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FILED
May 17, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris,
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P05995
 1. Corporation Name
FORT JAMES OPERATING COMPANY

Principal Place of Business Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/13/85

2. Principal Place of Business 21 c/o Legal Department	2a. Mailing Address 26	4. FEI Number 54-1237819	Applied For Not Applicable
Suite, Apt. #, etc. 22 1650 Lake Cook Road	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State 23 Deerfield IL	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip 60015-0089 25 USA	Zip 60015-0089 29 USA	30	8. This corporation owes the current year Intangible Personal Property Tax. <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 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or 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 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input type="checkbox"/> DELETE		1.1 TITLE	P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Ernst A. Haberli
STREET ADDRESS		1.3 STREET ADDRESS	1650 Lake Cook Road
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Deerfield IL 60015-0089
TITLE <input type="checkbox"/> DELETE		2.1 TITLE	VP <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	T. Norman Bush
STREET ADDRESS		2.3 STREET ADDRESS	6802 Paragon Place, Suite 400
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Richmond VA 23230
TITLE <input type="checkbox"/> DELETE		3.1 TITLE	VP/S/D <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	Clifford A. Cutchins, IV
STREET ADDRESS		3.3 STREET ADDRESS	1650 Lake Cook Road
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Deerfield IL 60015-0089
TITLE <input type="checkbox"/> DELETE		4.1 TITLE	SVP/Treasurer <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	R. Michael Lempke
STREET ADDRESS		4.3 STREET ADDRESS	1650 Lake Cook Road
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Deerfield IL 60015-0089
TITLE <input type="checkbox"/> DELETE		5.1 TITLE	Asst. Secretary <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	Susan O. Self
STREET ADDRESS		5.3 STREET ADDRESS	6802 Paragon Place, Suite 400
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Richmond VA 23230
TITLE <input type="checkbox"/> DELETE		6.1 TITLE	SVP/D <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	Daniel J. Girvan
STREET ADDRESS		6.3 STREET ADDRESS	1650 Lake Cook Road
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Deerfield IL 60015-0089

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, with all other like empowered.

SIGNATURE: *Susan O. Self* Susan O. Self, Asst. Sec. 5/3/99 804-622-8000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)