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

FINANCE SECTION RECORDATION FORM TRADEMARK



COMMERCE mark Office

102039056

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

1. Name of conveying party(ies): Fort Howard Corporation 3-5-02
Individual(s) Association General Partnership Limited Partnership Corporation-State - Delaware Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Fort James Operating Company Internal Address: Street Address: 133 Peachtree St., NE City: Atlanta State: GA Zip: 30303
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State: Virginia Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations 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:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,398,514
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Emily K. Breslin, Esq. Internal Address: GA030-41N Georgia-Pacific Corporation Street Address: 133 Peachtree St., NE City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 501409
(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 Date 3/4/02
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 6

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

04/02/2002 AAHMED1 00000020 501409 1398514 01 FC: 81 40.00 CH

TRADEMARK

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADEMARK OPERATIONS**

In Re Registration:

Fort James Operating Company

Registration No: **1,398,514** **VALUE CHOICE**

Assistant Commissioner for Trademarks
2900 Crystal Drive
BOX RESPONSES/NO FEE
Arlington, Virginia 22202-3513

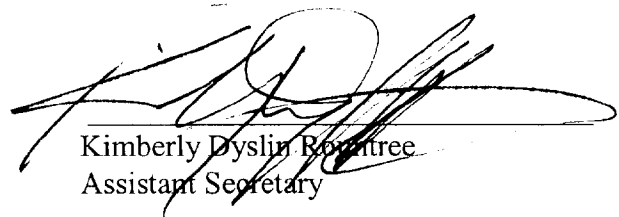
POWER OF ATTORNEY

Sir or Madam:

Applicant hereby appoints Emily K. Breslin, Georgia-Pacific Corporation, 133 Peachtree Street, N.E., P.O. Box 105605, Atlanta, Georgia 30348-5605, a member of the Bar of the State of Virginia, to transact all business in the Patent and Trademark Office in connection with the above-referenced registration. All correspondence regarding this registration should be sent to Emily K. Breslin at the address noted above.

Respectfully submitted,

FORT JAMES OPERATING COMPANY



Kimberly Dyslin Rognree
Assistant Secretary

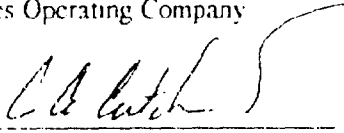
Signed this 5th day of March, 2002

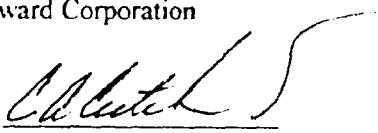
ARTICLES OF MERGER
of
FORT HOWARD CORPORATION F057520-1
into
FORT JAMES OPERATING COMPANY 019161929

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.

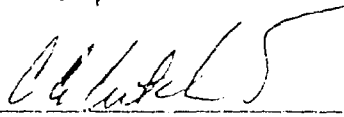
7 The directors and the officers of each of Surviving Corporation and Terminating Corporation are authorized and directed to take all such action and to execute and deliver any document which shall be necessary to carry out this Plan and Agreement of Merger.

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.

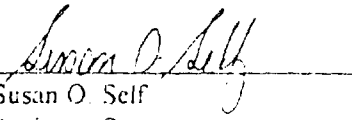
9 The effective time of the merger shall be 12:01 a.m. Eastern Standard Time on December 29, 1997

Fort Howard Corporation

By:

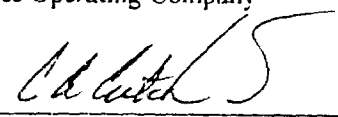

Clifford A. Cutchins, IV
Vice President

Attest:

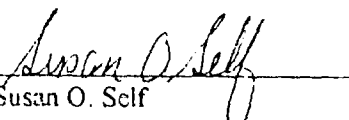

Susan O. Self
Assistant Secretary

Fort James Operating Company

By:


Clifford A. Cutchins, IV
Senior Vice President

Attest:

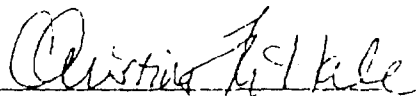

Susan O. Self
Assistant Secretary

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


Notary Public

TRADEMARK

REEL: 002473 FRAME: 0297

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 certificate of merger of FORT HOWARD CORPORATION issued December 29, 1997.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 27, 2002*

Joel H. Peck

Joel H. Peck, Clerk of the Commission