PATENT ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/1997

CONVEYING PARTY DATA

Name	Execution Date
Bear Island Mergerco, LLC	12/01/1997

RECEIVING PARTY DATA

Name:	Bear Island Paper Company, LLC	
Street Address:	10026 Old Ridge Road	
City:	Ashland	
State/Country:	VIRGINIA	
Postal Code:	23005	

PROPERTY NUMBERS Total: 2

Property Type	Number
Patent Number:	5089089
Patent Number:	4708771

CORRESPONDENCE DATA

Fax Number: (714)755-8290

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

ipdocket@lw.com Email: Correspondent Name: Latham & Watkins LLP Address Line 1: 650 Town Center Drive

Suite 2000 Address Line 2:

Costa Mesa, CALIFORNIA 92626 Address Line 4:

ATTORNEY DOCKET NUMBER:	038263-0041
NAME OF SUBMITTER:	Rhonda DeLeon

Total Attachments: 7 source=Merger#page1.tif

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ARTICLES OF MERGER OF BEAR ISLAND MERGERCO, LLC with and into BEAR ISLAND PAPER COMPANY, L.L.C.

Plan of Merger. Attached hereto and incorporated herein by this reference is a copy of the plan of merger ("Plan of Merger") by which Bear Island Mergerco, LLC, a Virginia limited
liability company, shall be merged with and into Bear Island Paper Company, L.L.C., a Virginia limited liability company.

- 2. Outstanding Membership Interests. The outstanding membership interests of Bear Island Mergerco, LLC consist of one membership interest, which is owned by Bear Island Paper Company, L.L.C. The outstanding membership interests of Bear Island Paper Company, L.L.C. consist of one membership interest, which is held by a single member.
- 3. Adoption by Directors. On December 1 , 1997, the Plan of Merger was adopted by unanimous written consent of the directors of Bear Island Paper Company, L.L.C. and by unanimous written consent of the directors of Bear Island Mergerco, LLC.
- 4. Adoption by Members. On December 1 , 1997, the Plan of Merger was adopted by written consent of the sole member of Bear Island Paper Company, L.L.C. and by written consent of the sole member of Bear Island Mergerco, LLC.
- 5. Effective Date. The effective date of the certificate of merger issued by the Virginia State Corporation Commission, and the date on which the merger of Bear Island Mergerco., LLC with and into Bear Island Paper Company, L.L.C. shall be effected, shall be December 1 , 1997.

Date: December 1, 1997

BEAR ISLAND MERGERCO, LLC

BEAR ISLAND PAPER COMPANY, L.L.C.

Name:

#460227

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1. <u>Limited Liability Companies Planning to Merge</u>. The names of the limited liability companies planning to merge are:

Bear Island Mergerco, LLC, a Virginia limited liability company ("Mergerco"); and

Bear Island Paper Company, L.L.C., a Virginia limited liability company ("BIPC").

On the "Effective Date", as defined herein, Mergerco will merge with and into BIPC.

- 2. Surviving Limited Liability Company. The name of the surviving limited liability company is Bear Island Paper Company, L.L.C. The Board of Directors and the officers of BIPC, as each exists immediately prior to the Effective Date, shall be the Board of Directors and officers of the surviving limited liability company. The Articles of Organization and Operating Agreement of BIPC, as each exists immediately prior to the Effective Date, shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.
- 3. State of Incorporation and Organization. Virginia is the name of the state under whose law each of Mergerco and BIPC are organized.
- 4. Terms and Conditions. On the "Effective Date", as defined herein, all assets and properties of Mergerco shall be vested in BIPC without reversion or impairment, and BIPC shall be liable for all liabilities of Mergerco; provided, however, that no member of BIPC which is a party to the merger shall, as a result of the merger, become personally liable for the liabilities

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or obligations of any other person or entity unless that member approves the plan of merger or otherwise consents to becoming personally liable.

- 5. Cancellation of Outstanding Membership Interest in Bear Island Mergerco, LLC. On the Effective Date, the outstanding membership interest in Mergerco shall be canceled and cease to exist.
- Adoption by Directors. This plan of merger shall be adopted by written consents of all of the directors of Mergerco and all of the directors of BIPC.
- 7. Approval by Shareholders and Members. This plan of merger shall be approved by written consents of the sole member of a Mergerco and the sole member of BIPC.
- 8. Articles of Merger. After the approval of this plan of merger by the sole member of Mergerco and the sole member of BIPC, an authorized officer of Mergerco, for and on behalf of Mergerco, and an authorized officer of BIPC, for and on behalf of BIPC as the surviving company, shall execute and file with the Virginia State Corporation Commission ("Commission") articles of merger and shall execute and deliver such other documents and instruments and to take such action as they may deem necessary or advisable to effect and evidence the merger of Mergerco with an into BIPC in accordance with the provisions of this plan of merger.
- 9. Effective Date. The time and date at and on which the merger of Mergerco with and into

 BIPC shall be effected (the "Effective Date") shall be the time and date, if any, specified in the articles of merger filed with the Commission as the effective date of the certificate of

merger issued by the Commission, if no such time and date are specified, the time and date at and on which the certificate of merger shall be issued by the Commission.

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HULLHEN WILLIAMS MOORE CHAIRMAN

> CLINTON MILLER COMMISSIONER

THEODORE V. MORRISON, JR. COMMISSIONER



WILLIAM J. BRIDGE CLERK OF THE COMMISSION P.O. BOX 1197 RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

December 1, 1997

TAMARA NUNNALLY TAYLOR MAYS & VALENTINE L.L.P. NATIONSBANK CENTER 23RD FL 1111 EAST MAIN ST RICHMOND, VA 23219

BEAR ISLAND PAPER COMPANY, L.L.C. RE:

S023673 - 9 ID: DCN: 97-12-01-0509

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is December 1, 1997.

Nonsurviving entities:

Bear Island Mergerco, LLC

are merged into BEAR ISLAND PAPER COMPANY, L.L.C..

Sincerely yours,

William J. Bridge

Clark of the Commission

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COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION

December 1, 1997

The State Corporation Commission finds the accompanying articles submitted on behalf of

BEAR ISLAND PAPER COMPANY, L.L.C.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

Bear Island Mergerco, LLC

is merged into BEAR ISLAND PAPER COMPANY, L.L.C., which continues to exist under the laws of VIRGINIA with the name BEAR ISLAND PAPER COMPANY, L.L.C.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 1, 1997.

STATE CORPORATION COMMISSION

Commissioner

MERGACPT CIS20317 97-12-01-0509

RECORDED: 10/23/2009