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FILED
Feb 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P05995 (6)

1. Corporation Name
FORT JAMES OPERATING COMPANY



Principal Place of Business 120 TREDEGAR ST RICHMOND VA 23219 US	Mailing Address P. O. BOX 2218, LEGAL DEPT. RICHMOND VA 23218 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/13/1985	
21 Suite, Apt #, etc.	22 City & State	23 Zip	24 Country	25	26
27		28		29	
21		26		30	
22		27		31	
23		28		32	
24		29		33	

4. FEI Number 54-1237819	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0602 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office of registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0605, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, type or print name of the registered agent or officer if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	GIRVAN, DANIEL J	
STREET ADDRESS	120 TREDEGAR STREET	
CITY-ST-ZIP	RICHMOND VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BUSH, T N	
STREET ADDRESS	120 TREDEGAR ST	
CITY-ST-ZIP	RICHMOND VA	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	CUTCHINS, CLIFFORD A IV	
STREET ADDRESS	120 TREDEGAR ST	
CITY-ST-ZIP	RICHMOND VA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CHRISTIE, FREDERICK W.	
STREET ADDRESS	120 TREDGAR STREET	
CITY-ST-ZIP	RICHMOND VA	
TITLE	VTD	<input checked="" type="checkbox"/> DELETE
NAME	ALLAN, MICHAEL J	
STREET ADDRESS	120 TREDEGAR ST	
CITY-ST-ZIP	RICHMOND VA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Michael T. Riordan	
1.3 STREET ADDRESS	120 Tredegar Street	
1.4 CITY-ST-ZIP	Richmond VA 23219	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	V/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Ernst A. Haberli	
5.3 STREET ADDRESS	120 Tredegar Street	
5.4 CITY-ST-ZIP	Richmond VA 23219	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Clifford A. Cutchins* **Clifford A. Cutchins, IV** 1-27-98 804-644-5411

CR2E034 (10/97)