

JAN 16 2009

01-21-2009

Form PTO-1594 (Rev. 10-08)
OMB Collection 0651-0027 (exp. 11/30/2008)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



103544257

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Potlatch Forest Products Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 2, 2008

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes

No

Name: Clearwater Paper Corporation

Internal _____

Address: _____

Street Address: 601 W. Riverside Ave., Suite 1100

City: Spokane

State: WA

Country: USA Zip: 99201

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule

B. Trademark Registration No.(s)

See Attached Schedule

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: George G. Grigel

Internal Address: Wells St. John P.S.

Street Address: 601 West 1st Avenue, Suite 1300

City: Spokane

State: Washington Zip: 99201-3828

Phone Number: 509/624-4276

Fax Number: 509/838-3424

Email Address: ggrigel@wellsstjohn.com

6. Total number of applications and registrations involved:

92

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 2315.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

01/16/2009 MJAMA1 00000051 828582
 Deposit Account Number 23-0925 40.00 DP
 02 FC: 8522
 Authorized User Name Wells St. John P.S. 2275.00 DP

9. Signature:

Signature

George G. Grigel

Name of Person Signing

14 JAN. 2009
Date

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A**ISSUED REGISTRATIONS**

MARK	REGISTRATION NO.
CLEARWATER	828,582
SPA	767,589
POWER MATE	1,990,362
PERFECTLY SOFT	2,046,083
TREASURES	2,241,006
SURELY SOFT	2,139,790
TRULY TUFF	2,116,417
TRULY SOFT	2,116,418
DESIGN SERIES	2,177,693
EXTREME	2,195,845
TRUE SOFT	2,264,490
LEGACY	2,605,106
TAPESTRY	2,666,739
SPECIALLY SOFT	2,365,308
VELURE	718,943
SOFT ELEMENTS	2,615,687
SOFT & DELICATE	2,437,612
TRULY GENTLE	2,450,188
VALUE CLEAN	2,426,889
VALUE SOFT	2,745,608
SINCERELY SOFT	2,644,048
TODAY'S CHOICE	2,637,031
GABLEPAK	2,640,938
SPILL SAVER	2,561,814
MULTI-SIZE	2,842,011
SIZE-IT SHEETS	2,813,052
SIZEABLES	2,795,046
WITH HYDRASORB TECHNOLOGY	2,924,277
DESIGN SERIES	2,862,880
TAD EMBOSS FLOWER PATTERN	3,088,892
WITH HYDRASORB	2,979,157
EMBOSSSED NAPKIN	3,125,036
STRONG AND STURDY	2,905,067
SEPTICSURE	3,059,142
PETPALS	3,108,194
PERFECTLY STRONG	3,178,564
SIMPLY SOFT	3,235,193
PET PALS and DESIGN	3,269,953
CHANGE-A-SIZE	3,464,120
SIMPLY ELEGANT	3,235,325
CANDESCENCE	2,202,283

TRADEMARK**REEL: 003925 FRAME: 0024**

FANCIFUL DAISY DESIGN	3,256,438
MULTI-SIZE	3,283,134
LINT CLEAN	3,406,051
FOR A CLEAN, LINT-CLEAR FINISH	3,313,295
LIVING GREEN	3,489,717
NATURES BALANCE	3,493,519
HYDRASORB FIBER TECHNOLOGY	3,412,537
WITH HYDRASORB FIBERS	3,412,541
TRULY ELEGANT	3,413,698
ULTRA POWER	3,517,663
CLEARWATER	3,457,358
ANCORA	3,346,089

SCHEDULE B**PENDING APPLICATIONS**

MARK	TM SERIAL NO.
MASTER WIPES	78/589,173
SOFT APPEAL	78/597,632
BIG 'N TOUGH	78/647,200
SPLASH MATE	78/737,006
STRONG ELEMENTS	78/815,653
STRONG CHOICE	78/902,657
CAPTURE	77/046,539
POWERDRY	77/165,656
HYDROMAX	77/165,718
PERFECTLY GREEN	77/185,798
SPECIALLY GREEN	77/185,879
SUPREME GREEN	77/186,035
PURE GREEN	77/186,109
TODAY'S GREEN	77/186,119
GREEN SENSE	77/186,129
CLASSIC GREEN	77/186,207
GREEN ELEMENTS	77/186,243
MIGHTY GREEN	77/186,303
FOREVER GREEN	77/231,440
NATURE SMART	77/231,487
CLEARLY GREEN	77/231,518
FAN FARE	77/231,545
CLASSY	77/235,064
SIMPLY CLASSIC	77/235,087
SPILL AWAY	77/245,839
SOFT SELECT	77/250,022
TODAY'S VALUE	77/250,048
GOOD FOR THE ENVIRONMENT, GOOD FOR YOU	77/257,914
MAKE A SHEET	77/398,620
FORM A SHEET	77/398,737
PICK A SHEET	77/398,771
SIZE CHOICE	77/431,857
U SIZE IT	77/431,922
YOU SIZE IT	77/431,934
SIZE-A-SHEET	77/431,993
PREFER-A-SIZE	77/432,255
SOFT LIVING	77/433,611
SELECT-A-SHEET	77/597,917
SOFT BUY	77/624,810

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Delaware

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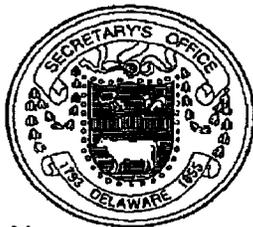
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "POTLATCH FOREST PRODUCTS CORPORATION", CHANGING ITS NAME FROM "POTLATCH FOREST PRODUCTS CORPORATION" TO "CLEARWATER PAPER CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2008, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4042496 8100

081155763



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6995567

DATE: 12-02-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 003925 FRAME: 0027

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF INCORPORATION

OF

POTLATCH FOREST PRODUCTS CORPORATION

POTLATCH FOREST PRODUCTS CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 7, 2005.

SECOND: This amendment to the Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the sole stockholder of the Corporation and by the directors of the Corporation.

THIRD: Article 1 of the Certificate of Incorporation of the Corporation as presently in effect is amended to read in its entirety as follows:

"The name of this Corporation is Clearwater Paper Corporation."

FOURTH: Article 5 of the Certificate of Incorporation of the Corporation as presently in effect is amended to read in its entirety as follows:

"A. Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 105,000,000, of which 100,000,000 shares, par value \$0.0001 per share, shall be common stock ("Common Stock") and 5,000,000 shares, par value \$0.0001 per share, shall be preferred stock ("Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Certificate of Incorporation, the only stockholder approval required shall be the

affirmative vote of a majority of the combined voting power of Common Stock and Preferred Stock so entitled to vote.

At the time this Certificate of Amendment to the Certificate of Incorporation shall become effective, every one share of Common Stock, par value \$1.00 per share, issued and outstanding at such time shall be, and hereby is, changed and reconstituted into one fully paid and non-assessable share of Common Stock, par value \$0.0001 per share (the "Par Value Adjustment"). Each outstanding stock certificate of the Corporation which, immediately prior to the time this Certificate of Amendment to the Certificate of Incorporation shall become effective, represented one or more shares of Common Stock, par value \$1.00 per share, shall thereafter be deemed to represent the one or more shares of Common Stock, par value \$0.0001 per share, taking into account the Par Value Adjustment, until such old stock certificate is exchanged for a new stock certificate reflecting the adjustment to the par value of the Common Stock resulting from the Par Value Adjustment.

B. Preferred Stock. Preferred Stock may be issued from time to time in one or more series, as determined by the Board of Directors. The Board of Directors is expressly authorized to provide for the issue, in one or more series, of all or any of the remaining shares of Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. The Board of Directors is also expressly authorized (unless forbidden in the resolution or resolutions providing for such issue) to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."

FIFTH: All other provisions of the Certificate of Incorporation of the Corporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer as of this December 2, 2008.

POTLATCH FOREST PRODUCTS CORPORATION,
a Delaware corporation

By: Michael J. Covey
Name: Michael J. Covey
Title: President and Chief Executive Officer

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RECORDED: 01/16/2009

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