

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment to Trademark Security Agreement (to reflect name change of receiving party)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NewPage Wisconsin System, Inc.	FORMERLY Stora Enso North America Corp.	09/11/2009	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon, as Priority Lien Collateral Trustee
Street Address:	101 Barclay Street
Internal Address:	8 West
City:	New York
State/Country:	NEW YORK
Postal Code:	10286
Entity Type:	Banking Corporation: NEW YORK

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	1392310	CAPRI
Registration Number:	2773395	CAPRIPRESS
Registration Number:	0820771	CENTURA
Registration Number:	1687141	CONCYCLE
Registration Number:	0877009	CONSO-MATTE W.O.
Registration Number:	0500488	CONSOLIDATED
Registration Number:	0550747	CONSOLIDATED
Registration Number:	0822881	CONSOLIDATED
Registration Number:	2769061	CONSOPRESS
Registration Number:	2938182	CONSOPRESS ADVANTAGE
Registration Number:	2777443	ED
Registration Number:	1659724	EXCELLENCE

OP \$1240.00 1392310

Registration Number:	1354753	EXCELLENCE
Registration Number:	0880492	FORTUNE GLOSS
Registration Number:	1706723	FUTURA
Registration Number:	2172880	FUTURA
Registration Number:	2629455	GUSTO
Registration Number:	2441458	HOTEL MEAD
Registration Number:	1525600	MIDSET W.O.
Registration Number:	0569844	MODERN GLOSS
Registration Number:	0820769	NOVA
Registration Number:	1692964	ORION
Registration Number:	2548531	OURPAPER
Registration Number:	1268601	POINT
Registration Number:	878664	POINT OPAQUE
Registration Number:	2769062	POLARISPRESS
Registration Number:	0579130	PRODUCTOLITH
Registration Number:	0951977	SPYDER WEB
Registration Number:	1611731	SUPERIOR GLOSS
Registration Number:	2014920	SUPERIOR HQ
Registration Number:	2824592	SUPERIORPRESS
Registration Number:	1877924	TELEMERCHANT
Registration Number:	2793862	THE DESIGN OF CULTURE C
Registration Number:	1550925	ULTRAWEB
Registration Number:	2583466	UNI-THERM
Serial Number:	77003628	ARBOR
Serial Number:	78939936	ARBORPRESS
Serial Number:	77003622	ARBORWEB
Serial Number:	77003613	ARBORWEB PLUS
Serial Number:	77299788	ARIES
Serial Number:	78863161	BLAZER DIGITAL
Serial Number:	77003603	CONSOPRESS ARBOR
Serial Number:	77299806	EXPEDITION
Serial Number:	76380639	OUR PASSION IS PAPER
Serial Number:	76380638	OUR PASSION IS PAPER OUR MISSION IS MORE
Serial Number:	77003588	POLARISPRESS ARBOR
Serial Number:	77260503	PRODUCTOLITH PTS. DIGITAL

Serial Number:	77260522	PTS
Serial Number:	77299799	VOYAGEUR

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-876-7628
Email: linda.kastner@lw.com
Correspondent Name: Linda Kastner c/o Latham & Watkins LLP
Address Line 1: 233 S. Wacker Drive
Address Line 2: Suite 5800
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	022411-1026
NAME OF SUBMITTER:	Linda R. Kastner
Signature:	/lrk/
Date:	09/16/2009

Total Attachments: 15
source=NewPageWisconsinSystem Priority TSA Amendment#page1.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page2.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page3.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page4.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page5.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page6.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page7.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page8.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page9.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page10.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page11.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page12.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page13.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page14.tif
source=NewPageWisconsinSystem Priority TSA Amendment#page15.tif

AMENDMENT TO TRADEMARK SECURITY AGREEMENT

THIS AMENDMENT TO TRADEMARK SECURITY AGREEMENT ("Amendment"), dated as of September 11, 2009 is entered into between NEWPAGE WISCONSIN SYSTEM, INC. (f/k/a Stora Enso North America Corp.), a Wisconsin corporation (the "Grantor") and THE BANK OF NEW YORK MELLON (formerly known as The Bank of New York), in its capacity as collateral trustee for lenders (the "Priority Lien Collateral Trustee").

WITNESSETH:

WHEREAS, the parties hereto are parties to that certain Trademark Security Agreement dated as of January 2, 2008 which was filed with the United States Patent and Trademark Office on December 31, 2007 at Reel 003687, Frame 0808 (the "Trademark Security Agreement") and which granted to the Priority Lien Collateral Trustee, a security interest in all of the Grantor's Trademark Collateral listed on Schedule I attached hereto. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Trademark Security Agreement.

WHEREAS, the parties desire to amend the Trademark Security Agreement to reflect the change of name of the Priority Lien Collateral Trustee from The Bank of New York, as Priority Lien Collateral Trustee to The Bank of New York Mellon (formerly known as The Bank of New York), as Priority Lien Collateral Trustee.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged), the parties hereto agree as follows:

1. Amendment to Trademark Security Agreement. The name of the Priority Lien Collateral Trustee is hereby changed from The Bank of New York, as Priority Lien Collateral Trustee to The Bank of New York Mellon (formerly known as The Bank of New York), as Priority Lien Collateral Trustee.
2. Absence of Waiver. The Priority Lien Collateral Trustee and the Grantor agree that the amendment set forth in Section 1 hereof shall be limited precisely as written and except as expressly set forth in Section 1 of this Amendment, shall not be deemed to be a consent to any waiver or modification of any other term or condition of the Trademark Security Agreement or any other financing agreement.
3. Representations. Grantor hereby represents and warrants to the Priority Lien Collateral Trustee that:
 - (i) the Grantor is a corporation duly organized, validly existing, and in good standing under the laws of the state of its incorporation; and
 - (ii) this Amendment is a legal, valid, and binding obligation of the Grantor, enforceable against the Grantor in accordance with its terms.

4. Miscellaneous.

(i) Section headings used in this Amendment are for convenience of reference only and shall not affect the construction of this Amendment.

(ii) This Amendment may be executed in any number of counterparts and by the different parties on separate counterparts and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same agreement.

(iii) This Amendment shall be a contract made under and governed by the laws of the State of New York, without giving effect to principles of conflicts of laws.

(iv) All obligations of the Grantor and rights of the Priority Lien Collateral Trustee that are expressed herein, shall be in addition to and not in limitation of those provided by the Trademark Security Agreement and applicable law.


(v) Whenever possible, each provision of this Amendment shall be interpreted in such manner as to be effective and valid under applicable law; but if any provision of this Amendment shall be prohibited by or invalid under applicable law, such provision shall be ineffective to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Amendment.

(vi) This Amendment shall be binding upon the Grantor and the Priority Lien Collateral Trustee and their respective successors and assigns, and shall inure to the benefit of the Grantor and the Priority Lien Collateral Trustee and the successors and assigns of the Priority Lien Collateral Trustee.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

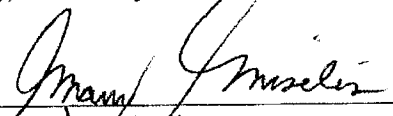
NEWPAGE WISCONSIN SYSTEM, INC.
(f/k/a Stora Enso North America Corp.)

By: 
Name: Douglas K. Cooper
Title: Vice President, General Counsel
& Secretary

[Signature Page to Amendment to Trademark Security Agreement -NP Wisconsin System - Priority]

TRADEMARK
REEL: 004062 FRAME: 0557

THE BANK OF NEW YORK MELLON
(formerly known as The Bank of New
York), as Priority Lien Collateral Trustee

By: 
Name: Mary Miselis
Title: Vice President

[Signature Page to Amendment to Trademark Security Agreement -NP Wisconsin System - Priority]

TRADEMARK
REEL: 004062 FRAME: 0558

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	ARBOR	pending	77/003,628		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	ARBOR	pending	1338668		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
EC	ARBOR	pending	5750872		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	ARBORPRESS	pending	78939936		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	ARBORPRESS	pending	1326047		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	ARBORWEB	pending	1338672		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
EC	ARBORWEB	pending	5750906		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	ARBORWEB	pending	77/003622		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	ARBORWEB PLUS	pending	77/003613		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
EC	ARBORWEB PLUS	pending	5750989		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	ARBORWEB PLUS	pending	1338669		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	ARIES	pending	77299788		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	BLAZER DIGITAL	pending	1312782		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
USA	BLAZER DIGITAL	pending	78/863,161		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CAPRI	1392310		06-May-1986	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CAPRIPRESS	2773395			Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
CA	CAPRIPRESS	TMA626176			Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	CENTURA	pending	1335958		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CENTURA	0820771		20-Dec-1966	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONCYCLE	1,687,141		12-May-1992	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSO-MATTE W.O.	0877009		16-Sep-1969	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSOLIDATED (fig.)	0500,488		01-Jun-1948	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSOLIDATED (fig.)	0550,747		13-Nov-1951	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
EC	CONSOLIDATED (fig.)	848598		10-May-2000	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.) (successor-in-interest to Consolidated Papers, Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	CONSOLIDATED and design	0822881		27-Jan-1967	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSOPRESS	2769061		30-Sep-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	CONSOPRESS	pending	1338673		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	CONSOPRESS	TMA626037		19-Nov-2004	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSOPRESS ADVANTAGE	2938182		05-Apr-2005	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	CONSOPRESS ADVANTAGE	TMA652956		18-Nov-2005	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	CONSOPRESS ARBOR	pending	77003603		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	CONSOPRESS ARBOR	pending	1339176		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	Ed (logotype)	2,777,443		28-Oct-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	EXCELLENCE (principal)	1659724		08-Oct-1991	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	EXCELLENCE (supplemental)	1354753		13-Aug-1985	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	EXCELLENCE WEB	TMA375137		02-Nov-1990	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	EXPEDITION	pending	77299806		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	FORTUNE GLOSS	0880492		11-Nov-1969	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	FUTURA	1,706,723		11-Aug-1992	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	FUTURA (fig)	2172880		14-Jul-1998	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	GUSTO	2629455		01-Oct-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	HOTEL MEAD	2441458		03-Apr-01	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
CA	LITHOWEB	TMA376135		23-Nov-1990	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	LITHOWEB PLUS	TMA371279		27-Jul-1990	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	MIDSET W.O.	1525600		21-Feb-1989	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
NZ	MIDSET W.O.	197533		Reg date unknown. Renewal 14-Nov-2010	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	MODERN GLOSS	0569844		03-Feb-1953	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	NOVA	0820769		20-Dec-1966	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	ORION	1692964		09-June-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	Our Passion is Paper	pending	76/380639		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.) [abandoned]
US	Our Passion is Paper Our Mission is More	pending	76/380638		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.) [abandoned]

10569454.4

Sched. I-10

TRADEMARK
REEL: 004062 FRAME: 0564

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
CA	OURPAPER	TMA597028		09-Dec-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	OURPAPER	2548531		12-Mar-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	POINT	1268601		28-Feb-1984	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	POINT OPAQUE	878664		14-Oct-1969	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	POLARISPRESS	2769062		30-Sep-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	POLARISPRESS ARBOR	pending	77003588		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	POLARISPRESS ARBOR	pending	1338855		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	PREDATOR	pending	1364358		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	PRODUCTOLITH	0579130		25-Aug-1953	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

10569454.4

Sched. I-11

TRADEMARK
REEL: 004062 FRAME: 0565

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	PRODUCTOLITH PTS DIGITAL	pending	77260,503		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	PTS with design	pending	77260522		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	SPARTANWEB	TMA551818		01-Oct-2001	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	SPYDER WEB	0951977		30-Jan-1973	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	SUPERIOR GLOSS	1611731		28-Aug-1990	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	SUPERIOR HQ	2014920		23-Mar-2004	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	SUPERIORPRESS	2824592		23-Mar-2004	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	TELEMERCHANT	1877924		07-Feb-1995	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	The Design of Culture C (logotype)	2793862		16-Dec-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
US	ULTRAWEB	1550925		08-Aug-1989	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	UNI-THERM	2583466		18-Jun-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
MY	UNI-THERM	1008780		23-May-2007	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
MK	UNI-THERM	TM2001/720	Z-20010720	12-Aug-2005	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
BR	UNI-THERM	pending	823813452		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CN	UNI-THERM	1925791		21-Oct-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
KR	UNI-THERM	536384		04-Dec-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
EC	UNI-THERM	2258085		22-Jun-2006	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
AU	UNI-THERM	878789		12-Jun-2001	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
TW	UNI-THERM	1019243		16-Oct-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
BG	UNI-THERM	43493		09-Dec-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
VN	UNI-THERM	42465		30-Jul-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
HR	UNI-THERM	20010956		20-May-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
JP	UNI-THERM	4631526		20-Dec-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
BA	UNI-THERM	pending	BAZ015312A		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
ZA	UNI-THERM	2001/10156		23-Nov-2005	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
TH	UNI-THERM	170833		06-Nov-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
ID	UNI-THERM	512658		10-Jul-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

Country	Description	Reg. No.	App. No.	Reg. Date	Record Owner
HK	UNI-THERM	15353		20-Aug-2001	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
IN	UNI-THERM	pending	1038221		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
SG	UNI-THERM	01/13479		24-Aug-2001	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
AR	UNI-THERM	1903658		02-Dec-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
MX	UNI-THERM	723376		31-Oct-2001	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CA	UNI-THERM	TMA597090		10-Dec-2003	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
VE	UNI-THERM	pending	16635-01		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
CO	UNI-THERM	249457		18-Apr-2002	Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)
US	VOYAGEUR	pending	77299799		Stora Enso North America Corp. (to be renamed NewPage Wisconsin System Inc.)

10569454.4

Sched. I-15