

06-27-2002

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027



102136893

U.S. Department of Commerce
Patent and Trademark Office

PATENT

RECEIVED
JUN 17 11 17 AM '02
FINANCE SECTION

RECORDATION FORM COVER SHEET PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID# _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

06/17/02

Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other Amalgamation

U.S. Government
(For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1) Bowater Pulp and Paper Canada Inc. Execution Date
Month Day Year
12 19 2001

Second Party

Name (line 1) _____ Execution Date
Month Day Year

Name (line 2) _____

Receiving Party

Mark if additional names of receiving parties attached

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 is attached. (Designation must be a separate document from Assignment.)

Name (line 1) Bowater Canadian Forest Products Inc.

Name (line 2) _____

Address (line 1) 41st Floor

Address (line 2) 1 First Canadian Place

Address (line 3) Montreal Quebec Canada M5X 1B2
City State/Country Zip Code

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) _____

FOR OFFICE USE ONLY

06/26/2002 LMUELLER 00000178 070555 6174414

01 FC:581 40.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

PATENT
REEL: 013019 FRAME: 0087

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="6,174,414"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

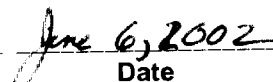
Authorization to charge additional fees: Yes No

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.

Jon Carl Gealow
Name of Person Signing


Signature


Date



**Certificate
of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

BOWATER CANADIAN FOREST PRODUCTS INC.

BOWATER PRODUITS FORESTIERS DU CANADA INC.

398746-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2002 / le 1 janvier 2002

Date of Amalgamation - Date de fusion

Canada



1 — Name of amalgamated corporation / Dénomination de la société issue de la fusion
BOWATER CANADIAN FOREST PRODUCTS INC.
BOWATER PRODUITS FORESTIERS DU CANADA INC.

2 — The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social
Province of Ontario

3 — The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule 1 is incorporated in this form.

4 — Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule 2 is incorporated in this form.

5 — Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum 1, Maximum 10

6 — Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
N/A

7 — Other provisions, if any / Autres dispositions, s'il y a lieu
The annexed Schedule 3 is incorporated in this form.

8 — The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
8 — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.
[] 183
[] 184(1)
[X] 184(2)

Table with 5 columns: 9 — Name of the amalgamating corporations, Corporation No., Signature, Date, Title. Rows include Bowater Pulp and Paper Canada Inc. and Bowater Canadian Forest Products Inc. with signatures and dates from December 19, 2001.

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. — N° de la société 398746-9
Filed - Déposée
PATENT

Schedule 1
to Form 9 - Articles of Amalgamation

Subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the non-voting preferred shares ("Preferred Shares") and the common shares ("Common Shares") of the Corporation are as follows:

A. PREFERRED SHARES

1. Dividends

(a) The holders of the Preferred Shares, in priority to the Common Shares and all other shares ranking junior to the Preferred Shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, cumulative cash dividends at the rate of seven and one-half percent (7.5%), per annum of the Redemption Price defined in sub-clause 3(a) below, payable quarterly in arrears on the 1st days of January, April, July and October in each year. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. Such dividends shall accrue from the date of issue. If on any dividend payment date, the dividend payable on such date is not paid in full on all the Preferred Shares then issued and outstanding, such dividend, or the unpaid part thereof, shall be paid at a subsequent date or dates as and when declared by the board of directors of the Corporation. The holders of the Preferred Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(b) Except with the consent in writing of the holders of all of the Preferred Shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Common Shares or on any other shares of the Corporation ranking junior to the Preferred Shares for any financial year unless all accrued cumulative dividends on the Preferred Shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Common Shares or on any other shares ranking junior to the Preferred Shares.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preferred Shares, in priority to the holders of the Common Shares, shall be entitled to receive from the assets of the Corporation the sum of \$100 for each Preferred Share held together with payment of all accrued but unpaid dividends thereon calculated up to the date of distribution. After payment to the holders of the Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.

3.

Redemption

(a) The Corporation may, subject to the requirements of the Act, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time any part, of the then outstanding Preferred Shares on payment of a redemption price of \$100 per share (the "Redemption Price") and shall at the same time as the payment of the Redemption Price pay to the holder or holders of the Preferred Shares being redeemed, the amount of accrued but unpaid dividends thereon calculated up to the date of redemption.

(b) In the case of redemption of Preferred Shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Preferred Shares, at least 10 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Preferred Shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Preferred Shares. On the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares to be redeemed the Redemption Price thereof together with the payment of any accrued but unpaid dividend thereon calculated up to the date of redemption, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price (and any accrued but unpaid dividends as aforesaid) shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preferred Shares to deposit the Redemption Price (and any accrued but unpaid dividends as aforesaid) for the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such

deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Price (and any accrued but unpaid dividends as aforesaid) so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the amount so deposited has not been paid to or to the order of the respective holders of the Preferred Shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim such amount to which they are entitled without interest from the Corporation.

(c) The amount of \$100 is hereby specified in respect of each Preferred Share for the purposes of Section 191(4) of the Income Tax Act (Canada), as amended or substituted from time to time.

4. Voting

Except as otherwise provided by law, the holders of the Preferred Shares shall not be entitled as such to receive notice of, or to attend, any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting or to sign any resolution in writing in lieu thereof.

B. COMMON SHARES

1. Dividends

Subject to the prior rights of the holders of the Preferred Shares and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Common Shares from any assets at the time properly applicable to the payment of dividends.

2. Liquidation, Dissolution or Winding-Up

In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares, the holders of the Common Shares shall be entitled to receive the remaining assets of the Corporation.

3. Voting

The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Common Share held at such meetings, except a meeting of holders of a particular class of shares other than the Common Shares who are entitled to vote separately as a class at such meeting.

Schedule 2
to Form 9 - Articles of Amalgamation

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

Schedule 3
to Form 9 - Articles of Amalgamation

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation.

3. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation.

4. The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.

5. A meeting of the shareholders of the Corporation may be held at Greenville, South Carolina.