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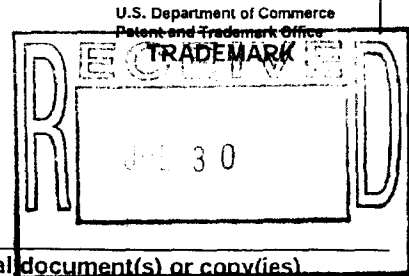
FORM PTO-1618A
Expires 06/30/99
JB 0651-0027

08-03-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS 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 # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year

- Change of Name
- Other 0729476

Conveying Party

Mark if additional names of conveying parties attached

Name James River II, Inc. Execution Date
Month Day Year
12091992

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Virginia

Receiving Party

Mark if additional names of receiving parties attached

Name James River Paper Company, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 120 Tredegar Street

Address (line 2) _____

Address (line 3) Richmond VA 23219
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Virginia

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

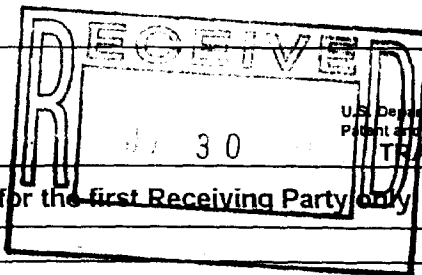
08/02/1999 NTHA11 00000293 500674 0729476

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 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



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)

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.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0729476"/>	<input type="text" value="1379147"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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.

Mary Eckert

Mary Eckert
Signature

July 30, 1999

Name of Person Signing

Date Signed

ARTICLES OF MERGER

MERGING

JAMES RIVER II, INC. 0316741-8
(Virginia)

UPPER BRANDON FARMS, INC. 0264345-0
(Virginia)

UPPER BRANDON TRAINING CENTER, INC. 0264346-8
(Virginia)

INTO

JAMES RIVER PAPER COMPANY, INC. 0196192-9
(Virginia)

Pursuant to the provisions of Section 13.1-720 of the Code of Virginia, James River Corporation of Virginia, a Virginia corporation ("JR Corporation"), adopts, executes, and certifies the following Articles of Merger to cause the merger of James River II, Inc., Upper Brandon Farms, Inc. and Upper Brandon Training Center, Inc., all respectively Virginia corporations (the "Merging Corporations"), with and into JR Corporation's wholly-owned subsidiary, James River Paper Company, Inc., a Virginia corporation (JR Paper).

FIRST: The terms and conditions of the Merger and the mode of carrying the same into effect are as set forth in the Agreement and Plan of Merger ("Agreement") attached hereto as Exhibit A and incorporated herein by reference.

SECOND: The Agreement was submitted to the sole shareholder of each of the Merging Corporations and JR Paper in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia and was approved on December 9, 1992.

THIRD: JR Paper shall survive the Merger and shall continue under the name of James River Paper Company, Inc. and shall be governed by the laws of the Commonwealth of

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

1. **Names** The names of corporations planning to merge with and into James River Paper Company, Inc. ("JR Paper") are James River II, Inc., Upper Brandon Farms, Inc., and Upper Brandon Training Center, Inc., all respectively Virginia corporations (the "Merging Corporations"). James River Corporation of Virginia owns all the outstanding shares of capital stock of each of the Merging Corporations and JR Paper.

2. **Merger** The Merging Corporations shall merge into JR Paper (the Merger") and JR Paper shall survive the Merger and shall be governed by the laws of the Commonwealth of Virginia.

3. **Cancellation of Shares** At the time the Merger becomes effective each issued and outstanding share of the Merging Corporations shall be canceled and each pre-Merger issued and outstanding share of JR Paper shall continue as such, unaffected.

4. **Effective Date** The Merger shall become effective on December 27, 1992 at 11:59 p.m., Eastern Time.

0196192

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 27, 1992

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

JAMES RIVER PAPER COMPANY, INC.

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:

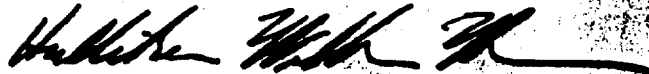
JAMES RIVER II, INC.
UPPER BRANDON FARMS, INC.
UPPER BRANDON TRAINING CENTER, INC.

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

The certificate is effective on December 27, 1992 at 11:59 P.M.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
92-12-23-0009

Commonwealth of Virginia

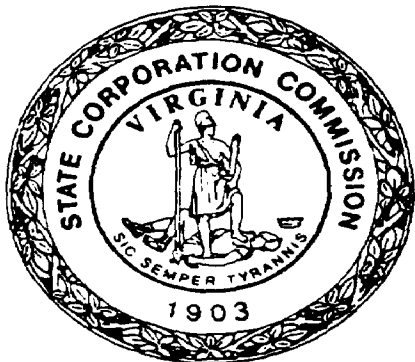


State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of James River Paper Company, Inc. issued December 27, 1992.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: January 12, 1995

William J. Bridge

William J. Bridge, Clerk of the Commission

Virginia. The Articles of Incorporation of the Surviving Corporation shall be JR Paper's Articles of Incorporation.

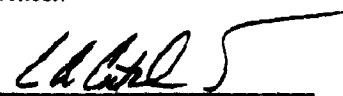
FOURTH: The Merger shall become effective on December 27, 1992 at 11:59 p.m., Eastern Time, as provided in the Agreement.

IN WITNESS WHEREOF, JR Paper has caused these Articles of Merger to be signed and executed in its corporate name and on its behalf by its respective President and witnessed or attested by its Secretary, who declares and affirms, under the penalties of perjury, that the facts stated herein are true on and as of the 9th day of December, 1992.

JAMES RIVER PAPER COMPANY, INC.

By 
E. Lee Showalter, President

Attest:


Clifford A. Cutchins, IV,
Secretary