

FORM PTO-1618A
Expires 08/30/99
OMB 0661-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Fort Howard Corporation

12151997

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Fort James Operating Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1650 Lake Cook Road

Address (line 2) _____

Address (line 3) Deerfield

IL

60015

City

State/Country

Zip Code

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

FOR OFFICE USE ONLY

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 (0661-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0151-0027, 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

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

(920) 729-8540

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.

#

5

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

<input type="text" value="0530693"/>	<input type="text" value="0555792"/>	<input type="text" value="0706023"/>
<input type="text" value="0706024"/>	<input type="text" value="0717901"/>	<input type="text" value="0717902"/>
<input type="text" value="0718579"/>	<input type="text" value="0720015"/>	<input type="text" value="0720016"/>

Number of Properties

Enter the total number of properties involved.

#

37

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

940.00

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:

#

10-0235

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

March 21, 2000

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 08/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Mark if additional numbers attached

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Registration Number(s)

0720356	0720357	0720359
0724514	0730812	0730816
0734940	0919377	0940981
1186706	1604649	1640472
1640473	1810754	1830343
1835421	1869561	1883894
1899889	1899901	1903593

FORM PTO-1618C
Expires 05/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

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1924656	1926489	1928378
1935608	1981320	2004340
2017718	<input type="text"/>	<input type="text"/>
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ARTICLES OF MERGER
of
FORT HOWARD CORPORATION
into
FORT JAMES OPERATING COMPANY

F057520-1
 JF161929

Pursuant to the provisions of the Section 13.1-720 of the Virginia Stock Corporation Act, Fort James Operating Company, a Virginia corporation, submits these Articles of Merger.

1. Attached is the Plan and Agreement of Merger for merging Fort Howard Corporation, a Delaware corporation, into Fort James Operating Company, a Virginia corporation.
2. In accordance with each corporation's articles of incorporation and with applicable law of the jurisdiction of incorporation of each of the constituent corporations, the Plan and Agreement of Merger has been unanimously adopted by the Boards of Directors of each corporation, approved for submission to the sole shareholder of each corporation, and approved by such sole shareholder of each corporation.
3. The Merger shall be effective 12:01 a.m. Eastern Standard Time on December 29, 1997.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed as of December 15, 1997.

Fort James Operating Company

By:



Clifford A. Cutchins, IV
 Senior Vice President

Fort Howard Corporation

By:



Clifford A. Cutchins, IV
 Vice President

PLAN AND AGREEMENT OF MERGER*of***FORT HOWARD CORPORATION***into***FORT JAMES OPERATING COMPANY**

This Plan and Agreement of Merger was approved as of December 15, 1997 by both the boards of directors and the sole shareholders of each of Fort Howard Corporation, a Delaware corporation, and Fort James Operating Company, a Virginia corporation. The merger of these two corporations is permitted by the laws of the jurisdiction of domicile of each of the constituent corporations, and has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed. The provisions of the merger are:

1. The participating corporations are Fort Howard Corporation ("Terminating Corporation") and Fort James Operating Company ("Surviving Corporation"). Pursuant to the provisions of the General Corporation Law of the State of Delaware and the Virginia Stock Corporation Act, Terminating Corporation shall be merged with and into Surviving Corporation which shall continue to exist under its present name. The separate existence of Terminating Corporation shall cease upon the effective time of the merger.
2. The articles of incorporation and bylaws of Surviving Corporation in effect at the time of the merger shall be the articles of incorporation and bylaws of Surviving Corporation.
3. Each issued share of Terminating Corporation shall be cancelled upon the effective time of the merger and shall cease to be outstanding. The issued shares of the Surviving Corporation outstanding immediately prior to the merger shall not be converted in any manner, and each share issued as of the effective time of the merger shall continue to represent one issued share of Surviving Corporation.
4. The officers and directors of Surviving Corporation as of the effective time of the merger shall continue to be the officers and directors of Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors.
5. In the merger, Surviving Corporation shall succeed to the assets, liabilities, rights, and obligations of Terminating Corporation by operation of law.
6. In the event that the merger of Terminating Corporation into Surviving Corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of the Virginia Stock Corporation Act, Terminating Corporation and Surviving Corporation stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the State of Delaware and the Commonwealth of Virginia, and that they will cause to be performed all necessary acts to effectuate the merger.
7. The directors and the officers of each of Surviving Corporation and Terminating Corporation are authorized and directed to take all such action and to execute and deliver any document which shall be necessary to carry out this Plan and Agreement of Merger.

TRADEMARK**REEL: 002015 FRAME: 0897**

8 Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Terminating Corporation as well as for enforcement of any obligation of Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 120 Tredegar Street, Richmond VA 23219, until Surviving Corporation shall designate in writing a different address.

9. The effective time of the merger shall be 12:01 a.m. Eastern Standard Time on December 29, 1997.

Fort Howard Corporation

Fort James Operating Company

By: *Clifford A. Cutchins, IV*
 Clifford A. Cutchins, IV
 Vice President

By: *Clifford A. Cutchins, IV*
 Clifford A. Cutchins, IV
 Senior Vice President

Attest: *Susan O. Self*
 Susan O. Self
 Assistant Secretary

Attest: *Susan O. Self*
 Susan O. Self
 Assistant Secretary

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND

The foregoing instrument was acknowledged before me this 15th day of December 1997, by Clifford A. Cutchins, IV, Vice President of Fort Howard Corporation and Senior Vice President of Fort James Operating Company, and by Susan O. Self, Assistant Secretary of Fort Howard Corporation and Fort James Operating Company, on behalf of each of the corporations, and I acknowledge the foregoing to be the free act and deed of said Corporations.

My commission expires 11-30-2001

Christina J. Hale
 Notary Public

0196192 - 9

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 22, 1997

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

FORT JAMES OPERATING COMPANY

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:

FORT HOWARD CORPORATION

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

The certificate is effective on December 29, 1997 at 12:01 AM.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20317
97-12-22-0518

Commonwealth of Virginia

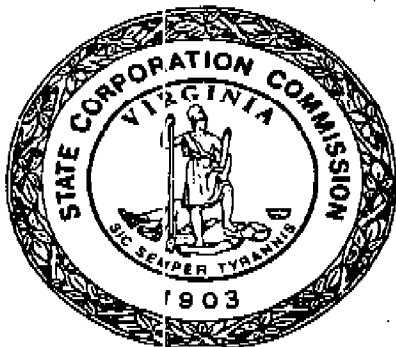


State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of FORT JAMES OPERATING COMPANY issued December 29, 1997.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: February 25, 1998

William J. Bridge
William J. Bridge, Clerk of the Commission

CERTIFICATE OF TRANSMISSION UNDER 37 CFR 1.8

I hereby certify that this correspondence requesting the recordal of the merger of Fort Howard Corporation into Fort James Operating Company against 37 trademark registrations, including the Trademark Recordation Form Cover Sheet (4 pages) and the Articles of Merger of Fort Howard Corporation into Fort James Operating Company (5 pages), is being facsimile transmitted to the Patent and Trademark Office

on March 29, 2000.

Mary Eckert 3-29-00
Mary Eckert