



09-05-2001



101833449

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 2734.0236

To the Honorable Commissioner of Patents and Trademarks

with the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
James River Paper Company, Inc. **G-3001**

Individual(s)
 Association
 Limited Partnership
 Corporation
 General Partnership
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name(s) and address(es) of receiving party(ies):

Name: Fort James Operating Company

Address: 133 Peachtree Street, N.E.,
Atlanta, Georgia 30303

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation of Virginia
 Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: August 14, 1997

4. Application number(s) or registration number(s):

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

1,979,345

Additional numbers attached?

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Susan M. Freedman

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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01 FC:481

40.00 DP

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9. 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.

Susan M. Freedman

Name of person signing

Susan Freedman

Signature

August 30, 2001

Date

Total number of pages including cover sheet, attachments and documents: 5

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 Restatement of FORT JAMES OPERATING COMPANY.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 27, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

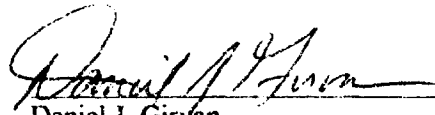
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.**

Pursuant to the provisions of Sections 13.1-710 and 13.1-711 of the Code of Virginia, James River Paper Company, Inc., a Virginia corporation (the "Corporation"), certifies that the Board of Directors of the Corporation adopted the Articles of Amendment and Restatement of Articles of Incorporation attached as Exhibit A. Such restatement includes an amendment to the articles requiring shareholder approval and the sole shareholder gave its consent.

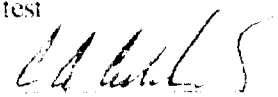
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and executed in its corporate name and its behalf by its President and attested by its Secretary, who declares and affirms, under penalties of perjury, that the facts stated herein are true on and as of this 13th day of August, 1997.

JAMES RIVER PAPER COMPANY, INC

By


Daniel J. Giryan
President

Attest


Clifford A. Cutchins, IV
Senior Vice President, Secretary

ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.

Article I: Name The name of the corporation is Fort James Operating Company (the "Corporation").

Article II: Purpose The purpose of the Corporation is to transact any or all activities as is not required to be stated in the Articles of Incorporation. The Corporation shall have all powers not prohibited by law or required to be stated in the Articles of Incorporation.

Article III: Capital Stock The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of common stock, par value \$10 per share.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 14, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

FORT JAMES OPERATING COMPANY
(FORMERLY JAMES RIVER PAPER COMPANY, INC.)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective August 14, 1997 at 02:13 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

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