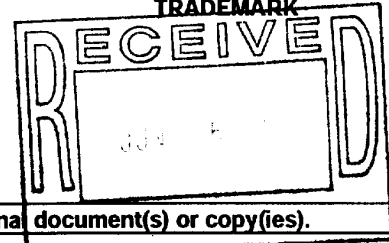


06-17-1998

MD
6/5/98



100740779
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

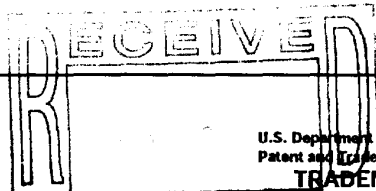
Citizenship/State of Incorporation/Organization

06/16/1998 NGUYEN 00000226 100235 75272156

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 275.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75272156"/>	<input type="text" value="75281889"/>	<input type="text" value="75309373"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="0369291"/>	<input type="text" value="0521808"/>	<input type="text" value="0811047"/>
<input type="text" value="0891587"/>	<input type="text" value="0893756"/>	<input type="text" value="1124017"/>
<input type="text" value="1596413"/>	<input type="text" value="2033834"/>	<input type="text" value="2037054"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Mary Eckert

Name of Person Signing

Mary Eckert
Signature

June 1, 1998

Date Signed

ARTICLES OF MERGER

of
FORT HOWARD CORPORATION F057520-1
into
FORT JAMES OPERATING COMPANY JF161929


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.

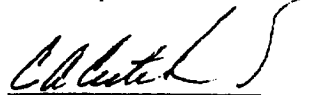
Fort James Operating Company

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.

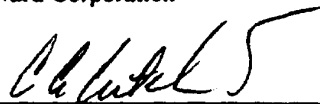
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8 Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Terminating Corporation as well as for enforcement of any obligation of Surviving Corporation arising from the merger, 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.

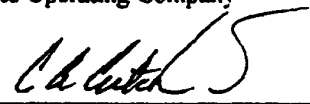
9. The effective time of the merger shall be 12:01 a.m. Eastern Standard Time on December 29, 1997.


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

0196192 - 9

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 ARTICLES OF MERGER of FORT JAMES
OPERATING COMPANY issued December 29, 1997.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: February 25, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission
TRADEMARK



FORT JAMES

June 1, 1998

Fort James Corporation
1915 Marathon Avenue
P.O. Box 899
Neenah, WI 54957-0899

Box Assignments
Commissioner of Patents and Trademarks
Washington, DC 20231

Re: Recordal of Articles of Merger of Fort Howard Corporation into
Fort James Operating Company

Dear Assignment Branch Representative:

Please record upon the assignment records of the U. S. Patent and Trademark Office the enclosed certified copy of the Articles of Merger merging Fort Howard Corporation into Fort James Operating Company for the following United States trademark applications and registrations:

TRADEMARK	APP/REG NO.	TRADEMARK	APP/REG NO.
ATX	75/309373	PLYFOLD	521808
GREEN FOREST	1596413	SOFT GENTLE and Design	811047
IMPRESSIONS	75/281889	SOFT 'N GENTLE	1124017
MINI-MORNAP	891587	SOFT 'N GENTLE Stylized	2033834
MORNAP	369291	SOFT 'N GENTLE Stylized	2037054
PAMMY	893756	WORKS. BEAUTIFULLY!	75/272156

Also enclosed is the Trademark Recordation Form cover sheet.

Please withdraw the amount of \$315.00 from deposit account number 10-0235 to cover the cost of recordal of the enclosed document. If the amount is inadequate, please draw the additional amount from deposit account number 10-0235.

Respectfully submitted,

Mary Eckert, Intellectual Property Paralegal
(920) 729-8540

Enclosures: Trademark Recordation Form Cover Sheet
Copy of certified copy of Articles of Merger
Post card

CERTIFICATION UNDER 37 CFR 1.8(a)

I hereby certify that this Request for Recordal of Articles of Merger and the documents referred to as attached therein are being deposited with the United States Postal Service on this date, June 1, 1998, in an envelope addressed to: Box Assignments, Commissioner of Patents and Trademarks, Washington, DC 20231

Mary Eckert

RECORDED: 06/05/1998

TRADEMARK
REEL: 1740 FRAME: 0785