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03-18-1999



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Submission Type

New  
 Resubmission (Non-Recordation)  
 Document ID#   
 Correction of PTO Error  
 Reel #  Frame #   
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 Reel #  Frame #

Conveyance Type

Assignment  License  
 Security Agreement  Nunc Pro Tunc Assignment  
 Execution Date  
 Month Day Year  
  
 Merger  
 Change of Name  
 Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Individual  General Partnership  Limited Partnership  Corporation  Association  
 Other   
 Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

Address (line 2)   
 Address (line 3)     
 City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association  
 Other   
 Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be) a separate document from the Assignment.

03/17/1999 0000203 112958

01 FC:481 40.00 DP  
02 FC:482 150.00 DP

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REEL: 1868 FRAME: 0913

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

(212) 859-8000

Name

Pamela E. Weinstock, Esq.

Address (line 1)

Fried, Frank, Harris, Shriver & Jacobson

Address (line 2)

One New York Plaza

Address (line 3)

New York, New York 10004, U.S.A.

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

4

Trademark Application Number(s) or Registration Numbers(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number**

1,129,558

819,109

1,039,897

930,529

820,958

907,755

743,949

**Number of Properties**

Enter the total number of properties involved:

#

7

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

\$190.00

**Method of Payment**

Enclosed

Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

06-0920

Authorization to charge additional fees:

Yes  No

**Statement and Signature**

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.*

Pamela E. Weinstock, Esq.

Name of Person Signing

Signature

March 10, 1999

Date Signed

**CERTIFICATE OF MERGER  
OF  
PMILL CORPORATION  
(a New York corporation)  
INTO  
GILMAN PAPER COMPANY  
(a Georgia corporation)**

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, the undersigned corporations do hereby agree to this Certificate of Merger:

1. The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

PMILL CORPORATION, a New York corporation ("PMILL"),  
and  
GILMAN PAPER COMPANY, a Georgia corporation ("GPC").

2. The Surviving corporation in the merger shall be GPC (the "Surviving Corporation").

3. The executed Plan and Agreement of Merger (the "Plan") is on file at the principal place of business of GPC, which is located at 1000 Osborne Street, St. Marys, Georgia 31558. A copy of the Plan will be furnished by GPC, on request and without cost, to any shareholder of PMILL or GPC.

4. The merger was duly approved by the shareholders of each of the merging corporations.


5. The effective date of the merger shall be the 29<sup>th</sup> day of January 1999.

6. The Surviving Corporation certifies that a "Notice of Merger" and a publication fee of \$40 have been mailed or delivered to an authorized newspaper, as required by Georgia law.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by duly authorized corporate officers as of the 29<sup>th</sup> day of January, 1999.

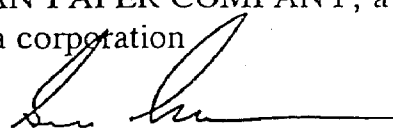
PMILL CORPORATION, a New York corporation

By:

  
\_\_\_\_\_  
Stephen W. Cropper, Secretary

GILMAN PAPER COMPANY, a Georgia corporation

By:

  
\_\_\_\_\_  
Stephen W. Cropper, Secretary

**CERTIFICATE OF MERGER  
OF  
PMILL CORPORATION  
INTO  
GILMAN PAPER COMPANY**

*Pursuant to Section 907  
of the New York  
Business Corporation Law*

I, the undersigned, Stephen W. Cropper, the Secretary of Gilman Paper Company and of Pmill Corporation, hereby certify as follows:

1. Pmill Corporation, a corporation of the State of New York, owns all of the outstanding shares of capital stock of Gilman Paper Company, a corporation of the State of Georgia.
2. The following sets forth, for each of the constituent corporations to the merger (i) the designation and number of outstanding shares of each class and (ii) that none of such shares will be owned by the surviving corporation:

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Pmill Corporation	100 shares (Common Stock)	None
Gilman Paper Company	1 share (Common Stock)	None

3. The shares of the surviving corporation will be issued on a pro rata basis to the shareholders of the parent corporation on surrender of any certificates therefor.
4. (a) The Certificate of Incorporation of Pmill Corporation, the constituent domestic corporation, was filed by the Department of State on the 8<sup>th</sup> day of January, 1999.  
  
(b) The merger herein certified is permitted by the laws of the state of incorporation of the foreign corporation constituent to this merger and is in compliance therewith. Gilman Paper Company, the constituent foreign corporation, has complied with the applicable provisions of the laws of the State of Georgia, and this merger is permitted under such laws.

5. The surviving corporation is Gilman Paper Company, a corporation incorporated in the State of Georgia, on the 29<sup>th</sup> day of January 1999, and which is not authorized to do business in the State of New York. Gilman Paper Company is not to do business in New York until the application for authority shall have been filed by the Department of State. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.
6. Gilman Paper Company agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the domestic corporation, previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of the constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is: Gilman Paper Company, 1000 Osborne Street, St. Marys, Georgia 31558, Attention: William H. Davis. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.
7. Gilman Paper Company agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the shareholders of the constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation law, relating to the right of the shareholders to receive payment for their shares.
8. The merger was approved by Pmill Corporation, the constituent domestic corporation, by the written consent of the sole shareholder in accordance with paragraph (a) of Section 903 and paragraph (a) of Section 615 of the New York Business Corporation law.
9. The merger was approved in accordance with the laws of the state of incorporation of Gilman Paper Company.
10. The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by the

constituent domestic corporation. The said report, if estimated, is subject to amendment.

11. Gilman Paper Company hereby agrees that it will within 30 days after the filing of the certificate of merger, file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.
12. The Merger shall be effective on the 29<sup>th</sup> day of January 1999.

IN WITNESS WHEREOF, we have signed this certificate on the 29<sup>th</sup> day of January, 1999, and we affirm the statements contained herein as true under penalties of perjury.

Pmill Corporation

By: 

Name: Stephen W. Cropper

Title: Secretary

Gilman Paper Company

By: 

Name: Stephen W. Cropper

Title: Secretary



# PLAN AND AGREEMENT OF MERGER

between

GILMAN PAPER COMPANY  
(a Georgia corporation)

and

PMILL CORPORATION  
(a New York corporation)

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") provides for the merger of PMILL CORPORATION, a New York corporation ("PMILL"), with and into GILMAN PAPER COMPANY, a Georgia corporation ("GPC") as follows:

## WITNESSETH:

WHEREAS, GPC is a corporation duly organized and existing under the laws of the State of Georgia, having its registered office at 1000 Osborne Street, St. Marys, Camden County, Georgia 31558;

WHEREAS, GPC has authorized capital stock consisting of four hundred (400) shares divided into classes as follows: (i) two hundred (200) shares of preferred stock having a par value of \$0.01 per share (the "GPC Preferred Stock"); and (ii) two hundred (200) shares of common stock having no par value per share (the "GPC Common Stock"), of which one (1) share has been duly issued and is outstanding, and is held by PMILL as of the date of this Plan;

WHEREAS, PMILL is a corporation duly organized and existing under the laws of the State of New York, having its registered office at 111 West 50<sup>th</sup> Street, 2<sup>nd</sup> Floor, New York, New York 10020;

WHEREAS, PMILL has authorized capital stock consisting of four hundred shares (400) divided into classes as follows: (i) two hundred (200) shares of preferred stock having a par value of \$0.01 per share (the "PMILL Preferred Stock"), and (ii) two hundred (200) shares of common stock having no par value per share (the "PMILL Common Stock") of which one hundred (100) shares have been duly issued and are outstanding, and are all held by HG Estate, LLC, a Delaware limited liability company;

WHEREAS, the Board of Directors of PMILL have deemed it advisable that the name of PMILL be changed to GILMAN PAPER COMPANY and the place of incorporation of PMILL be changed from New York to Georgia and that such changes be effected by means of the merger of PMILL with and into GPC; accordingly, the respective Boards of Directors of GPC and PMILL (collectively, the "Constituent Corporations") have deemed it advisable to merge, and have approved the merger of PMILL into GPC on the terms and conditions

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hereinafter set forth in accordance with the laws of the State of Georgia and the State of New York, which states permit such a merger, and have recommended that the merger of PMILL into GPC (the "Merger") be approved and that this Plan be approved and adopted by the shareholders of each of the respective corporations; and

WHEREAS, the respective Boards of Directors of PMILL and GPC and the respective shareholders of PMILL and GPC intend that, for United States federal income tax purposes, (i) the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) this Agreement constitute a plan of reorganization within the meaning of Section 368(a) of the Code and the Treasury regulations thereunder.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, PMILL and GPC have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

#### ARTICLE I

The Merger shall take effect at 4:30 P.M., eastern time, on the 29<sup>th</sup> day of January, 1999 (the "Effective Time") at which date the separate existence of PMILL shall cease and PMILL shall be merged, pursuant to Article 11 of the Georgia Business Corporation Code and in accordance with Section 907 of the Business Corporation law of the State of New York, with and into GPC, which shall continue its corporate existence and be the corporation surviving the merger (the "Surviving Corporation").

#### ARTICLE II

The name of the Surviving Corporation shall be GILMAN PAPER COMPANY.

#### ARTICLE III

The Surviving Corporation shall be governed by the laws of the State of Georgia. At the Effective Time, the existing Certificate of Incorporation of GILMAN PAPER COMPANY shall be the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law. The purposes and powers of the Surviving Corporation shall be as set forth in the currently existing Certificate of Incorporation of GILMAN PAPER COMPANY until further amended in the manner provided by law.

#### ARTICLE IV

At the Effective Time, the existing Bylaws of GPC shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Certificate of Incorporation and said Bylaws.

## ARTICLE V

At the Effective Time, the persons who are the directors and the officers of GPC immediately prior to the Merger becoming effective shall be the directors and officers of the Surviving Corporation. If at the Effective Time a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

## ARTICLE VI

The manner of carrying into effect the Merger provided in this Plan shall be as follows:

1. Prior to the Merger, the sole outstanding share of GPC Common Stock is owned by PMILL. At the Effective Time, each share of GPC Common Stock issued and outstanding immediately prior thereto shall be retired, canceled and extinguished and no shares of stock of or other consideration shall be issued in respect thereof or exchanged therefor.

2. At the Effective Time, each share of PMILL Common Stock outstanding and owned of record immediately prior to the Effective Time shall be converted into and become a right to receive from the Surviving Corporation, upon surrender of the certificate therefor, one share of Common Stock of the Surviving Corporation, all of which shares shall be deemed validly issued, fully paid and nonassessable.

## ARTICLE VII

At such time as the Merger becomes effective, all the assets and liabilities of PMILL shall be transferred by PMILL to GPC. From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, shall execute and deliver or cause to be executed and delivered all such other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation and its successors and assigns title to and possession of all the property, rights, privileges, powers and franchises of PMILL and otherwise to carry out the intent and purposes of this Agreement.

## ARTICLE VIII

At the Effective Time, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger.

## ARTICLE IX


There shall be required for the adoption of this Plan, the affirmative vote, by the shareholders, of at least a majority of all of the outstanding capital stock of each of the Constituent Corporations.

## ARTICLE X

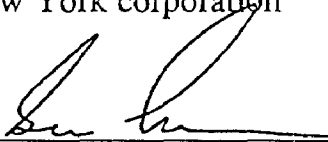
Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned, whether before or after submission to and approval by the shareholders of each of the Constituent Corporations, by either PMILL or GPC by appropriate resolution of its board of directors at any time prior to the Effective Time of the Merger.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan to be signed in its corporate name by its duly authorized officers all as of the date first above written.

GILMAN PAPER COMPANY,  
a Georgia corporation

By:   
\_\_\_\_\_  
Stephen W. Cropper, Secretary

PMILL CORPORATION,  
a New York corporation

By:   
\_\_\_\_\_  
Stephen W. Cropper, Secretary