

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schiffenhaus Packaging Corp.		09/30/2008	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Schiffenhaus Packaging, LLC		
Street Address:	504 Thrasher St		
City:	Norcross		
State/Country:	GEORGIA		
Postal Code:	30071		
Entity Type:	LIMITED LIABILITY COMPANY: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2184742	PREFLEX	
CORRESPONDENCE DATA			
Fax Number:	(770)248-4402		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	678-291-7520		
Email:	racurrie@rocktenn.com		
Correspondent Name:	Robert A. Currie		
Address Line 1:	504 Thrasher St		
Address Line 4:	Norcross, GEORGIA 30071		
ATTORNEY DOCKET NUMBER:	4022-703-13593		
NAME OF SUBMITTER:	Robert A. Currie		
Signature:	/Robert A. Currie/		

OP \$40.00 2184742

Date:

10/06/2008

Total Attachments: 7

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CORPORATION SERVICE COMPANY

www.incspot.com

CSC- West Trenton
P.O.Box 77132
830 Bear Tavern Road, Suite 305
West Trenton, NJ 08628-1020
800-631-2155
609-530-0877 (Fax)

Matter# 466760-119620

Project Id :

Order# 741063-10

Order Date 09/30/2008

Entity Name : SCHIFFENHAUS PACKAGING, LLC

Jurisdiction : NJ-State of New Jersey

Request for : Domestic Merger Filing

File# : 0600333313

File date : 09/30/2008

Result : Filed

Ordered by BRIAN DUVAL at DAY PITNEY LLP

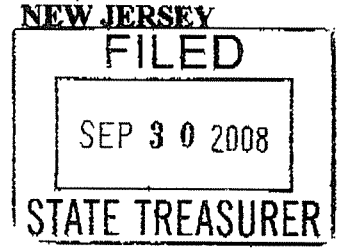
Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.incspot.com.

If you have any questions concerning this order or IncSpot, please feel free to contact us.

Betty-Jean Konieczny
bkoniecz@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

P. 5
MRG



0600333313

CERTIFICATE OF MERGER
of
SCHIFFENHAUS PACKAGING CORP.
(New Jersey Merging Corporation)

with and into

SCHIFFENHAUS PACKAGING, LLC
(New Jersey Surviving LLC)

Schiffenhaus Packaging, LLC, a New Jersey limited liability company, and Schiffenhaus Packaging Corp., a New Jersey corporation, to effect a merger in accordance with Section 42:2B-20 of the New Jersey Limited Liability Company Act (the "NJLLCA"), and Section 14A:10-1 of the New Jersey Business Corporation Act (the "NJBCA"), do hereby certify, in accordance with Section 42:2B-20 of the NJLLCA and Section 14A:10-4.1 of the NJBCA, as follows:

FIRST: The name of the surviving entity is Schiffenhaus Packaging, LLC, a New Jersey limited liability company. The name of the merging corporation is Schiffenhaus Packaging Corp., a New Jersey corporation.

SECOND: Schiffenhaus Packaging Corp. and Schiffenhaus Packaging, LLC have each approved and executed the Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement") providing for the merger of Schiffenhaus Packaging Corp. with and into Schiffenhaus Packaging, LLC.

THIRD: Approval of shareholders and members, as applicable:

(A) Schiffenhaus Packaging, LLC. The Plan of Merger was approved pursuant to the Written Consent of Sole Member of Schiffenhaus Packaging, LLC dated as of September 30, 2008. The table below shows the percentage interest of Schiffenhaus Packaging, LLC entitled to vote on the Plan of Merger, the percentage interest voted for and the percentage interest voted against the Plan of Merger. Such vote of the sole member of Schiffenhaus Packaging, LLC is sufficient for approval of the Plan of Merger.

<u>Percentage Interest Entitled to Vote</u>	<u>Votes Cast For</u>	<u>Votes Cast Against</u>
100%	100%	0

(B) Schiffenhaus Packaging Corp. The Plan of Merger was approved pursuant to the Written Consent of Sole Shareholder of Schiffenhaus Packaging Corp. dated as of September 30, 2008. The table below shows the number of shares of Schiffenhaus Packaging Corp. entitled to vote on the Plan of Merger, the number of shares voted for and the number of shares voted against the Plan of Merger. Such vote of the sole shareholder of Schiffenhaus Packaging Corp. is sufficient for approval of the Plan of Merger.

<u>Shares Entitled to Vote</u>	<u>Votes Cast For</u>	<u>Votes Cast Against</u>
1,000	1,000	0

S 206 7574
J 382 2563

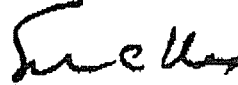
FOURTH: The merger shall be effective on October 1, 2008 at 12:01 a.m. Eastern Time.

FIFTH: The Merger Agreement is on file at a place of business of the surviving limited liability company, Schiffenhaus Packaging, LLC, which place of business is located at 504 Thrasher Street, Norcross, GA 30071.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company, Schiffenhaus Packaging, LLC, on request and without cost, to any member of Schiffenhaus Packaging Corp. or any person having an interest in Schiffenhaus Packaging, LLC.

IN WITNESS HEREOF, each of the undersigned business entities, by its duly authorized representative, has caused this Certificate of Merger to be executed as of September 30, 2008.

SCHIFFENHAUS INDUSTRIES, INC.

By: 
Steven C. Voorhees
Executive Vice President *not*

SCHIFFENHAUS INDUSTRIES, LLC


By: 
Steven C. Voorhees
Executive Vice President
Authorized Person *not*

Exhibit A**AGREEMENT AND PLAN OF MERGER
OF
SCHIFFENHAUS PACKAGING CORP.
WITH AND INTO
SCHIFFENHAUS PACKAGING, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") between SCHIFFENHAUS PACKAGING CORP., a New Jersey corporation ("Corp."), and SCHIFFENHAUS PACKAGING, LLC, a New Jersey limited liability company ("LLC"), and, which entities are hereinafter sometimes called the "Constituent Entities";

WHEREAS, the Board of Directors of Corp. deems it advisable and in the best interest of Corp. and its sole shareholder, and the sole member of LLC deems it advisable and in the best interest of LLC and its sole member, that Corp. merge with and into LLC, with LLC to be the surviving entity and to continue its existence as a limited liability company as a result of such merger pursuant to the laws of the State of New Jersey (which merger is hereinafter sometimes called the "Merger"); and

NOW, THEREFORE, the Constituent Entities agree, each with the other, to merge pursuant to the laws of the State of New Jersey into a single limited liability company, which shall be LLC; and the Constituent Entities hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of converting the interests and shares of the Constituent Entities, as follows:

1.

MERGER

On the Merger Date (as hereinafter defined), Corp. shall be merged with and into LLC. LLC shall be the surviving entity (the "Surviving Entity") and the separate existence of Corp. shall cease. The Surviving Entity shall continue its existence under New Jersey law and its name shall remain "Schiffenhaus Packaging, LLC". The Surviving Entity shall thereupon and thereafter possess all the rights, privileges, power, and franchises, of a public as well as of a private nature, of each of the Constituent Entities; and all property, real, personal, and mixed, and all debts due on whatever account, and each and every other interest of or belonging to or deemed to be transferred to and vested in such Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities; and any claim existing or action or proceeding pending by or against any of them may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by the Merger.

2.

ARTICLES OF ORGANIZATION

The Certificate of Formation of LLC in effect immediately prior to the Merger Date shall continue to be the Certificate of Formation of the Surviving Entity after the Merger Date.

3.

OFFICERS AND DIRECTORS

The officers of LLC holding office immediately prior to the Merger shall continue to be the respective officers of the Surviving Entity after the Merger, holding office in accordance with the Certificate of Formation of the Surviving Entity.

4.

MANNER AND BASIS OF CONVERTING SHARES AND INTERESTS

The manner and basis of converting the shares or interests of the Constituent Entities shall be as follows:

(a) Upon the Merger Date, each of the then outstanding shares in Corp. without any action on the part of the sole Shareholder, shall be cancelled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(b) Upon the Merger Date, all membership interests of LLC shall remain outstanding.

5.

MERGER PROCEDURE

Following approval, execution and acknowledgement of the Plan of Merger by the Board of Directors of Corp., it shall be submitted for approval by the sole Member of LLC. Following approval by the sole Member of LLC, the Constituent Entities shall present the Plan of Merger to the Department of Treasury, Division of Commercial Recording, of the State of New Jersey, in the manner provided in the New Jersey Business Corporation Act and the New Jersey Limited Liability Company Act, and the officers of each of the Constituent Entities, both prior to and after the Merger Date, shall execute all such other documents and shall take all such other actions as may be necessary or advisable to consummate the Merger and to cause the Plan of Merger to be carried out in accordance with its terms.

6.

SERVICE OF PROCESS

The Surviving Entity does hereby agree that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of Corp., as well as for enforcement

of any obligation of the Surviving Entity arising from the Merger; does hereby irrevocably appoint the Department of Treasury, Division of Commercial Recording, of the State of New Jersey as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Department of Treasury, Division of Commercial Recording: 504 Thrasher Street, Norcross, GA 30071, Attn: Robert B. McIntosh.

7.

EFFECTIVE TIME OF MERGER

The Merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Entities at 12:01 a.m. Eastern Daylight Savings Time on October 1, 2008; and the term "Merger Date", as used herein, shall mean such date and time.

IN WITNESS WHEREOF, each of the merging entities has caused the Plan of Merger to be executed and sealed by its duly authorized officers or its duly authorized member, as of this 29th day of September, 2008.

[Signatures Follow This Page]

SCHIFFENHAUS PACKAGING CORP.

Attest:

By: Steven C. Voorhees
Steven C. Voorhees
Executive Vice President

mg

Robert B. McIntosh
Robert B. McIntosh
Secretary

SCHIFFENHAUS PACKAGING, LLC

Attest:

By: Steven C. Voorhees
Steven C. Voorhees
Executive Vice President
Authorized Person

mg

Robert B. McIntosh
Robert B. McIntosh
Secretary