

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
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	ipdocket@lw.com
Correspondent Name:	Latham & Watkins LLP
Address Line 1:	650 Town Center Drive
Address Line 2:	Suite 2000
Address Line 4:	Costa Mesa, CALIFORNIA 92626
ATTORNEY DOCKET NUMBER:	038263-0041
NAME OF SUBMITTER:	Rhonda DeLeon
Total Attachments: 7 source=Merger#page1.tif	

OP \$80.00 5089089

500996715

PATENT
REEL: 023409 FRAME: 0856

source=Merger#page2.tif
source=Merger#page3.tif
source=Merger#page4.tif
source=Merger#page5.tif
source=Merger#page6.tif
source=Merger#page7.tif

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

1. 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.

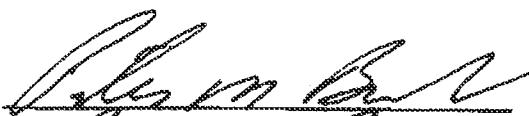
Date: December 1, 1997

BEAR ISLAND MERGERCO, LLC

By:

Peter M. Brant
Name: Peter M. Brant
Title: Pres

BEAR ISLAND PAPER COMPANY, L.L.C.

By: 
Name: Peter M. Brant
Title: Pres

#460227

104-1-10-87
104-1-10-87

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.
6. 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 and 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.

#460316v2

RECEIVED
JAN 11 1967RECEIVED
JAN 11 1967

PATENT
REEL: 023409 FRAME: 0864