

10-12-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECC TF

S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): James River Paper Company, Inc. [checkbox] Individual(s) [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [x] Corporation-State [checkbox] Other Additional name(s) of conveying party(ies) attached? [checkbox] Yes [x] No

2. Name and address of receiving party(ies) Name: Fort James Operating Company Internal Address: Street Address: 133 Peachtree Street, N.E. City: Atlanta State: GA Zip: 30303 [checkbox] Individual(s) citizenship [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [x] Corporation-State [checkbox] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkbox] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [checkbox] Yes [x] No

3. Nature of conveyance: [checkbox] Assignment [checkbox] Merger [checkbox] Security Agreement [x] Change of Name [checkbox] Other Execution Date: August 14, 1997

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1992646 Additional number(s) attached [checkbox] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Fort James Operating Company Internal Address: Attn: Emily K. Breslin GA030-41 Law Department Street Address: 133 Peachtree Street, N.E. City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 65.00 [checkbox] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-1409 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Emily K. Breslin Signature: Emily K. Breslin Date: 9/28/01

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/11/2001 8TOM11 00000190 501409 199264 01 FC:481 40.00 CH

TRADEMARK REEL: 002381 FRAME: 0759

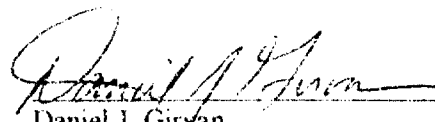
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.**

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. Girvan
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 lawful business 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 1,000,000 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

AMENACPT
CIS20317
97-08-14-0505

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 EXPRESS MAIL

Mark: MONTEREY SHELL

Registration No.: 1992646

Applicant: Fort James Operating Company

Paper Being Filed: Recordation Form Cover Sheet – Change of Name

Filing Fee: Direct Deposit Account Number: 50-1409

Express Mail Label No. **EL923430317US**

Date of Deposit: 9/27, 2001

I hereby certify that this paper and fee are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date shown above and is addressed to Box Post Reg/Fee, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Sheena Wilson





Georgia-Pacific



Georgia-Pacific Corporation
Law Department

133 Peachtree Street NE (30303-1847)
P.O. Box 105605
Atlanta, Georgia 30348-5605
(404) 652-4846
(404) 584-1461 fax
www.gp.com

September 27, 2001

E. Kelly Breslin
Principal Division Counsel
Consumer Products

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Monterey Shell, Reg. No. 1,992,646
Change of Name of Registrant to Fort James Operating Company

Dear Sir/Madam:

Enclosed please find a Recordation Cover Sheet and Certificate of Amendment and Restatement of Articles of Incorporation of James River Paper Company, Inc. changing the name of James River Paper Company, Inc. to Fort James Operating Company.

Kindly deduct the filing fee of \$65.00 from our PTO Deposit Account No. 50-1409 and charge any underpayments or overpayments to that Deposit Account.

If any additional information is required in connection with the name change, please contact me.

Sincerely,

Emily K. Breslin

Enclosures