

09-24-2001



101852818

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

Form PTO-1594
Rev. 03/01
OMB No. 0351-0027 (exp. 5/31/2002)

Tab settings

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

1. Name of conveying party(ies):
 Fort James S.a r.l. **9.14.01**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Corporation of Luxembourg

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

2. Name and address of receiving party(ies)
 Name: Georgia-Pacific S.a r.l.
 Internal
 Address: _____
 Street Address: 3, boulevard Royal
2449
 City: Luxembourg State: _____ Zip: _____
Luxembourg

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Corporation of Luxembourg

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: February 27, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
929,242; 1,797,438 and
2,382,339

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Theodore A. Breiner
BREINER & BREINER
 Internal Address: _____

 Street Address: 115 North Henry Street

 City: Alexandria State: VA Zip: 22314

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

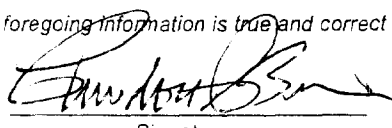
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-3690

(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.

Theodore A. Breiner  September 18, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

09/21/2001 6T0N11 00000052 023690 929242
 01 FC:481 40.00 CH
 02 FC:482 50.00 CH

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

TRADEMARK
 REEL: 002371 FRAME: 0285

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: GEORGIA-PACIFIC S.a.r.l.

REGISTRATION NOS. SEE ATTACHED APPENDIX A

9.18.01

979 242

POWER OF ATTORNEY

AND DESIGNATION OF DOMESTIC REPRESENTATIVE

Any and all former Powers Of Attorney for the trademark registrations set forth in the attached Appendix A are hereby revoked and registrant hereby appoints A. W. BREINER (Registration No. 18,676), a member of the Bars of the District of Columbia and the State of Virginia; THEODORE A. BREINER (Registration No. 32,103), a member of the Bars of the District of Columbia and the States of Virginia and Wisconsin; MARY J. BREINER (Registration No. 33,161), a member of the Bars of the District of Columbia and the States of Virginia and Wisconsin; and C. BRANDON BROWNING, (Registration No. 44,570), a member of the Bar of the State of Alabama, 115 North Henry Street, Post Office Box 19290, Alexandria, Virginia 22320-0290 (Telephone (703) 684-6885); its attorneys with full power of substitution and revocation to transact all business in the Patent and Trademark Office in connection therewith.

A. W. BREINER (Registration No. 18,676), THEODORE A. BREINER (Registration No. 32,103), MARY J. BREINER (Registration No. 33,161), and C. BRANDON BROWNING (Registration No. 44,570), 115 North Henry Street, Post

6

Office Box 19290, Alexandria, Virginia 22320-0290 (Telephone (703) 684-6885), are designated registrant's representatives upon whom notices of process in proceedings affecting these registrations and marks may be served.

Mr. Jaap Everwijn declares that he/~~she~~ is the General Manager of Georgia-Pacific S.a.r.l. and is authorized to make this declaration on behalf of the corporation; that all statements made herein of his/~~her~~ own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of these registrations.

GEORGIA-PACIFIC S.a.r.l.

By

Name:
Title:

Jaap P. Everwijn
Managing Director

Date: August 21' 2001.

DISTRICT COURT OF AND IN LUXEMBOURG

TRADE & COMPANIES REGISTER

ABSTRACT

Section B

Number 6 7 1 3 4

Company name: "GEORGIA-PACIFIC S.à r.l."

Registration date: 30 November 1998

Name, Registered Office :

"GEORGIA-PACIFIC S.à r.l."

a unipersonal limited liability company (i.e., a *société à responsabilité limitée unipersonnelle*) with registered office situate in L-2449 Luxembourg at 3, boulevard Royal.

Corporate Purpose :

The corporate purpose of the Company is the carrying out of any operation directly or indirectly linked with the acquisition and sale of participating interests in any form whatsoever in any other company as well as the administration, management, control and development of such participating interests. The Company may grant loans and financial assistance in other forms, including without limitation the granting of guarantees to affiliated companies and to any other company in which it is directly or indirectly interested.

The Company may moreover hold and exploit trademarks and other intangible property and carry out any commercial, industrial or financial activities and any real estate and movable transactions it deems necessary in view of the realisation of its corporate purpose.

Corporate Capital - Shares - Partners :

The subscribed and fully paid up corporate capital of the Company is fixed at TWELVE THOUSAND FIVE HUNDRED EUROS (€ 12.500.-) represented by five hundred (500) shares with a par value of TWENTY FIVE EUROS (€ 25.-) each.

Sole partner : **FORT JAMES INVESTMENT S.à r.l.**, a limited liability company incorporated under the law of the Grand Duchy of Luxembourg, with registered office situate in L-2449 Luxembourg at 3, boulevard Royal.

Management :

The Company shall be managed by the four managers hereunder :

- Mr. Joe McGARR, Senior Vice-President and Corporate Controller residing in Lake Forest, Illinois, United States of America;
- Mr. John F. LUNDGREN, Chairman of Fort James Europe residing in London, United Kingdom;
- Mr. David LANDAU, companies director residing in Brussels, Belgium;
- Mr. Jaap EVERWIJN, corporate employee residing in Senningerberg, Luxembourg.

The above managers are appointed for an indeterminate period and are empowered to bind the Company through the joint signatures of any two among them.

Mr. Jaap EVERWIJN, prenamed, is appointed Managing Director by consent of all the managers, with power to take charge of the daily management of the Company and to assume responsibility for all acts of administration representing for the Company an interest or value not exceeding TEN THOUSAND UNITED STATES DOLLARS (USD 10,000.-).

Provisions of the Deed of Incorporation :

The Company was incorporated on 4 November 1998 by deed drawn by Maître Gérard LECUIT, notary residing in Hespérange, published in the *Mémorial, Recueil Spécial* number of

The Company was originally incorporated under the name "FORT JAMES S.à r.l."; the name of the Company was subsequently changed into "GEORGIA-PACIFIC S.à rl." And its Articles of Association modified on 27 February 2001 by deed drawn by the same notary as above, published in the *Mémorial, Recueil Spécial* number of

The Company is incorporated for an unlimited period.

The Company shall be managed by a Board of Managers made up of three managers appointed by the sole partner thereof. The said partner may dismiss or replace any such manager at any time.

The Board of Managers has the most extensive powers to carry out all and any acts necessary or useful to the realisation of the corporate purpose of the Company. All powers not expressly reserved to the sole partner by law or by the present Articles of Association shall be within the competence of the Board of Managers.

The Company shall be bound either by the joint signatures of any two managers, or by the single signature of the Managing Director.

Certified true copy.

Luxembourg, 9 April 2001.

The Clerk, Trade and Companies Register

(signed:) illegible

(seal:) District Court of Luxembourg

**TRIBUNAL D'ARRONDISSEMENT DE ET A LUXEMBOURG
REGISTRE DE COMMERCE ET DES SOCIETES
EXTRAIT**

Section B

Numéro 67134

Nom de la société : " GEORGIA-PACIFIC S.à.r.l. "

Date de l'inscription : 30 novembre 1998

Dénomination, siège social :

" GEORGIA-PACIFIC S.à.r.l. "

Société à responsabilité limitée unipersonnelle

Siège social : L-2449 Luxembourg
3, boulevard Royal

Objet social :

La société a pour objet l'accomplissement de toutes opérations se rapportant directement ou indirectement à l'acquisition et la vente de participations, sous quelque forme que ce soit, dans toutes entreprises, ainsi que l'administration, la gestion, le contrôle et le développement de ses participations. La société peut accorder des prêts et une assistance financière sous d'autres formes, y compris, sans caractère limitatif, octroyer des garanties à des sociétés affiliées et à toutes autres sociétés auxquelles elle s'intéresse directement ou indirectement.

La société peut par ailleurs posséder et exploiter des marques et d'autres biens incorporels et elle peut exercer toutes activités commerciales, industrielles ou financières, toutes transactions immobilières ou mobilières qu'elle considère nécessaires à la réalisation de son objet.

Capital social – parts sociales - associés :

Le capital social souscrit et libéré de la Société s'élève à 12.500,- EUR (douze mille cinq cents Euro) représenté par 500 (cinq cents) parts sociales d'une valeur nominale de 25,- EUR (vingt-cinq Euro) chacune.

Associé unique : *Fort James Investment, S.à.r.l.*, une société à responsabilité limitée constituée d'après le droit du Grand-Duché de Luxembourg ayant son siège social au 3, boulevard Royal, L-2449 Luxembourg.

Gérance ::

La société sera gérée par les quatre gérants suivants :

M. Joe McGARR, Senior-vice Président et Corporate controller, demeurant à Lake Forest, Illinois (Etats Unis d'Amérique),

M. John F. LUNDGREN, Président de Fort James Europe, demeurant à Londres (Royaume Uni),

M. David LANDAU, administrateur de société, demeurant à Bruxelles (Belgique),

M. Jaap EVERWIJN, employé privé, demeurant à Senningerberg (Luxembourg).

Les gérants sont nommés pour une durée indéterminée et ont le pouvoir d'engager la société par la signature conjointe de deux d'entre eux.

M. Jaap EVERWIJN, prénommé, est, avec le consentement de tous les gérants, désigné comme gérant délégué, avec le pouvoir d'assumer la gestion journalière de la société et la responsabilité pour les actes d'administration qui ne représentent pas pour la société un intérêt ou une valeur supérieur à un montant de DIX MILLE DOLLARS DES ETATS UNIS (10.000,- USD).

Dispositions de l'acte de société :

La société a été constituée suivant acte reçu par Maître Gérard LECUIT, notaire de résidence à Hesperange, en date du 4 novembre 1998, publié au Recueil Spécial du Mémorial numéro du

La société a été constituée originellement sous la dénomination de " FORT JAMES S.à.r.l. ". La dénomination de la société a été changée en " GEORGIA-PACIFIC S.à.r.l. " et les statuts de la société ont été modifiés suivant acte reçu par le même notaire, en date du 27 février 2001, publié au Recueil Spécial du Mémorial numéro du

La société est établie pour une durée illimitée.

La société est gérée par un conseil de gérance composé de quatre gérants nommée par l'associé unique. L'associé peut révoquer ou remplacer ces gérants à tout moment.

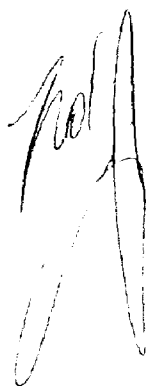
Le conseil de gérance a les pouvoirs les plus étendus pour accomplir les actes nécessaires ou utiles à la réalisation de l'objet social de la société. Tous les pouvoirs non expressément réservés par la Loi ou les présents statuts à l'associé sont de la compétence du conseil de gérance.

La société est engagée soit par la signature conjointe de deux des gérants soit par la signature individuelle du gérant délégué.

Pour extrait conforme,

Luxembourg le, - 9 AVR. 2001

Le Préposé du registre de commerce et des sociétés.

A handwritten signature in black ink, appearing to be a stylized 'M' or similar character.

APPENDIX A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
VANIA	929,242	February 15, 1972
Design	1,797,438	October 12, 1993
OKAY	2,382,339	September 5, 2000

6