

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/27/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smurfit-Stone Container Corporation		05/27/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ROCKTENN CP, LLC		
Street Address:	504 Thrasher Street		
City:	Norcross		
State/Country:	GEORGIA		
Postal Code:	30071		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1152398	SG	
CORRESPONDENCE DATA			
Fax Number:	(314)612-2323		
Phone:	314-621-5070		
Email:	iptm@armstrongteasdale.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Andrew B. Mayfield		
Address Line 1:	7700 Forsyth Boulevard, Suite 1800		
Address Line 4:	St. Louis, MISSOURI 63105		
ATTORNEY DOCKET NUMBER:	31369-438		
NAME OF SUBMITTER:	Andrew B. Mayfield		

CH \$40.00 1152398

Signature:	/ABM-ATLLP/
Date:	09/22/2011
Total Attachments: 4 source=Cert of Merger - SSCC to SAM to RockTenn-11196742-1#page1.tif source=Cert of Merger - SSCC to SAM to RockTenn-11196742-1#page2.tif source=Cert of Merger - SSCC to SAM to RockTenn-11196742-1#page3.tif source=Cert of Merger - SSCC to SAM to RockTenn-11196742-1#page4.tif	

Delaware

The First State

File Number:

Date Filed: 07/12/2011

Effective Date: 05/27/2011

Robin Carnahan

Secretary of State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SMURFIT-STONE CONTAINER CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SAM ACQUISITION, LLC" UNDER THE NAME OF "ROCKTENN CP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 2011, AT 10:32 O'CLOCK A.M.

State of Missouri
Merger - General Business - Foreign 5 Page(s)



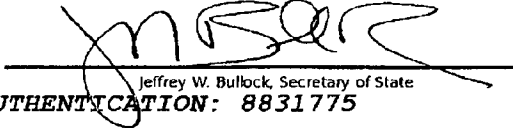
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8831775

DATE: 06-14-11

TRADEMARK

REEL: 004627 FRAME: 0881

CERTIFICATE OF MERGER
OF
SMURFIT-STONE CONTAINER CORPORATION

a Delaware corporation

INTO

SAM ACQUISITION, LLC

a Delaware limited liability company

(Under Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act)

Pursuant to provisions of Title 8, Section 264 of the Delaware General Corporation Law and Title 6, Chapter 18, Section 209 of the Delaware Limited Liability Company Act, Sam Acquisition, LLC, a Delaware limited liability company ("MergerSub"), executes and files this Certificate of Merger for the purpose of merging Smurfit-Stone Container Corporation ("Smurfit-Stone"), a Delaware corporation, with and into MergerSub and does hereby certify:

FIRST: The name and state of formation or organization of each of the constituent entries which is to merge are as follows:

Name	Jurisdiction of Formation or Organization
Sam Acquisition, LLC	Delaware
Smurfit-Stone Container Corporation	Delaware

SECOND: The name of the surviving Delaware limited liability company is Sam Acquisition, LLC.

THIRD: The name of the surviving Delaware limited liability company shall be changed to "RockTenn CP, LLC" at the effective time of the merger.

FOURTH: An Agreement and Plan of Merger dated as of January 23, 2011 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Title 8, Section 264(c) of the Delaware General

Corporation Law and Title 6, Chapter 18, Section 209 of the Delaware Limited Liability Company Act.

FIFTH: The Certificate of Formation of MergerSub, as now in force and effect, shall continue to be the Certificate of Formation of the surviving Delaware limited liability company.

SIXTH: The Limited Liability Company Agreement of MergerSub, as now in force and effect, shall be the Limited Liability Company Agreement of the surviving Delaware limited liability company, until thereafter amended in accordance with applicable law.

SEVENTH: The current officers and manager of MergerSub shall continue to be the officers and manager of the surviving Delaware limited liability Company.

EIGHTH: The merger of Smurfit-Stone into MergerSub shall be effective upon filing of the certificate of merger on May 27, 2011.

NINTH: The executed Agreement is on file at 504 Thrasher Street, Norcross, GA 30071, the office of the surviving Delaware limited liability company.

TENTH: A copy of the Merger Agreement will be furnished by the surviving Delaware limited liability company, on request and without cost, to any stockholder or member of any constituent entity.

TRADEMARK

REEL: 004627 FRAME: 0883

IN WITNESS WHEREOF, the undersigned limited liability company has executed and delivered this Certificate of Merger as of May 27, 2011.

SAM ACQUISITION, LLC

By: ROCK-TENN COMPANY, its Sole Member

By: *Robert B. McIntosh*
Name: Robert B. McIntosh
Title: Executive Vice President,
General Counsel and Secretary

[Signature Page to Certificate of Merger]

TRADEMARK