

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from partnership to limited liability company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SP Newsprint Company		03/31/2008	PARTNERSHIP: GEORGIA
RECEIVING PARTY DATA			
Name:	SP Newsprint Company, LLC		
Street Address:	245 Peachtree Center Avenue, Suite 1800		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30303		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2549125	SP RECYCLING CORP.	
Registration Number:	2603545	SP NEWSPRINT SALES COMPANY	
Registration Number:	2622969	SP	
CORRESPONDENCE DATA			
Fax Number:	(212)269-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-701-3000		
Email:	nserratore@cahill.com		
Correspondent Name:	Nicole M. Serratore		
Address Line 1:	80 Pine Street		
Address Line 2:	Cahill Gordon & Reindel		
Address Line 4:	New York, NEW YORK 10005		
NAME OF SUBMITTER:	Nicole M. Serratore		
Signature:	/Nicole M. Serratore/		

OP \$90.00 2549125

Date:

07/16/2008

Total Attachments: 6

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STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **03/31/2008** converting

SP NEWSPRINT CO. (GP)
a **Domestic Non-Qualifying Entity**

to

SP NEWSPRINT CO., LLC
a **Domestic Limited Liability Company**

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on March 31, 2008



A handwritten signature in cursive script, reading "Karen C Handel".

Karen C Handel
Secretary of State

Executi

**CERTIFICATE OF CONVERSION
OF
SP NEWSPRINT CO.**

Pursuant to Section 14-11-212 of the Georgia Limited Liability Company Act (the "Act"):

I.

The name of the entity making the election is SP Newsprint Co., a Georgia general partnership (the "Partnership").

II.

The Partnership hereby elects to become a limited liability company pursuant to the Act.

III.

This election has been approved by all of the partners of the Partnership as required by Section 14-11-212(a) of the Act.

IV.

Filed with this Certificate of Conversion are Articles of Organization for the newly converted limited liability company that are in the form required by Section 14-11-204 of the Act, that set forth a name for such limited liability company that satisfies the requirements of Section 14-11-207 of the Act, and that shall be the Articles of Organization of such limited liability company formed pursuant to this election unless and until modified in accordance with the Act.

V.

The interests of the members in the limited liability company formed pursuant to this election shall be identical to their respective interests as partners in the Partnership immediately prior thereto. Notwithstanding the foregoing, the members of the limited liability company shall have the right at any time to enter into a written operating agreement and to amend such written operating agreement from time to time.

SECTION 14-11-212
CORPORATIONS DIVISION

2008 MAR 31 PM 3:36

State of Georgia
Conversion 5 Page(s)



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TRADEMARK

REEL: 003816 FRAME: 0644

IN WITNESS WHEREOF, the undersigned, constituting all of the partners in the Partnership, have caused their respective duly authorized representatives to execute this Certificate of Conversion as of this 21 day of March, 2008.

SP NEWSPRINT HOLDINGS LLC
a Delaware Limited Liability Company

By: 
Name: Peter M. Brant
Title: Managing Member

CONVERSION - CERTIFICATE OF CONVERSION

TRADEMARK

REEL: 003816 FRAME: 0645

IN WITNESS WHEREOF, the undersigned, constituting all of the partners in the Partnership, have caused their respective duly authorized representatives to execute this Certificate of Conversion as of this 31 day of March, 2008.

SP NEWSPRINT MERGER LLC
a Delaware Limited Liability Company

By: 

Name: Edward D. Sherrick
Title: Chief Executive Officer
Chief Financial Officer

CONVERSION – CERTIFICATE OF CONVERSION

TRADEMARK

REEL: 003816 FRAME: 0646

ARTICLES OF ORGANIZATION OF
SP NEWSPRINT CO., LLC

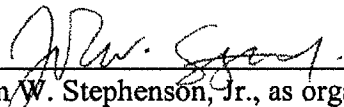
ARTICLE I

These Articles of Organization of SP Newsprint Co., LLC, dated March 21, 2008, are for the purpose of forming a limited liability company under the Georgia Limited Liability Company Act (O.C.G.A. § 14-11-100 *et seq.*).

ARTICLE II

The name of the limited liability company is "SP Newsprint Co., LLC".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.



John W. Stephenson, Jr., as organizer

STATE OF GEORGIA
COMMISSIONERS OF REVENUE
2008 MAR 31 PM 3:36

TRADEMARK

REEL: 003816 FRAME: 0647



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

KAREN HANDEL
Secretary of State

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: john.stephenson@troutmansanders.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank) SP Newsprint Co., LLC				
	LLC Name (List exactly as it appears in articles)				
2.	John W. Stephenson, Jr.				404-885-3602
	Name of person filing articles (certificate will be mailed to this person, at address below)				Telephone Number
	Bank of America Plaza, 600 Peachtree Street, N.E. - Suite 5200				
	Address				
	Atlanta	GA			30308
	City	State			Zip Code
3.	245 Peachtree Center Avenue, Suite 1800				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box)				
	Atlanta	GA			30303
	City	State			Zip Code
4.	CT Corporation				
	Name of LLC's Registered Agent in Georgia				
	1201 Peachtree Street NE - Suite 1240				
	Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address)				
	Atlanta	Fulton	GA	30361	
	City	County	State	Zip Code	
5.	Name and Address of each organizer (Attach additional sheets if necessary)				
	John W. Stephenson, Jr.	600 Peachtree Street, N.E. - Suite 5200		Atlanta	GA 30308
	Organizer	Address		City	State Zip Code
	Organizer	Address		City	State Zip Code
6.	Mail or deliver the following items to the Secretary of State, at the above address:				
	1) This transmittal form				
	2) Original and one copy of the Articles of Organization				
	3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
	Authorized Signature				Date
	Member, Manager, Organizer or Attorney-in-fact (Circle one)				
	Request certificates and obtain entity information via the Internet: http://www.georgiacorporations.org				

FORM 231

TRADEMARK