

TRADEMARKS ONLY

TRADEMARKS ONLY

06-16-1999

To
Please

ks
of.

MRD
6-14-99



101068613

interest:

1. Name of Party(ies) conveying an interest:
Gulf States Paper Corporation
(merged into GSPC Operating
Company, Inc., an Alabama
corporation)
Entity:

Gulf States Paper Corporation
Address:
Post Office Box 48999
Tuscaloosa, Alabama 35404-8999

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

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

3. Interest Conveyed:

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

Execution Date
December 31, 1995

Citizenship
Alabama

If not domiciled in the United States, a domestic representative designation is attached:
 Yes
 No

(The attached document must not be an assignment)

RECEIVED
1995 JUN 14 PM 3:11
ASSIGNMENT SECTION

4. Application number(s) or registration number(s). Additional sheet attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	RN 1,192,108	RN 1,235,105	RN 1,264,216	RN 786,826
A. Trademark Application No.(s) SN 75/089,480	B. Trademark Registration No.(s)			
	RN 1,252,936	RN 791,238	RN 1,433,871	RN 685,715
	RN 1,903,312	RN 1,192,109	RN 2,003,557	
	RN 1,850,169	RN 1,891,705	RN 1,754,511	

5. Please mail documents back to:
Calendar/Docketing Dept.
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA 94120

6. Number of applications and registrations involved: 15

7. Amount of fee enclosed: \$390.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 40329 0261453/RLK/RLT
C# M#

06/15/1999 DNGUYEN 00000164 75089480

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 350.00 OP

9. 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.

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	3
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Signature

Attorney: Richard L. Kirkpatrick
Date: 6/11/99
Atty/Sec: _____

Tel: (415) 983-1802
Fax: (415) 983-1200

ARTICLES OF MERGER

FILED IN
DEC 21 1995
3:00PM
SECRETARY OF STATE

1. The plan of merger is attached hereto as Annex A.
2. (a) GSPC Operating Company, Inc., an Alabama corporation and the surviving corporation in the merger, has 1000 shares of common stock outstanding, which are entitled to cast 1000 votes on the plan of merger. All of such votes were cast for, and none of such votes were cast against, the plan of merger.

(b) Gulf States Paper Corporation, a Delaware corporation that is merging into the surviving corporation in the merger, has outstanding 173,275.739 shares of voting common stock and 686,272.908 shares of voting preferred stock, which are entitled to vote together as a single class and to cast 859,548.647 votes on the plan of merger. Of such votes, 858,366.647 were cast for, and none were cast against, the plan of merger.
3. The Articles of Incorporation of the surviving Alabama corporation are filed in Tuscaloosa County, Alabama.
4. The effective time and date of these Articles of Merger are 11:59 p.m., Central Time, on December 31, 1995.

IN WITNESS WHEREOF, the surviving corporation has executed these Articles of Merger this 19th day of December, 1995.

GSPC OPERATING COMPANY, INC.

By: Jon Warner
Jon Warner
Chairman of the Board

PLAN OF MERGER

1. The names of the corporations planning to merge in the merger (the "Merger") are Gulf States Paper Corporation, a Delaware corporation ("Gulf States"), and GSPC Operating Company, Inc., an Alabama corporation ("Operating Company"). The name of the surviving corporation, which will be changed at the effective time of the Merger as set forth in paragraph 4 below, is GSPC Operating Company, Inc., an Alabama corporation.
2. At the effective time (the "Effective Time") stated in the Articles of Merger to be filed to give effect to the Merger, Gulf States shall be merged with and into Operating Company, and the separate corporate existence of Gulf States shall cease.
3. In the Merger:
 - (a) Each outstanding share of the capital stock of Operating Company shall remain issued and outstanding and unaffected by the Merger;
 - (b) Each share, and each fraction of a share, of Gulf States voting common stock, without par value, non-voting common stock, without par value, voting preferred stock, par value \$1.00 per share, and non-voting preferred stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time (except for shares that have not been voted for adoption of the merger agreement providing for the Merger and with respect to which appraisal rights have been properly demanded under Delaware law, and treasury shares) shall be converted into one share, or the same fraction of one share, of the voting common stock, without par value, non-voting common stock, without par value, voting preferred stock, par value \$1.00 per share, or non-voting preferred stock, par value \$1.00 per share, respectively, of GSPC Holdings, Inc., a Delaware corporation ("Holding Company") that is a wholly owned subsidiary of Gulf States and the wholly owning parent of Operating Company;
 - (c) Each share of Gulf States' stock issued immediately prior to the Effective Time that is then held in Gulf States' treasury shall be canceled and retired, and all rights in respect thereof shall cease to exist, without any conversion thereof; and
 - (d) All shares of Holding Company stock issued and outstanding, and owned by Gulf States, immediately prior to the Effective Time, shall be canceled and shall become authorized and unissued shares.
4. At the Effective Time, the Articles of Incorporation of the surviving corporation shall be amended by deleting the text of Paragraph 1 thereof in its entirety and replacing it with the following: "The name of the corporation is Gulf States Paper Corporation."