

01-13-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



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

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102335824

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.
12-30-02

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)
Name: Fort James Operating Company
Internal Address: GA030-41N
Street Address: 133 Peachtree Street, 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: August 13, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2005784

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Emily K. Breslin
 Internal Address: GA030 -41N

 Street Address: 133 Peachtree Street, NE

 City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account:

8. Deposit account number:
501409

DO NOT USE THIS SPACE

9. Signature.
Emily K. Breslin *Emily K. Breslin* December 23, 2002
 Name of Person Signing Signature Date

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

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

01/13/2003 TDIAZI 00000051 501409 2005784

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TRADEMARK
REEL: 002647 FRAME: 0152

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

In Re Registration: ECLIPSE

REGISTRATION NO: 2,005,784

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

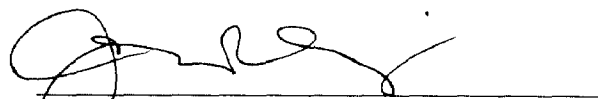
POWER OF ATTORNEY

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



Joanna B. Apolinsky
Assistant Secretary

Signed this 17th day of December, 2002

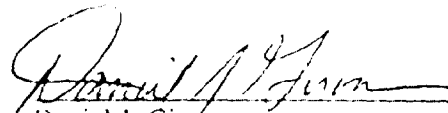
CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.

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

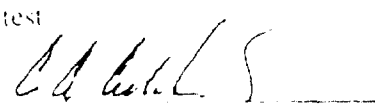

Clifford A. Cutchins, IV
Senior Vice President, Secretary

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

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 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:
March 5, 2002*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

CIS0508

RECORDED: 12/30/2002

TRADEMARK
REEL: 002647 FRAME: 0157