

05-21-2002

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

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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. 5/14/02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Fort James Operating Company Name: Internal Address: Street Address: 133 Peachtree Street, N.E. City: Atlanta State: GA Zip: 30303 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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: August 14, 1997

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,973,674 1,195,713 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Georgia-Pacific Corporation 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: 2 7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed 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 Date 5/12/02

05/20/2002 IMPELLER 00000173 501409 1973674

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

01 FC:481 40.00 CH 02 FC:482 25.00 CH

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

TRADEMARK REEL: 002509 FRAME: 0561

OFFICE OF PATENT RECORDS 2002 MAY 14 AM 10:10 FINANCE SECTION

EXHIBIT A

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 10,000 shares of common stock, par value \$.10 per share.

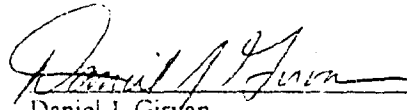
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.**

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

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 certificate of amendment and restatement of FORT JAMES OPERATING COMPANY issued August 14, 1997.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
November 15, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission