then if, and only if, such determination is relevant in determining the tax liability of the vendor in the year of the issuance of the shares, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to be the fair market value of the consideration received by the Company upon the issuance of such preferred share. Such adjustment to the Preferred Redemption Price shall reflect any assessment by the Minister of National Revenue or other taxing authority to which no appeal is taken or any agreement reached by the Company or any holder of a preferred share and a said taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction regarding the fair market value of the preferred shares or the consideration received by the Company upon the issuance of such preferred shares to which no appeal may be taken or the period during which an appeal may be taken has expired.

In the event that, subsequent to any redemption of preferred shares, the Preferred Redemption Price of each preferred share is adjusted pursuant to a revision of fair market value as aforementioned, either the Company shall pay out to the former holders of such redeemed preferred shares or the said former holders of the redeemed preferred shares will reimburse the Company, as the case may be, the difference between the Preferred Redemption Price of the said preferred shares as adjusted and the amount paid by the Company upon redemption, within sixty (60) days from the date of adjustment of the Preferred Redemption Price.

- (a) *Issued and Paid-Up Capital.* In the event that only part of the amount of the consideration received by the Company for any preferred share issued by the Company is added to the issued and paid-up capital account of the preferred shares, such preferred share shall be deemed to have been issued for the full amount of the consideration received, for all purposes of these articles (except only with respect to the issued and paid-up capital of such preferred shares), including, but without limiting the generality of the foregoing, dividend rights, redemption rights and rights upon liquidation and dissolution.
- (b) *No Change.* No change to any of the provisions of paragraphs II. (a) to (i) or of this paragraph (j) shall have any force or effect until a by-law has been approved by a majority of not less than two-thirds (2/3) of the votes cast by the holders of the preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the preferred shares, in addition to any other approval required by the Act.

SCHEDULE B

6 Restrictions sur le transfert des actions, le cas échéant

No share in the share capital of the Company shall be transferred or assigned without the approval of the directors certified by a resolution of the board of directors.

SCHEDULE C

8 Autres dispositions

- (1) the number of the shareholders of the Company is limited to fifty (50), exclusive of present or former employees of the Company or of a subsidiary of the Company, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder; and
- (2) any distribution of securities to the public or invitation to the public to subscribe for the Company's securities is prohibited.