



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations I
100 North Main
Providence, RI 02909
401.222

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005
Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23821		2. Name of Corporation Unisource Worldwide, Inc.	
3. Street Address: Principal Business Office 6000 GOVERNORS LAKE PKWY			
4. Business Phone No. 770-209-6507		5. State of Incorporation DELAWARE	6. SIC Code 2618
City NORCROSS		State GA	Zip 30071
7. Brief Description of the Character of Business Conducted in Rhode Island DISTRIBUTOR OF PAPER, PACKAGING AND SANITARY MAINTENANCE PRODUCTS			
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name ALLAN R. DRAGONE JR		Vice President Name MATTHEW C. TYSER	
Street Address 6000 GOVERNORS LAKE PKWY		Street Address 6000 GOVERNORS LAKE PKWY	
City NORCROSS		City NORCROSS	
State GA		State GA	
Zip 30071		Zip 30071	
Secretary Name ZYGMUNT JABLONSKI		Treasurer Name WAYNE TARKENTON	
Street Address 6000 GOVERNORS LAKE PKWY		Street Address 6000 GOVERNORS LAKE PKWY	
City NORCROSS		City NORCROSS	
State GA		State GA	
Zip 30071		Zip 30071	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name MATT LEVIN		Director Name ED CONARD	
Street Address 111 HUNTINGTON AVE		Street Address 745 5TH AVE	
City BOSTON		City NEW YORK	
State MA		State NY	
Zip 02199		Zip 10151	
Director Name STEVEN BARNES		Director Name LEE M THOMAS	
Street Address 11 HUNTINGTON AVE		Street Address 133 PEACHTREE ST NE	
City BOSTON		City ATLANTA	
State MA		State GA	
Zip 02199		Zip 30303	
1. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
Number of Shares		Number of Shares	
Class/Series		Class/Series	
Par Value		Par Value	
1,000,000 COMM \$0.01 PAR VALUE		100	
		COMMON	
		.01	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



23821

FILED
Date FEB 24 2005
No. 000126305
By KB -
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: Kitty S. Pinson Date: 2/9/05
Print or Type Name of Officer: KITTY S PINSON
Title of Officer: ASSISTANT SECRETARY

UNISOURCE WORLDWIDE, INC. DIRECTORS AND OFFICERS

DIRECTORS OFFICE ADDRESSES

<u>NAME</u>	<u>ADDRESS</u>
Matt Levin	111 Huntington Avenue, Boston, MA 02199
Ed Conard	745 5 th Avenue, New York, NY 10151
Steven Barnes	111 Huntington Avenue, Boston, MA 02199
Paul Edgerley	111 Huntington Avenue, Boston, MA 02199
Allan R. Dragone, Jr.	6600 Governors Lake Parkway, Norcross, GA 30071
Lee M. Thomas	133 Peachtree Street, NE., Atlanta, GA 30303
Danny W. Huff	133 Peachtree Street, NE., Atlanta, GA 30303

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 CONFIDENTIAL
 05 FEB 26 AM 11:35

OFFICERS OFFICE ADDRESSES

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Allan R. Dragone, Jr.	President and Chief Executive Officer	6600 Governors Lake Pkwy, Norcross, GA 30071
Ed Conard	Vice President	745 5 th Avenue, New York, NY 10151
Matt Levin	Vice President	111 Huntington Avenue, Boston, MA 02199
Tom Shortt	President - Supply Chain	6600 Governors Lake Pkwy, Norcross, GA 30071
Thomas G. Pitera	President - Packaging & Supplies	6600 Governors Lake Pkwy, Norcross, GA 30071
Newell E. Holt	President - Paper	6600 Governors Lake Pkwy, Norcross GA 30071
Steve C. Strickland	Vice President	6600 Governors Lake Pkwy, Norcross, GA 30071
Kenneth F. Vuylsteke	Vice President	20 Centerpoint Drive #130, LaPalma, CA 90623
Matthew C. Tysler	Sr. Vice President and Chief Financial Officer	6600 Governors Lake Pkwy, Norcross, GA 30071
Zygmunt Jablonski	Sr. Vice President General Counsel and Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071
Wayne Tarkenton	Vice President and Treasurer	6600 Governors Lake Pkwy, Norcross, GA 30071
Evan Hart	Vice President and Controller	6600 Governors Lake Pkwy, Norcross, GA 30071
Kimberly D. Holladay	Assistant Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071
Kity S. Pinson	Assistant Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations I
100 North Main
Providence, RI 0290
401.22

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23821		2. Name of Corporation Unisource Worldwide, Inc.	
3. Street Address Principal Business Office 6600 GOVERNORS LAKE PARKWAY			
4. Business Phone No. 770-447-9000		City NORCROSS	State GEORGIA
5. State of Incorporation DELAWARE		Zip 30071	
7. Brief Description of the Character of Business Conducted in Rhode Island DISTRIBUTOR OF PAPER, PACKAGING AND SANITARY MAINTENANCE PRODUCTS			
6. SIC Code 2618			
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name CHARLES C. TOFANO		Vice President Name MATTHEW C. TYSER	
Street Address 6600 GOVERNORS LAKE PARKWAY		Street Address 6600 GOVERNORS LAKE PARKWAY	
City NORCROSS	State GEORGIA	City NORCROSS	State GEORGIA
Zip 30071		Zip 30071	
Secretary Name ZYGMUNT JABLONSKI		Treasurer Name WAYNE TARKENTON	
Street Address 6600 GOVERNORS LAKE PARKWAY		Street Address 6600 GOVERNORS LAKE PARKWAY	
City NORCROSS	State GEORGIA	City NORCROSS	State GEORGIA
Zip 30071		Zip 30071	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name CHARLES C. TOFANO		Director Name A.D. CORRELL	
Street Address 6600 GOVERNORS LAKE PARKWAY		Street Address 133 PEACHTREE STREET NE	
City NORCROSS	State GEORGIA	City ATLANTA	State GEORGIA
Zip 30071		Zip 30303	
Director Name MATT LEVIN		Director Name ED CONARD	
Street Address 111 HUNTINGTON AVENUE		Street Address 745 5TH AVENUE	
City BOSTON	State MA	City NEW YORK	State NY
Zip 02199		Zip 10151	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
Number of Shares	Class/Series	Number of Shares	Class/Series
1000 COMM \$0.01 PAR VALUE		100	COMM
	Par Value		Par Value
	.01		.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 8 2 1 *

Date **2-11-04**

File No. **000369334**

AM

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kitty S. Pinson 9 Feb 04
Signature of Officer Date

KITTY S. PINSON
Print or Type Name of Officer

ASSISTANT SECRETARY
Title of Officer

**UNISOURCE WORLDWIDE, INC.
DIRECTORS AND OFFICERS**

DIRECTORS OFFICE ADDRESSES

<u>NAME</u>	<u>ADDRESS</u>
Matt Levin	111 Huntington Avenue, Boston, MA 02199
Ed Conard	745 5 th Avenue, New York, NY 10151
Steven Barnes	111 Huntington Avenue, Boston, MA 02199
Paul Edgerley	111 Huntington Avenue, Boston, MA 02199
Charles C. Tufano	6600 Governors Lake Parkway, Norcross, GA 30071
A. D. Correll	133 Peachtree Street, NE., Atlanta, GA 30303
Danny W. Huff	133 Peachtree Street, NE., Atlanta, GA 30303

OFFICERS OFFICE ADDRESSES

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles C. Tufano	President and Chief Executive Officer	6600 Governors Lake Pkwy, Norcross, GA 30071
Ed Conard	Executive Vice President	745 5 th Avenue, New York, NY 10151
Matt Levin	Executive Vice President	111 Huntington Avenue, Boston, MA 02199
Steve C. Strickland	Vice President	6600 Governors Lake Pkwy, Norcross, GA 30071
Kenneth F. Vuylsteke	Vice President	20 Centerpoint Drive #130, LaPalma, CA 90623
Matthew C. Tyser	Vice President and Chief Financial Officer	6600 Governors Lake Pkwy, Norcross, GA 30071
Zygmunt Jablonski	Vice President General Counsel and Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071
Joe R. Pinkston	Vice President - Human Resources	6600 Governors Lake Pkwy, Norcross, GA 30071
Wayne Tarkenton	Vice President and Treasurer	6600 Governors Lake Pkwy, Norcross, GA 30071
Evan Hart	Vice President and Controller	6600 Governors Lake Pkwy, Norcross, GA 30071
Kimberly D. Holladay	Assistant Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071
Kitty S. Pinson	Assistant Secretary	6600 Governors Lake Pkwy, Norcross, GA 30071

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **23821** 2. Name of Corporation **Unisource Worldwide, Inc.**
3. Street Address Principal Business Office
6600 GOVERNOR'S LAKE PARKWAY City **NORCROSS** State **GEORGIA** Zip **30071**
4. Business Phone No. **770-447-9000** 5. State of Incorporation **DELAWARE** 6. SIC Code **2618**

7. Brief Description of the Character of Business Conducted in Rhode Island
DISTRIBUTOR OF COPIER PAPER, PACKAGING AND JANITORIAL SUPPLIES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *X* FILL IN SPACES BEFORE USING ATTACHMENTS

President Name CHARLES C. TOFANO Street Address 6600 GOVERNOR'S LAKE PKWY City NORCROSS State GA Zip 30071	Vice President Name MATTHEW C. TYSER Street Address 6600 GOVERNOR'S LAKE PKWY City NORCROSS State GA Zip 30071
Secretary Name ZYGMUNT JABLONSKI Street Address 6600 GOVERNOR'S LAKE PKWY City NORCROSS State GA Zip 30071	Treasurer Name WAYNE TARKENTON Street Address 6600 GOVERNOR'S LAKE PKWY City NORCROSS State GA Zip 30071

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *X* FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name CHARLES C. TOFANO Street Address 6600 GOVERNOR'S LAKE PKWY City NORCROSS State GA Zip 30071	Director Name A. D. CORRELL Street Address 133 PEACHTREE ST NE City ATLANTA State GA Zip 30303
Director Name MATT LEVIN Street Address 111 HUNTINGTON AVE City BOSTON State MA Zip 02199	Director Name ED CONARD Street Address 745 5TH AVE City NEW YORK State NJ Zip 10151

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM \$.01 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 8 2 1 *

File Date: **2-28-03**
Check No.: **218854**
By: **[Signature]**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature]
Signature of Officer Date
KITTY S. PINSON
Print or Type Name of Officer

ASSISTANT SECRETARY
Title of Officer

UNISOURCE WORLDWIDE, INC.
DIRECTORS AND OFFICERS
 EXPIRATION OF TERM: NONE

DIRECTORS OFFICE ADDRESSES

<u>NAME</u>	<u>ADDRESS</u>
Matt Levin	111 Huntington Avenue, Boston, MA 02199
Ed Conard	745 5 th Avenue, New York, NY 10151
Steven Barnes	111 Huntington Avenue, Boston, MA 02199
Paul Edgerley	111 Huntington Avenue, Boston, MA 02199
Charles C. Tufano	6600 Governor's Lake Parkway, Norcross, GA 30071
A. D. Correll	133 Peachtree Street, NE., Atlanta, GA 30303
Danny W. Huff	133 Peachtree Street, NE., Atlanta, GA 30303

OFFICERS OFFICE ADDRESSES

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles C. Tufano	President and Chief Executive Officer	6600 Governor's Lake Pkwy, Norcross, GA 30071
Ed Conard	Executive Vice President	745 5 th Avenue, New York, NY 10151
Matt Levin	Executive Vice President	111 Huntington Avenue, Boston, MA 02199
Steve C. Strickland	Vice President	6600 Governor's Lake Pkwy, Norcross, GA 30071
Kenneth F. Vuylsteke	Vice President	20 Centerpoint Drive #130, LaPalma, CA 90623
Matthew C. Tyser	Vice President and Chief Financial Officer	6600 Governor's Lake Pkwy, Norcross, GA 30071
Zygmunt Jablonski	Vice President General Counsel and Secretary	6600 Governor's Lake Pkwy, Norcross, GA 30071
Wayne Tarkenton	Vice President and Treasurer	6600 Governor's Lake Pkwy, Norcross, GA 30071
Evan Hart	Vice President and Controller	6600 Governor's Lake Pkwy, Norcross, GA 30071
Kimberly D. Holladay	Assistant Secretary	6600 Governor's Lake Pkwy, Norcross, GA 30071
Kitty S. Pinson	Assistant Secretary	6600 Governor's Lake Pkwy, Norcross, GA 30071

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **23821** 2. Name of Corporation **Unisource Worldwide, Inc.**
3. Street Address Principal Business Office **133 Peachtree Street** City **Atlanta** State **Georgia** Zip **30303**
4. Business Phone No. **404/652-4000** 5. State of Incorporation **DELAWARE** 6. SIC Code **2618**
7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of paper, packaging and sanitary maintenance products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Charles C. Tufano	Vice President Name Danny W. Huff
Street Address 133 Peachtree Street	Street Address 133 Peachtree Street
City Atlanta State GA Zip 30303	City Atlanta State GA Zip 30303
Secretary Name Kenneth F. Khoury	Treasurer Name Phillip M. Johnson
Street Address 133 Peachtree Street	Street Address 133 Peachtree Street
City Atlanta State GA Zip 30303	City Atlanta State GA Zip 30303

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name A. D. Correll	Director Name Danny W. Huff
Street Address 133 Peachtree Street	Street Address 133 Peachtree Street
City Atlanta State GA Zip 30303	City Atlanta State GA Zip 30303
Director Name James F. Kelley	Director Name Lee M. Thomas
Street Address 133 Peachtree Street	Street Address 133 Peachtree Street
City Atlanta State GA Zip 30303	City Atlanta State GA Zip 30303

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
1,000 COMM	\$.01 PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
100	Common	.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 8 2 1 *

File Date: 2-11-02
Check No.: 903780552
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature]
Signature of Officer
Kimberly Dyslin Rountree
Print or Type Name of Officer
Date: 1-29-02

UNISOURCE WORLDWIDE, INC.

Directors

A.D. Correll
Danny W. Huff
James F. Kelley
Lee M. Thomas
Charles C. Tufano

UNISOURCE WORLDWIDE, INC.

Officers

<u>Name</u>	<u>Title</u>
A. D. Correll	Chairman
Charles C. Tufano	President
Lee M. Thomas	Chief Executive Officer
Danny W. Huff	Executive Vice President - Finance
Patricia A. Barnard	Vice President – Human Resources
James F. Kelley	Executive Vice President and General Counsel
Paul A. Jordan	Vice President – Packaging Systems and Supplies
William A. Mamrack	Vice President - Taxes
Simon Davies	Vice President - International Operations
Phillip M. Johnson	Vice President and Treasurer
Kenneth F. Khoury	Vice President, Deputy General Counsel and Secretary
Paul Stewart	Vice President – East
James E. Terrell	Vice President and Controller
Matt C. Tyser	Vice President and Chief Financial Officer
Kenneth F. Vuylsteke	Vice President – West
Joanna B. Bossin	Assistant Secretary
Robert A. Currie	Assistant Secretary
Kimberly A. Holladay	Assistant Secretary
Zygmunt Jablonski	Assistant Secretary
Kitty S. Pinson	Assistant Secretary
Kimberly Dyslin Rountree	Assistant Secretary
Carol A. Stephens	Assistant Secretary
Steven A. Coulter	Assistant Treasurer
Larry A. Feind	Assistant Treasurer
Mary K. Kelly	Assistant Treasurer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23821** 2. Name of Corporation **Unisource Worldwide, Inc.**
3. Street Address Principal Business Office **133 Peachtree Street, N.E.** City **Atlanta** State **GA** Zip **30303**
4. Business Phone No. **404/652-4000** 5. State of Incorporation **DELAWARE** 6. SIC Code **2818**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of paper, packaging and sanitary maintenance products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Charles C. Tufano Street Address 6600 Governors Lake Pkwy City Norcross State GA Zip 30017	Vice President Name Danny W. Huff Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303
Secretary Name Kenneth F. Khoury Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303	Treasurer Name Phillip M. Johnson Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name A. D. Correll Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303	Director Name Danny W. Huff Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303
Director Name James F. Kelley Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303	Director Name Lee M. Thomas Street Address 133 Peachtree Street, N.E. City Atlanta State GA Zip 30303

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
260,000,000 \$0.001 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
100 Common .01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



FILED
NOV 15 2001
By **AMF**
273908

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: _____
Check No.: _____
By: _____

Signature of Officer **Joanna B. Bossin** Date **2/7/01**
Print or Type Name of Officer
Title of Officer

UNISOURCE WORLDWIDE, INC.

Officers

<u>Name</u>	<u>Title</u>
A. D. Correll	Chairman
Charles C. Tufano	President
Lee M. Thomas	Chief Executive Officer
Danny W. Huff	Executive Vice President - Finance
Patricia A. Barnard	Vice President – Human Resources
James F. Kelley	Executive Vice President and General Counsel
Paul A. Jordan	Vice President - Packaging Systems and Supplies
William A. Mamrack	Vice President – Taxes
Simon Davies	Vice President – International Operations
Phillip M. Johnson	Vice President and Treasurer
Kenneth F. Khoury	Vice President, Deputy General Counsel and Secretary
Paul Stewart	Vice President – East
James E. Terrell	Vice President and Controller
Matt C. Tyser	Vice President and Chief Financial Officer
Kenneth F. Vuylsteke	Vice President – West
Joanna B. Bossin	Assistant Secretary
Robert A. Currie	Assistant Secretary
Kimberly A. Holladay	Assistant Secretary
Zygmunt Jablonski	Assistant Secretary
Kitty S. Pinson	Assistant Secretary
Kimberly Dyslin Rountree	Assistant Secretary
Carol A. Stephens	Assistant Secretary
Steven A. Coulter	Assistant Treasurer
Larry A. Feind	Assistant Treasurer
Mary K. Kelly	Assistant Treasurer

UNISOURCE WORLDWIDE, INC.

Directors

A.D. Correll
Danny W. Huff
James F. Kelley
Lee M. Thomas
Charles C. Tufano



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
 Filing Period: January 1-March 1 • Filing Fee: \$50.00
 (FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23821**
 2. Name of Corporation **Unisource Worldwide, Inc.**
 3. Street Address Principal Business Office
133 Peachtree St. N.E. City **Atlanta** State **GA** Zip **30303**
 4. Business Phone No.
 5. State of Incorporation **DELAWARE**
 6. SIC Code **2618**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of paper, packaging and sanitary maintenance products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Charles C. Tufano**
 Vice President Name **Executive Vice President - Finance**
 Street Address **6600 Governors Lake Parkway**
 Street Address **133 Peachtree Street, N./e.**
 City **Norcross** State **GA** Zip **30071**
 City **Atlanta** State **GA** Zip **30303**
 Secretary Name **Kenneth F. Khoury**
 Treasurer Name **Phillip M. Johnson**
 Street Address **133 Peachtree Street, N.E.**
 City **Atlanta** State **GA** Zip **30303**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **A. D. Correll**
 Director Name **James F. Kelley**
 Street Address **133 Peachtree Street, N.E.**
 Street Address **133 Peachtree Street, N.E.**
 City **Atlanta** State **GA** Zip **30303**
 City **Atlanta** State **GA** Zip **30303**
 Director Name **Lee M. Thomas**
 Director Name **Danny W. Huff**
 Street Address **133 Peachtree Street, N.E.**
 Street Address **133 Peachtree Street, N.E.**
 City **Atlanta** State **GA** Zip **30303**
 City **Atlanta** State **GA** Zip **30303**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)
 AUTHORIZED SHARES **260,000,000 \$0.001 PAR**
 Number of Shares Class/Series Par Value

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)
 ISSUED SHARES
 Number of Shares Class/Series Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



Date: **3/1/00**
 No.: **902206990**
JCV
 SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Kimberly Dysin Rountree** Date **2-21-00**
 Print or Type Name of Officer
Assistant Secretary
 Title of Officer

**UNISOURCE WORLDWIDE, INC.
DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
A. D. Correll, Chairman	133 Peachtree St., NE, Atlanta, GA 30303
Danny W. Huff	133 Peachtree St., NE, Atlanta, GA 30303
James F. Kelley	133 Peachtree St., NE, Atlanta, GA 30303
Lee M. Thomas	133 Peachtree St., NE, Atlanta, GA 30303
Charles c. Tufano	6600 Governors Lake Parkway, Norcross, GA 30071

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles C. Tufano	President	6600 Governors Lake Parkway, Norcross, GA 30071
Lee M. Thomas	Chief Executive Officer	133 Peachtree St., NE, Atlanta, GA 30303
Danny W. Huff	Executive Vice President - Finance	133 Peachtree St., NE, Atlanta, GA 30303
Particia A. Barnard	Senior Vice President - Human Resources	133 Peachtree St., NE, Atlanta, GA 30303
James F. Kelley	Senior Vice President - Law and General Counsel	133 Peachtree St., NE, Atlanta, GA 30303
Simon Davies	Vice President - International Operations	6600 Governors Lake Parkway, Norcross, GA 30071
Michael Houghton	Vice President - Marketing	6600 Governors Lake Parkway, Norcross, GA 30071
Phillip M. Johnson	Vice President and Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Paul A. Jordan	Vice President - Packaging Systems and Supplies	6600 Governors Lake Parkway, Norcross, GA 30071
Kenneth F. Khoury	Vice President, Deputy General Counsel and Secretary	133 Peachtree St., NE, Atlanta, GA 30303
William A. Mamrack	Vice President - Taxes	133 Peachtree St., NE, Atlanta, GA 30303
Paul Stewart	Vice President - East	6600 Governors Lake Parkway, Norcross, GA 30071

James E. Terrell	Vice President and Controller	133 Peachtree St., NE, Atlanta, GA 30303
Matthew C. Tyser	Vice President and Chief Financial Officer	6600 Governors Lake Parkway, Norcross, GA 30071
Kenneth F. Vuylsteke	Vice President - West	6600 Governors Lake Parkway, Norcross, GA 30071
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joanna B. Bossin	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Robert A. Currie	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
William J. Green	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Kimberly A. Holladay	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Zygmunt Jablonski	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Kimberly Dyslin Rountree	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Carol A. Stephens	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Steven A. Coulter	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Larry A. Feind	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
George G. Lang	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303

**UNISOURCE WORLDWIDE, INC.
DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
A. D. Correll, Chairman	133 Peachtree St., NE, Atlanta, GA 30303
Danny W. Huff	133 Peachtree St., NE, Atlanta, GA 30303
James F. Kelley	133 Peachtree St., NE, Atlanta, GA 30303
Lee M. Thomas	133 Peachtree St., NE, Atlanta, GA 30303
Charles c. Tufano	6600 Governors Lake Parkway, Norcross, GA 30071

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles C. Tufano	President	6600 Governors Lake Parkway, Norcross, GA 30071
Lee M. Thomas	Chief Executive Officer	133 Peachtree St., NE, Atlanta, GA 30303
Danny W. Huff	Executive Vice President - Finance	133 Peachtree St., NE, Atlanta, GA 30303
Particia A. Barnard	Senior Vice President - Human Resources	133 Peachtree St., NE, Atlanta, GA 30303
James F. Kelley	Senior Vice President - Law and General Counsel	133 Peachtree St., NE, Atlanta, GA 30303
Simon Davies	Vice President - International Operations	6600 Governors Lake Parkway, Norcross, GA 30071
Michael Houghton	Vice President - Marketing	6600 Governors Lake Parkway, Norcross, GA 30071
Phillip M. Johnson	Vice President and Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Paul A. Jordan	Vice President - Packaging Systems and Supplies	6600 Governors Lake Parkway, Norcross, GA 30071
Kenneth F. Khoury	Vice President, Deputy General Counsel and Secretary	133 Peachtree St., NE, Atlanta, GA 30303
William A. Mamrack	Vice President - Taxes	133 Peachtree St., NE, Atlanta, GA 30303
Paul Stewart	Vice President - East	6600 Governors Lake Parkway, Norcross, GA 30071

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
James E. Terrell	Vice President and Controller	133 Peachtree St., NE, Atlanta, GA 30303
Matthew C. Tyser	Vice President and Chief Financial Officer	6600 Governors Lake Parkway, Norcross, GA 30071
Kenneth F. Vuylsteke	Vice President - West	6600 Governors Lake Parkway, Norcross, GA 30071
Joanna B. Bossin	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Robert A. Currie	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
William J. Green	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Kimberly A. Holladay	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Zygmunt Jablonski	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Kimberly Dyslin Rountree	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Carol A. Stephens	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Steven A. Coulter	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Larry A. Feind	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
George G. Lang	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **23821**

2. Name of Corporation **Unisource Worldwide, Inc.**

3. Street Address Principal Business Office
1100 Cassatt Road

4. Business Phone No.
(610) 296-4470

5. State of Incorporation **DELAWARE**

City **Berwyn** State **PA** Zip **19312**

6. SIC Code **2618**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distribution of paper, packaging and sanitary maintenance supplies and related products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Richard H Bogan**
Street Address **1100 Cassatt Road**
City **Berwyn** State **PA** Zip **19312**

Vice President Name **Robert McLaughlin**
Street Address **1100 Cassatt Road**
City **Berwyn** State **PA** Zip **19312**

Secretary Name **Thomas A. Decker**
Street Address **1100 Cassatt Road**
City **Berwyn** State **PA** Zip **19312**

Treasurer Name **Kathleen M. Burns**
Street Address **1100 Cassatt Road**
City **Berwyn** State **PA** Zip **19312**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Gary L. Countryman**
Street Address **175 Berkeley Str.**
City **Poston** State **MA** Zip **02117**

Director Name **James J. Forese**
Street Address **70 Valley Stream Parkway**
City **Malvern** State **PA** Zip **19355**

Director Name **Paul J. Darling, II**
Street Address **P.O. Box 5137**
City **Chicago** State **IL** Zip **60680**

Director Name **James P. Kelly**
Street Address **55 Glenlake Parkway NE**
City **Atlanta** State **GA** Zip **30328**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
260,000,000	COMMON	\$0.001
10,000,000	preferred	\$0.001
(Total)		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
70,302,036	COMMON	\$0.001
0	preferred	\$0.001

report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



Date: Mar 9, 99

No.: 24944 & 25114

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1/21/99

X Brian P. Lynch
Print or Type Name of Officer
Assistant Secretary
Title of Officer

UNISOURCE WORLDWIDE, INC.

OFFICERS AND DIRECTORS

as of January 27, 1999

EXECUTIVE OFFICERS

Name	Title	Business Address
Ray B. Mundt	Chairman and Chief Executive Officer	1100 Cassatt Road, Berwyn, PA 19312
Richard H. Bogan	President and Chief Financial Officer	1100 Cassatt Road, Berwyn, PA 19312
Hugh G. Moulton	Executive Vice President and Chief Administrative Officer	1100 Cassatt Road, Berwyn, PA 19312
Thomas A. Decker	Senior Vice President, General Counsel and Secretary	1100 Cassatt Road, Berwyn, PA 19312
George D. Timchal	Senior Vice President- Procurement	1100 Cassatt Road, Berwyn, PA 19312
Kenneth F. Vuylsteke	Senior Vice President- Sales	1100 Cassatt Road, Berwyn, PA 19312
Kathleen M. Burns	Vice President and Treasurer	1100 Cassatt Road, Berwyn, PA 19312
Robert M. McLaughlin	Vice President- Finance	1100 Cassatt Road, Berwyn, PA 19312

CORPORATE OFFICERS

Name	Title	Business Address
Martha A. Buckley	Vice President- Communications	1100 Cassatt Road, Berwyn, PA 19312
Kenneth W. Carroll	Vice President and Chief Information Officer	One East Uwchlan Avenue, Exton, PA 19341
Gary E. Mask	Corporate Vice President- Human Resources	1100 Cassatt Road, Berwyn, PA 19312
Jay A. Ross	Vice President- Logistics	1100 Cassatt Road, Berwyn, PA 19312

ASSISTANT OFFICERS

Name	Title	Business Address
Patrick J. Farris	Assistant Secretary	1100 Cassatt Road, Berwyn, PA 19312
Brian P. Lynch	Assistant Secretary	1100 Cassatt Road, Berwyn, PA 19312
Craig M. Ardman	Assistant Treasurer	One East Uwchlan Avenue, Exton, PA 19341
Michael J. Keenan	Assistant Treasurer	1100 Cassatt Road, Berwyn, PA 19312

DIRECTORS

Name	Residential Address
Gary L. Countryman	111 Hager Street, Marlborough, MA 01752
Paul J. Darling, II	915 Ottawa Lane, Wilmette, IL 60091
James J. Forese	134 Abrahams Lane, St. David, PA 19087
James P. Kelly	9310 Old Southwick Pass, Alpharetta, GA 30022
Dana G. Mead	14 Fairview Lane, Greenwich, CT 06830
Ray B. Mundt	300 Thornbrook Avenue, Rosemont, PA 19010
Rogelio G. Sada	P.O. Box Apartado Postal 88, C.P. 64000, Monterrey, N.L. Mexico
James W. Stratton	535 Skippack Pike, Blue Bell, PA 19422

UNISOURCE WORLDWIDE, INC.

OFFICERS AND DIRECTORS

as of January 27, 1999

EXECUTIVE OFFICERS

Name	Title	Business Address
Ray B. Mundt	Chairman and Chief Executive Officer	1100 Cassatt Road, Berwyn, PA 19312
Richard H. Bogan	President and Chief Financial Officer	1100 Cassatt Road, Berwyn, PA 19312
Hugh G. Moulton	Executive Vice President and Chief Administrative Officer	1100 Cassatt Road, Berwyn, PA 19312
Thomas A. Decker	Senior Vice President, General Counsel and Secretary	1100 Cassatt Road, Berwyn, PA 19312
George D. Timchal	Senior Vice President- Procurement	1100 Cassatt Road, Berwyn, PA 19312
Kenneth F. Vuylsteke	Senior Vice President- Sales	1100 Cassatt Road, Berwyn, PA 19312
Kathleen M. Burns	Vice President and Treasurer	1100 Cassatt Road, Berwyn, PA 19312
Robert M. McLaughlin	Vice President- Finance	1100 Cassatt Road, Berwyn, PA 19312

CORPORATE OFFICERS

Name	Title	Business Address
Martha A. Buckley	Vice President- Communications	1100 Cassatt Road, Berwyn, PA 19312
Kenneth W. Carroll	Vice President and Chief Information Officer	One East Uwchlan Avenue, Exton, PA 19341
Gary E. Mask	Corporate Vice President- Human Resources	1100 Cassatt Road, Berwyn, PA 19312
Jay A. Ross	Vice President- Logistics	1100 Cassatt Road, Berwyn, PA 19312

ASSISTANT OFFICERS

Name	Title	Business Address
Patrick J. Farris	Assistant Secretary	1100 Cassatt Road, Berwyn, PA 19312
Brian P. Lynch	Assistant Secretary	1100 Cassatt Road, Berwyn, PA 19312
Craig M. Ardman	Assistant Treasurer	One East Uwchlan Avenue, Exton, PA 19341
Michael J. Keenan	Assistant Treasurer	1100 Cassatt Road, Berwyn, PA 19312

DIRECTORS

Name	Residential Address
Gary L. Countryman	111 Hager Street, Marlborough, MA 01752
Paul J. Darling, II	915 Ottawa Lane, Wilmette, IL 60091
James J. Forese	134 Abrahams Lane, St. David, PA 19087
James P. Kelly	9310 Old Southwick Pass, Alpharetta, GA 30022
Dana G. Mead	14 Fairview Lane, Greenwich, CT 06830
Ray B. Mundt	300 Thornbrook Avenue, Rosemont, PA 19010
Rogelio G. Sada	P.O. Box Apartado Postal 88, C.P. 64000, Monterrey, N.L. Mexico
James W. Stratton	535 Skippack Pike, Blue Bell, PA 19422

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23821 2. Name of Corporation Unisource Worldwide, Inc.

3. Street Address Principal Business Office 1100 Cassatt Road City Berwyn State Pennsylvania Zip 19312

4. Business Phone No. (610) 296-4470 5. State of Incorporation Delaware 6. SIC Code 2618

7. Brief Description of the Character of Business Conducted in Rhode Island
Distribution of paper, packaging and sanitary maintenance supplies & products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name	Vice President Name
Street Address	Street Address
City State Zip	City State Zip
Secretary Name	Treasurer Name
Street Address	Street Address
City State Zip	City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
250,000,000	Common	\$0.001
10,000,000	Preferred	\$0.001

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES			as of 5/31/98
Number of Shares	Class/Series	Par Value	
69,447,953	Common	\$0.001	
0	Preferred	\$0.001	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 7.9.98
Check No.: 17733
By: ILP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 6/16/98
Signature of Officer Date

Brian P. Lynch
Print or Type Name of Officer
Assistant Secretary
Title of Officer

FOR SECRETARY OF STATE USE ONLY

UNISOURCE WORLDWIDE, INC.

OFFICERS

Name	Title	Business Address	Residential Address	Term
Ray B. Mundt	Chairman and Chief Executive Officer	1100 Cassatt Road Berwyn, PA 19312	300 Thornbrook Ave. Rosemont, PA 19010	1999
Charles F. White	President and Chief Operating Officer	1100 Cassatt Road Berwyn, PA 19312	1204 Denbigh Lane Radnor, PA 19087	1999
Hugh G. Moulton	Executive Vice President and Chief Administrative Officer	1100 Cassatt Road Berwyn, PA 19312	300 Williams Road Ft. Washington, PA 19034	1999
Richard H. Bogan	Senior Vice President and Chief Financial Officer	1100 Cassatt Road Berwyn, PA 19312	130 E. Springwood Ct. Mequon, WI 53092	1999
Thomas A. Decker	Senior Vice President, General Counsel and Secretary	1100 Cassatt Road Berwyn, PA 19312	319 Chester Road Devon, PA 19333	1999
David L. Rhodes, Jr.	Senior Vice President, Sales and Marketing	1100 Cassatt Road Berwyn, PA 19312	820 Turnbridge Rd. Wayne, PA 19087	1999
Kathleen M. Burns	Vice President and Treasurer	1100 Cassatt Road Berwyn, PA 19312	115 Red Rambler Dr. Lafayette Hill, PA 19444	1999
Robert M. McLaughlin	Vice President, Controller and Assistant Treasurer	1100 Cassatt Road Berwyn, PA 19312	504 Montana Ave. Aldan, PA 19018	1999
Stephen R. Becker	Vice President, Human Resources	1100 Cassatt Road Berwyn, PA 19312	517 Annadale Drive Berwyn, PA 19312	1999
Patrick J. Farris	Assistant Secretary	1100 Cassatt Road Berwyn, PA 19312	One Patriot Way Flourtown, PA 19031	1999
Brian P. Lynch	Assistant Secretary	1100 Cassatt Road Berwyn, PA 19312	10 Appletree Court Philadelphia, PA 19106	1999

DIRECTORS

Name	Residential Address	Term
Paul J. Darling, II	915 Ottawa Lane Wilmette, IL 60091	1999
James J. Forcese	945 Loch Road Franklin Lakes, NJ 07417	2001
James P. Kelly	c/o United Parcel Service 55 Glenlake Parkway NE Atlanta, GA 30328	2001
Dana G. Mead	145 Radney Road Houston, TX 77024	1999
Ray B. Mundt	300 Thornbrook Ave. Rosemont, PA 19010	2000
Rogelio G. Sada	Villa Las Campanas Km. 272- Carretera Nacional Monterrey, Mexico	2001
James W. Stratton	535 Skippack Pike Blue Bell, PA 19422	2000



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23821**
 2. Name of Corporation **Unisource Worldwide, Inc.**
 3. Street Address Principal Business Office
825 Duportail Road
 4. Business Phone No. **(610) 993-3640**
 5. State of Incorporation **DELAWARE**

City **Wayne** State **PA** Zip **19087**
 6. SIC Code **2618**

7. Brief Description of the Character of Business Conducted in Rhode Island

marketing and logistics

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name
Charles F. White
 Street Address
825 Duportail Road
 City State Zip
Wayne PA 19087

Vice President Name
Stephen K. Deay
 Street Address
825 Duportail Road
 City State Zip
Wayne PA 19087

Secretary Name
Thomas A. Decker
 Street Address
825 Duportail Road
 City State Zip
Wayne PA 19087

Treasurer Name
Kathleen M. Burns
 Street Address
825 Duportail Road
 City State Zip
Wayne PA 19087

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name
see attached list
 Street Address
 City State Zip

Director Name
 Street Address
 City State Zip

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
250,000,000	Common	\$0.001	67,091,520	Common	\$0.001

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 4-7-97

Check No.: 2493

By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 3/19/97

Thomas A. Decker
 Print or Type Name of Officer

Senior Vice President and Secretary
 Title of Officer

Officers

Ray B. Mundt Chairman and CEO	825 Duportail Road Wayne, PA 19087
Charles F. White President	825 Duportail Road Wayne, PA 19087
Hugh G. Moulton Executive VP	825 Duportail Road Wayne, PA 19087
Kathleen M. Burns VP and Treasurer	825 Duportail Road Wayne, PA 19087
Jack H. Keeney Vice President - Finance	825 Duportail Road Wayne, PA 19087
Thomas A. Decker Senior Vice President, General Counsel and Secretary	825 Duportail Road Wayne, PA 19087

Directors

Paul J. Darling, II	915 Ottawa Lane Wilmette, IL 60091
James J. Forese	945 Loch Road Franklin Lakes, NJ 07417
Dana G. Mead	145 Radney Road Houston, TX 77024
Ray B. Mundt	300 Thornbrook Ave. Rosemont PA 19010 Nacional Monterrey, Mexico
James W. Stratton	535 Skippack Pike Blue Bell, PA 19422

PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **45732**

2. Name of Corporation **Vaillancourt Development Corp.**

3. Street Address Principal Business Office
2 Beechland Place

4. Business Phone No. **(401) 849-6989**

5. State of Incorporation **RHODE ISLAND**

City **Middletown** State **RI** Zip **02842**

6. SIC Code **0034**

7. Brief Description of the Character of Business Conducted in Rhode Island
Contractor

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name **Charles Vaillancourt**
Street Address **SAME**
City _____ State _____ Zip _____

Vice President Name **IMMAREENT. Vaillancourt**
Street Address **SAME**
City _____ State _____ Zip _____

Secretary Name _____
Street Address _____
City _____ State _____ Zip _____

Treasurer Name _____
Street Address _____
City _____ State _____ Zip _____

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name _____
Street Address _____
City _____ State _____ Zip _____

Director Name _____
Street Address _____
City _____ State _____ Zip _____

Director Name _____
Street Address _____
City _____ State _____ Zip _____

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
500 SHS	Commonstock	\$1.00			
					none

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 4 5 7 3 2 *

File Date: **4/7/97** **APR 1 2 55 PM '97**

Check No.: **5578**

By: **u**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Charles J. Vaillancourt **3-1-97**
Signature of Officer Date

Charles J. Vaillancourt
Print or Type Name of Officer

Pres.
Title of Officer

OR SECRETARY OF STATE USE ONLY

1996

Filing Period: January 1-March 1
Filing Fee: \$50.00



State of Rhode Island and Providence Pl.
James R. Langevin, Secretary of Sta.
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 (401)

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 23821

2. NAME OF CORPORATION Unisource Worldwide, Inc.

3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 825 Duportail Road

4. BUSINESS PHONE NO. (610) 296-8000

5. STATE OF INCORPORATION DELAWARE

6. SIC CODE 2618

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Paper Distribution

Wayne PA 19087

B. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME WILLIAM T. LEITH
STREET ADDRESS 221 ROSE LAKE
CITY HANOVERD STATE PA ZIP CODE 19041

VICE PRESIDENT NAME L. BRUCE WILLIAMS
STREET ADDRESS 9 HUNT CLUB LANE
CITY MAIVERN STATE PA ZIP CODE 19355

SECRETARY NAME J. KENNETH CRONEY
STREET ADDRESS 6019 CRICKET RD.
CITY FLOURTOWN STATE PA ZIP CODE 19031

TREASURER NAME O. GORDON BREWER
STREET ADDRESS 3645 HOLT LANE
CITY HUNTINGTON VALLEY STATE PA ZIP CODE 19006

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME John E. STUART
STREET ADDRESS 890 W. STRAUSBERG RD.
CITY WEST CHESTER STATE PA ZIP CODE 19382

DIRECTOR NAME _____
STREET ADDRESS _____
CITY _____ STATE _____ ZIP CODE _____

DIRECTOR NAME _____
STREET ADDRESS _____
CITY _____ STATE _____ ZIP CODE _____

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
200,000	Common	\$.01	100,000	Common	\$.01

This report must be SIGNED IN INK by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Date: 3/12/96
No: 4201
KID

Signature of Officer: *J. Kenneth Croney*
J. Kenneth Croney
Print or Type Name of Officer

Secretary
Title of Officer
Date: 3/4/96

For Secretary of State Use Only

DETACH BOTTOM BEFORE RETURNING

Unisource Worldwide, Inc.

Officers :

William T. Leith 221 Rose Lane Haverford, PA 19041	President
L. Bruce Williams 9 Hunt Club Lane Malvern, PA 19355	Sr. Vice President
David L. Rhodes 820 Turnbridge Lane Wayne, PA 19087	Sr. Vice President
Richard M. Eisenstaedt 211 Midland Avenue Wayne, PA 19087	Vice President
Richard G. McGann 1224 Tullimore Circle Chester Springs, PA 19425	Vice President
Joseph M. Dutelle 21840 Greendale Drive Waukesha, IL 53186	Vice President
Jack Keeney 202 Jesse Circle Collegeville, PA 19426	Vice President
William Laughlin 316 Kirk Lane Media, PA 19063	Vice President
Neil E. Christensen 449 Inveraray Lane Villanova, PA 19085	Vice President
Randy S. Akers 1482 Maple Avenue Paoli, PA 19301	Vice President
Richard A. Check 1474 Markley Avenue Pennsburg, PA 18073	Vice President
J. Kenneth Crony 6019 Cricket Road, Flourtown, PA 19031	Vice President & Secretary

O. Gordon Brewer, Jr.
3645 Holt Lane
Huntington Valley, PA 19006

Treasurer

Kathleen M. Burns
115 Red Rambler Road
Lafayette Hill, PA 19444

Assistant Treasurer

Stephen K. Deay
1171 Wisteria Drive
Malvern, PA 19355

Assistant Treasurer

Karin M. Kinney
16 Wistar Road
Paoli, PA 19301

Assistant Secretary

John E. Stuart
890 West Strausberg Rd.
West Chester, PA 19382

Sole Director



ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March
 Filing Fee \$50.00

Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0023821 Annual Report for the year: 1995
 Name of Corporation: Unisource Worldwide, Inc.

Business entity organized under the laws of the State of: Delaware
 For foreign entity, address and telephone number of principal office:
c/o Alco Standard Corporation
P.O. Box 834
Valley Forge, PA 19482
 Phone: (610) 296-8000

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
c/o CT Corporation System
123 Dyer St.
Providence, RI 02903
 Phone: ()

Brief statement of the character of business conducted in Rhode Island:
Manufacturing and distribution of
paper and paper products

THE NAMES OF THE OFFICERS ARE:

OFFICER	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT	<i>See attached list</i>		
VICE PRESIDENT			
SECRETARY			
TREASURER			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
	<i>See attached list</i>		
NAME			
NAME			

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
200,000	Common	100,000	Common
200,000	Preferred A	122,884	Preferred A
1,600,000	Preferred B	20,023	Preferred B
500,000	Junior Preferred	0	Junior Preferred

Date: March 1, 19 95
 By: [Signature]
Stephen K. Dray
PRINT OR TYPE NAME OF OFFICER SIGNING
Asst. Treasurer
TITLE OF OFFICER SIGNING

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED
 MAR 06 1995

By [Signature]

UNISOURCE WORLDWIDE

OFFICERS & DIRECTORS

AS OF 3/1/95

<u>OFFICERS & DIRECTORS</u>	<u>NAME & SOCIAL SECURITY#</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
President	William T. Leith 236-72-0757	6454 Cecil Avenue Clayton, MO 63105	825 Duportail Road Wayne, PA 19087
Sr. Vice President Marketing Supply Systems	L. Bruce Williams 546-56-6632	1378 South Ridge Court Golden, CO 80401	825 Duportail Road Wayne, PA 19087
Vice President - Gen. Mfg.	Richard G. McGann 173-36-6141	40 Woodmont Road Avon, CT 06001-3512	825 Duportail Road Wayne, PA 19087
Sr. Vice President - Marketing Printing and Imaging	David L Rhodes 550-84-4192	16162 White Cap Lane Huntington Beach, CA 92649	825 Duportail Road Wayne, PA 19087
Vice President - Operations	Niel E. Christensen 399-36-4095	449 Inverary Villanova, PA 19085	825 Duportail Road Wayne, PA 19087
Vice Pres. & Secretary	J. Kenneth Croncy 162-32-9615	6019 Cricket Road Flourtown, PA 19031	825 Duportail road Wayne, PA 19087
Treasurer	O. Gordon Brewer 241-66-9441	3645 Holt Lane Huntingdon Valley, PA 19006	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Kathleen M. Burns 193-44-2647	115 Red Rambler Drive Lafayette Hills, PA 19444	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Stephen K. Deay 146-38-5291	1171 Wisteria Drive Malvern, PA 19355	825 Duportail Road Wayne, PA 19087
Vice President - Quality	B. Patrick O'Rourke 392-38-2360	121 Hopwood Road Collegeville, PA 19426	825 Duportail Road Wayne, PA 19087
Director	John E. Stuart 550-58-2447	1061 Squire Cheney Drive West Chester, PA 19382	825 Duportail Road Wayne, PA 19087
Vice President Adm. & Gen. Counsel	Richard Eisenstaedt 211-36-0503	180 Woodstock Road Villanova, PA 19085	825 Duportail Road Wayne, PA 19087
Assistant Secretary	Karin Kinney 193-52-2339	16 Wistar Road Paoli, PA 19301	825 Duportail Road Wayne, PA 19087

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903 1335
401-277-3040

File Annually
LLC Sept. 1 - Nov. 1
CORP Jan. 1 - March 1

Corporate ID: 0023621 Annual Report for the year: 1994

Name of Business Entity: Unisource Worldwide, Inc.

Business entity organized under the laws of the State of: Delaware

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

c/o Alco Standard Corporation

P.O. Box 834

Valley Forge, PA 19482

Phone: (610) 296-8000

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

c/o CT Corporation

123 Dyer Street

Providence, RI 02903

Phone: [REDACTED]

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Jennifer Wright

c/o Alco Standard Corporation

P.O. Box 834

Valley Forge, PA 19482

Brief statement of the character of business conducted in Rhode Island:
Manufacturing and distribution of

paper and paper products

Date of Organization: 8/28/75

Date of Qualification to do business in Rhode Island (if foreign entity):
1/5/81

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR PRESIDENT (Check One) STREET ADDRESS CITY STATE ZIP CODE

See attached list

CHIEF OPERATING OFFICER OR VICE PRESIDENT (Check One) STREET ADDRESS CITY STATE ZIP CODE

CLERK OF RECORDS OR SECRETARY (Check One) STREET ADDRESS CITY STATE ZIP CODE

CHIEF FINANCIAL OFFICER OR TREASURER (Check One) STREET ADDRESS CITY STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY STATE ZIP CODE

See attached list

NAME STREET ADDRESS CITY STATE ZIP CODE

NAME STREET ADDRESS CITY STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable) NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 200,000 200,000 1,600,000 500,000 NUMBER 100,000 122,884 20,628 -0-

CLASS Common Preferred Preferred Preferred Common Preferred Pref. Pref.

SERIES N/A A B Various SERIES N/A A B Various

PAR VALUE OR WITHOUT PAR .01 .01 .01 - PAR VALUE OR WITHOUT PAR .01 .01 .01 -

Date February 24, 19 94

By: [Signature]

Stephen K. Deay
PRINT OR TYPE NAME OF OFFICER SIGNING

Assistant Treasurer
TITLE OF OFFICER SIGNING

Form 31 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

FILED
MAR 01 1994
BY MES949555

UNISOURCE WORLDWIDE

OFFICERS & DIRECTORS
AS OF 5/2/94

<u>OFFICERS & DIRECTORS</u>	<u>NAME & SOCIAL SECURITY#</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
President	Raymond A. Peterson 399-30-0222	4100 Goshen Road Newtown Square, PA 19073	825 Duportail Road Wayne, PA 19087
Vice President - Systems & Administration	John J. McKiernan 197-32-7787	2800 Landon Drive Wilmington, DE 19810	825 Duportail Road Wayne, PA 19087
Executive Vice President Marketing	James R. Fleming 392-38-0397	1 River Road Philadelphia, PA 19128	825 Duportail Road Wayne, PA 19087
Vice President - Operations	Niel E. Christensen 399-36-4095	449 Inverary Villanova, PA 19085	825 Duportail Road Wayne, PA 19087
Vice President - Marketing Industrial Products	John H. Oakley 421-46-8072	8 Springton Pointe Newtown Square, PA 19073	825 Duportail Road Wayne, PA 19087
Secretary & General Counsel	J. Kenneth Croncy 162-32-9615	6019 Cricket Road Flourtown, PA 19031	825 Duportail road Wayne, PA 19087
Treasurer	O. Gordon Brewer 241-66-9441	3645 Holt Lane Huntingdon Valley, PA 19006	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Kathleen M. Burns 193-44-2647	115 Red Rambler Drive Lafayette Hills, PA 19444	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Stephen K. Deay 146-38-5291	1171 Wisteria Drive Malvern, PA 19355	825 Duportail Road Wayne, PA 19087
Vice President - Quality	B. Patrick O'Rourke 392-38-2360	121 Hopwood Road Collegeville, PA 19426	825 Duportail Road Wayne, PA 19087
Vice President Human Resources	William P. Kirby 166-34-6444	275 W. Third Avenue Collegeville, PA 19426	825 Duportail Road Wayne, PA 19087
Director	John E. Stuart 550-58-2447	1061 Squire Cheney Drive West Chester, PA 19382	825 Duportail Road Wayne, PA 19087
Director	Ray B. Mundt 389-24-7899	300 Thornbrook Avenue Rosemont, PA 19010	825 Duportail Road Wayne, PA 19087
Vice President & Assistant Secretary	Richard Eisenstaedt 211-36-0503	180 Woodstock Road Villanova, PA 19085	825 Duportail Road Wayne, PA 19087
Vice President Chief Financial Officer	Thomas L. Simpson 273-38-0628	1646 Ludwell Drive Maple Glen, PA 19002	825 Duportail Road Wayne, PA 19087
Asst. Controller	Robert McLaughlin 189-46-3239	504 Montana Avenue Aldan, PA 19018	825 Duportail Road Wayne, PA 19087

Filing Fee \$ 50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23821 Annual Report for the year 1993

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribution of paper and
paper products.

FOURTH: If foreign corporation, address of its principal office 825 Duportail Road, Wayne, PA 19087

FIFTH: Business address in Rhode Island c/o CT Corporation System, 123 Dyer Street,
Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Richard C. Gozen	Director	825 Duportail Road, Wayne, PA 19087
Ray B. Mundt	Director	825 Duportail Road, Wayne, PA 19087
	Director	
Raymond A. Peterson	President	825 Duportail Road, Wayne, PA 19087
John J. McKiernan	Vice President	825 Duportail Road, Wayne, PA 19087
J. Kenneth Croney	Secretary	825 Duportail Road, Wayne, PA 19087
O. Gordon Brewer	Treasurer	825 Duportail Road, Wayne, PA 19087

SEVENTH: Number of Shares authorized:

No. of Shares	Class
200,000	Common Stock
200,000	Preferred Stock
1,600,000	Preferred Stock
500,000	Preferred Stock

Series	Par Value or statement that shares are without par value
A	.01
B	.01
Junior	.01

EIGHTH: Number of Shares issued:

No. of Shares	Class
100,000	Common Stock
122,884	Preferred Stock
21,233	Preferred Stock
-0-	Preferred Stock

Series	Par Value or statement that shares are without par value
A	.01
B	.01
Junior	.01

Dated February 9, 1993

Paper Corporation of America
(Name of Corporation)

By [Signature]

Title Assistant Treasurer

(Report must be signed by an officer)

Filing Fee \$50.00, 1/3/82 768 029

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023821 Annual Report for the year 1992

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribution of paper and paper products.

FOURTH: If foreign corporation, address of its principal office 825 Duportail Road, Wayne, PA 19087

FIFTH: Business address in Rhode Island c/o CT Corporation System, 123 Dyer Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Richard C. Gozon	Director	825 Duportail Rd., Wayne, PA 19087
Ray B. Mundt	Director	825 Duportail Rd., Wayne, PA 19087
	Director	
Raymond A. Peterson	President	825 Duportail Rd., Wayne, PA 19087
James R. Fleming	Vice President	825 Duportail Rd., Wayne, PA 19087
J. Kenneth Cronney	Secretary	825 Duportail Rd., Wayne, PA 19087
O. Gordon Brewer, Jr.	Treasurer	825 Duportail Rd., Wayne, PA 19087

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common Stock		.01
200,000	Preferred Stock		.01
1,600,000	Preferred Stock		.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common Stock		.01
122,884	Preferred Stock	A	.01
24,304	Preferred Stock	B	.01

PAID
MAR 02 1982
SECY OF STATE

Dated February 26, 19 92 Paper Corporation of America
(Name of Corporation)

By [Signature]
Title Assistant Treasurer

(Report must be signed by an officer)

PAPER CORPORATION OF AMERICA
 ADDITIONAL OFFICERS LIST
 ATTACHED TO AND MADE PART OF THE 1992 RHODE ISLAND ANNUAL REPORT

TITLE	NAME	ADDRESS
V.P. - Finance and Administration	John J. McKiernan	825 Duportail Road Wayne, PA 19087
V.P. - Marketing of Industrial Products	John H. Oakley	825 Duportail Road Wayne, PA 19087
V.P. - Physical Distribution	Niel E. Christensen	825 Duportail Road Wayne, PA 19087
V.P. - Planning and Operations	B. Patrick O'Rourke	825 Duportail Road Wayne, PA 19087
V.P. - Human Resources	William P. Kirby	825 Duportail Road Wayne, PA 19087
Vice President	John R. Powers	825 Duportail Road Wayne, PA 19087
Vice President	Gregg L. Rettew	825 Duportail Road Wayne, PA 19087
Director/Management of Information Systems	Richard J. Hrapczynski, Jr.	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Kathleen M. Burns	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Stephen K. Deay	825 Duportail Road Wayne, PA 19087

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Certified Mail
P 324 253 576

Corporate ID 0023821 *MC* Annual Report for the year 1991

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribution of paper and paper products.

FOURTH: If foreign corporation, address of its principal office 825 Duportail Road, Wayne, PA 19087

FIFTH: Business address in Rhode Island C/O CT Corporation System, 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
(SEE ATTACHED LIST)	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common	-	.01
200,000	Preferred	B	.01
1,600,000	Preferred	B	.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common	-	.01
122,884	Preferred	A	.01
75,707	Preferred	B	.01

PAID
FEB 28 1991
SECY OF STATE

Dated February 25 19 91

Paper Corporation of America
(Name of Corporation)

By R. K. McKeen

Title Asst. Treasurer

(Report must be signed by an officer)



**PAPER CORPORATION OF AMERICA
OFFICERS & DIRECTORS - 2/91 to 2/92**

Office Address

825 Duportail Road Telephone
Wayne Pennsylvania 19087 215 296 4470

Paper Corporation of America

OFFICERS & DIRECTORS

NAME & SOCIAL SECURITY #

HOME ADDRESS

President, CEO, & Director	Edward N. Patrone 191-30-6093	1350 Gypsy Hill Road Gwynedd Valley, PA 19437
Executive Vice President	James J. Swearingen 436-48-5606	508 Rose Lane Haverford, PA 19041
Vice President - Finance & Administration	John J. McKiernan 197-32-7787	2800 Landon Drive Wilmington, DE 19810
Vice-President - Marketing, Printing Papers	Richard G. Burton 035-24-6887	1533 Sugartown Road Paoli, PA 19301
Vice-President - Physical Distribution	Niel E. Christensen 399-36-4095	449 Inverary Villanova, PA 19085
Vice-President - Marketing, Industrial Products	John H. Oakley 421-46-8072	8 Springton Pointe Newtown Square, PA 19073
Secretary & General Counsel	J. Kenneth Croney 162-32-9615	6019 Cricket Road Flourtown, PA 19031
Assistant Secretary	David O. Meachen 287-38-7366	5 Westgate Circle Malvern, PA 19355
Treasurer	O. Gordon Brewer 241-66-9441	3645 Holt Lane Huntingdon Vly, PA 19006
Assistant Treasurer	Kathleen M. Burns 193-44-2647	115 Red Rambler Drive Lafayette Hills, PA 19444
Assistant Treasurer	Robert K. McLain 359-12-2169	1016 Sanderling Circle Audubon, PA 19403
Vice President - Retail Stores	Robert W. Hill, Jr. 329-38-6445	36 Woodstream Drive Wayne, PA 19087
Vice President - Planning & Operations	B. Patrick O'Rourke 392-38-2360	121 Hopwood Road Collegeville, PA 19426
Vice President - Human Resources	William P. Kirby 166-34-6444	275 W. Third Avenue Collegeville, PA 19426
Director	Richard C. Gozon 211-30-2565	533 Waterloo Road Devon, PA 19333
Director	Ray B. Mundi 389-30-7899	300 Thornbrook Avenue Rosemont, PA 19010

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23821 Annual Report for the year 1990

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribution of paper and paper products.

FOURTH: If foreign corporation, address of its principal office 825 Duportail Rd., Wayne, PA 19087

FIFTH: Business address in Rhode Island c/o CT Corporation System, 111 Westminister Street, Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
(See Attached)	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common	-	.01
200,000	Preferred	A	.01
1,600,000	Preferred	B	.01
500,000	Junior Preferred		.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common		.01
122,884	Preferred		.01
168,000	Preferred	B	.01
- 0 -	Junior Preferred		.01

PAID
FEB 20 1990
REC'D. OF STATE

Dated 2/14 1990 Paper Corporation of America

(Name of Corporation)

Certified Mail
P 529 430 591

By [Signature]

Title Assistant Treasurer

(Report must be signed by an officer)

PAPER CORPORATION OF AMERICA

List of Officers and Directors as of 3/1/89 to 2/21/90

OFFICERS

		<u>HOME ADDRESS</u>
President - & Vice President	Edward N. Patrone 191-30-6093	326 Knoll Road Norristown, PA 19401
Executive Vice-President	James J. Swearingen 436-48-5606	508 Rose Lane Haverford, PA 19041
Vice-President - Finance & Administration	John J. McKiernan 197-32-7787	2800 Landon Road Wilmington, DE 19810
Vice-President - Marketing, Printing Papers	Richard G. Burton 035-24-6887	648 Bair Road Berwyn, PA 19312
Vice-President - Physical Distribution	Niel Christensen 399-36-4095	449 Inverary Villanova, PA 19085
Vice-President - Marketing, Industrial Products	John H. Oakley 421-46-8072	825 Duportakl Road Wayne, PA 19087
Secretary & General Counsel	J. Kenneth Croney 162-32-9615	6019 Cricket Road Flourtown, PA 19031
Assistant Secretary	David O. Meachen 287-38-7366	5 Westgate Circle Halvern, PA 19355
Treasurer	O. Gordon Brewer 241-66-9441	3645 Holt Lane Huntington Vly, PA 19006
Assistant Treasurer	Robert K. McLain 359-12-2169	1016 Sanderling Circle Audobon, PA 19403
Vice President - Retail Stores	Robert W. Hill, Jr. 329-38-6445	1017 Tilghman Court Wayne, PA 19087
Vice President - Planning & Operations	B. Patrick O'Rourke 392-38-2360	121 Hopewood Road Collegetville, PA 19426
Vice President - Human Resources	William P. Kirby 166-34-6444	275 W. Third Avenue Collegetville, PA 19426

DIRECTORS

Richard C. Gozon	211-30-2565	533 Waterloo Road Devon, PA 19333
Ray B. Mundt	389-30-7899	300 Thornbrook Avenue Rosemont, PA 19010
Edward N. Patrone	191-30-6093	326 Knoll Road Norristown, PA 19401

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23821 Annual Report for the year 1989

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribute paper and paper products.

FOURTH: If foreign corporation, address of its principal office 1325 Morris Road, Wayne, PA 19087

FIFTH: Business address in Rhode Island c/o CT Corporation System, 111 Westminster Street, Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	See Schedule Attached
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common		\$.01
200,000	Preferred	A	\$.01
1,600,000	Preferred	B	\$.01
500,000	Junior Preferred		\$.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common		\$.01
122,884	Preferred	A	\$.01
163,983	Preferred	B	\$.01

SECY OF STA
MAR 02 1989
PAID

Dated February 21 19 89

Paper Corporation of America
(Name of Corporation)

By [Signature]

Title Assistant Treasurer

(Report must be signed by an officer)

PAPER CORPORATION OF AMERICA

List of Officers and Directors as of 3/1/89 to 2/21/90

<u>Officers</u>		<u>Address</u>
President - & Vice President	Edward N. Patrone 191-30-6093	1325 Morris Drive Wayne, PA 19087
Executive Vice-President	James J. Swearingen 436-48-5606	1325 Morris Drive Wayne, PA 19087
Vice-President - Finance & Administration	John J. McKiernan 197-32-7787	1325 Morris Drive Wayne, PA 19087
Vice-President - Marketing, Printing Papers	Richard G. Burton 035-24-6887	1325 Morris Drive Wayne, PA 19087
Vice-President - Physical Distribution	Niel Christensen 399-36-4095	1325 Morris Drive Wayne, PA 19087
Vice-President - Marketing, Industrial Products	John H. Oakley 421-46-8072	1325 Morris Drive Wayne, PA 19087
Secretary & General Counsel	J. Kenneth Croney 162-32-9615	825 Duportail Road Wayne, PA 19087
Assistant Secretary	David O. Meachen 287-38-7366	825 Duportail Road Wayne, PA 19087
Treasurer	O. Gordon Brewer 241-66-9441	825 Duportail Road Wayne, PA 19087
Assistant Treasurer	Robert K. McLain 359-12-2169	825 Duportail Road Wayne, PA 19087
Vice President - Retail Stores	Robert W. Hill, Jr. 329-38-6445	1325 Morris Drive Wayne, PA 19087
Vice President - Planning & Operations	B. Patrick O'Rourke 392-38-2360	1325 Morris Drive Wayne, PA 19087
Vice President - Human Resources	William P. Kirby 166-34-6444	1325 Morris Drive Wayne, PA 19087
<u>Directors</u>		
Richard C. Gozon	211-30-2565	825 Duportail Road Wayne, PA 19087
Ray B. Mundt	389-30-7899	825 Duportail Road Wayne, PA 19087
Edward N. Patrone	191-30-6093	1325 Morris Drive Wayne, PA 19087

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

DW

Corporate ID..... 23821.....

Annual Report for the year..... 1988.....

FIRST: The name of the corporation is..... Paper Corporation of America.....

SECOND: It is incorporated under the laws of..... Delaware.....

THIRD: Character of business, briefly stated, is..... Manufacture and distribute paper and paper products.....

FOURTH: If foreign corporation, address of its principal office..... 1325 Morris Road, Wayne, Pennsylvania 19087.....

FIFTH: Business address in Rhode Island..... C/O CT Corporation System, 111 Westminister St., Providence, Rhode Island 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	See Schedule Attached.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common		\$.01
200,000	Preferred	A	\$.01
1,600,000	Preferred	B	\$.01
500,000	Junior Preferred	-	\$.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common		\$.01
122,884	Preferred	A	\$.01
1,032,053	Preferred	B	\$.01

PAID
MAR 15 1988

SECRETARY OF STATE

Dated..... February 24..... 19 88.....

Paper Corporation of America
(Name of Corporation)

By..... R. K. McLean.....

PAPER CORPORATION OF AMERICA

List of Officers and Directors as of 3/1/88 to 2/21/89

OFFICERS

		<u>HOME ADDRESS</u>
President - & Vice President	Edward N. Patrone 191-30-6093	326 Knoll Road Norristown, PA 19401
Executive Vice-President	James J. Swearingen 436-48-5606	508 Rose Lane Haverford, PA 19041
Vice-President - Finance & Administration	John J. McKiernan 197-32-7787	2800 Landon Road Wilmington, DE 19810
Vice-President - Marketing, Printing Papers	Richard G. Burton 035-24-6887	648 Bair Road Berwyn, PA 19312
Vice-President - Physical Distribution	Niel Christensen 399-36-4095	449 Inverary Villanova, PA 19085
Vice-President - Marketing, Industrial Products	John H. Oakley 421-46-8072	P.O. Box 35 Newtown Square, PA 19073
Secretary & General Counsel	J. Kenneth Croney 162-32-9615	6019 Cricket Road Flourtown, PA 19031
Assistant Secretary	David O. Meachen 287-38-7366	5 Westgate Circle Malvern, PA 19355
Treasurer	O. Gordon Brewer 241-66-9441	3645 Holt Lane Huntington Vly, PA 19006
Assistant Treasurer	Robert K. McLain 359-12-2169	1016 Sanderling Circle Audobon, PA 19403
Vice President - Retail Stores	Robert W. Hill, Jr. 329-38-6445	1017 Tilghman Court Wayne, PA 19087
Vice President - Planning & Operations	B. Patrick O'Rourke 392-38-2360	121 Hopewood Road Collegetown, PA 19426
Vice President - Human Resources	William P. Kirby 166-34-6444	275 W. Third Avenue Collegetown, PA 19426

DIRECTORS

Richard C. Gozon	211-30-2565	533 Waterloo Road Devon, PA 19333
Ray B. Mundt	389-30-7899	300 Thornbrook Avenue Rosemont, PA 19010
Edward N. Patrone	191-30-6093	326 Knoll Road Norristown, PA 19401

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Annual Report for the year 1987

Corporate ID..... 23821.....

FIRST: The name of the corporation is..... ~~Paper Corporation of America~~.....

SECOND: It is incorporated under the laws of..... DELAWARE.....

THIRD: Character of business, briefly stated, is..... MANUFACTURE AND DISTRIBUTE PAPER AND PAPER PRODUCTS.....

FOURTH: If foreign corporation, address of its principal office..... 1325 MORRIS ROAD, WAYNE, PENNSYLVANIA 19087.....

FIFTH: Business address in Rhode Island..... C/O CT CORPORATION SYSTEM, 111 WESTMINSTER ST., PROVIDENCE, RHODE ISLAND 02903.....

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	SEE SCHEDULE ATTACHED
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	Common		\$.01
200,000	Preferred	A	\$.01
1,600,000	Preferred	B	\$.01
500,000	Junior Preferred		\$.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common		\$.01
122,884	Preferred	A	\$.01
1,104,978	Preferred	B	\$.01

Dated..... 2/4..... 1987.....

Paper Corporation of America
(Name of Corporation)

By..... *[Signature]*.....



Paper Corporation of America
(Formerly Saxon Industries, Inc.)
P.O. Box 834
Valley Forge, PA 19482

OFFICERS (As of April 1, 1985)

President Richard C. Gozon

Address

1325 Morris Road
Wayne, PA 19087

Vice President James J. Swearingen

1325 Morris Road
Wayne, PA 19087

Vice President John J. McKiernan

1325 Morris Road
Wayne, PA 19087

Treasurer O. Gordon Brewer, Jr.

825 Duportail Road
Wayne, PA 19087

Asst. Treasurer Robert K. McLain

P.O. Box 834
Valley Forge, PA 19482

Secretary J. Kenneth Croney

P.O. Box 834
Valley Forge, PA 19482

Asst. Secretary David O. Meachen

P.O. Box 834
Valley Forge, PA 19482

DIRECTORS (As of April 1, 1985)

Richard C. Gozon

1325 Morris Road
Wayne, PA 19087

Ray B. Mundt

P.O. Box 834
Valley Forge, PA 19482

Edward N. Patrone

P.O. Box 834
Valley Forge, PA 19482

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....23821..... Annual Report for the year.....1986.....

FIRST: The name of the corporation is.....Paper Corporation of America.....

SECOND: It is incorporated under the laws of.....DELAWARE.....

THIRD: Character of business, briefly stated, is.....MANUFACTURE AND DISTRIBUTE PAPER AND PAPER PRODUCTS.....

FOURTH: If foreign corporation, address of its principal office.....1325 MORRIS ROAD, WAYNE, PENNSYLVANIA 19087.....

FIFTH: Business address in Rhode Island.....C/O CT CORPORATION SYSTEM, 111 WESTMINISTER ST., PROVIDENCE, RHODE ISLAND 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	SEE SCHEDULE ATTACHED
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000	COMMON		\$.01
200,000	PREFERRED	A	\$.01
1,600,000	PREFERRED	B	\$.01

PAID

MAR 26 1986

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	COMMON		\$.01
110,000	PREFERRED	A	\$.01
1,600,000	PREFERRED	B	\$.01

SECY OF STATE

Dated.....2/26..... 1986.....

JUN 04 ENT'D
MR

(Report must be signed by an officer)

(Name of Corporation)

By.....*R. K. M. Law*.....

Title.....*Asst. Treas.*.....

PAPER CORPORATION OF AMERICA
(FORMERLY SAXON INDUSTRIES, INC.)
P. O. BOX 834
VALLEY FORGE, PA 19482

OFFICERS

President	Richard C. Gozon	1325 Morris Road Wayne, PA 19087
Vice President	James J. Swearingen	1325 Morris Road Wayne, PA 19087
Vice President	John J. McKiernan	1325 Morris Road Wayne, PA 19087
Treasurer	O. Gordon Brewer, Jr.	825 Duportail Road Wayne, PA 19087
Asst. Treasurer	Robert K. McLain	825 Duportail Road Wayne, PA 19087
Secretary	J. Kenneth Croney	825 Duportail Road Wayne, PA 19087

DIRECTORS

Richard C. Gozon	1325 Morris Road Wayne, PA 19087
Ray B. Mundt	825 Duportail Road Wayne, PA 19087
Edward N. Patrone	825 Duportail Road Wayne, PA 19087

Filing Fee \$15.00

January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23821 Annual Report for the year 1985

FIRST: The name of the corporation is Paper Corporation of America

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is MANUFACTURE AND DISTRIBUTE PAPER AND PAPER PRODUCTS.

FOURTH: If foreign corporation, address of its principal office 1325 MARKS ROAD, WAYNE, PA 19087

FIFTH: Business address in Rhode Island C/O CT CORPORATION 111 WESTMINSTER ST. PROVIDENCE R.I. 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	<u>SCHEDULE ATTACHED</u>
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>15,000,000</u>	<u>COMMON</u>		<u>\$0.25</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>7537165</u>	<u>COMMON</u>	<u>VF</u>	<u>1,959,277</u>

Dated 11/4 19 85

NOV 18 1985

11/13/85 PAID 0192A001

PAPER CORPORATION OF AMERICA
(Name of Corporation)

By: R. K. M. Law
Title: Asst. Treasurer

(Report must be signed by an officer)

Paper Corporation of America
(Formerly Saxon Industries, Inc.)
P. O. Box 834
Valley Forge, PA 19482

OFFICERS (As of April 1, 1985)

		Address
President	Richard C. Gozon	1325 Morris Road Wayne, PA 19087
Vice President	James J. Swearingen	1325 Morris Road Wayne, PA 19087
Vice President	John J. McKiernan	1325 Morris Road Wayne, PA 19087
Treasurer	O. Gordon Brewer, Jr.	825 Duportail Road Wayne, PA 19087
Asst. Treasurer	Robert K. McLain	P. O. Box 834 Valley Forge, PA 19482
Secretary	J. Kenneth Croney	P. O. Box 834 Valley Forge, PA 19482

DIRECTORS (As of April 1, 1985)

Richard C. Gozon	1325 Morris Road Wayne, PA 19087
Ray B. Mundt	P. O. Box 834 Valley Forge, PA 19482
Edward N. Patrone	P. O. Box 834 Valley Forge, PA 19482

INC. 4/5/81

RN

23821

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is ~~Saxon Industries, Inc.~~

PAPER CORPORATION OF AMERICA

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and

Distribute Paper and Paper Products

FOURTH: If foreign corporation, address of its principal office

100 Fifth Avenue, New York, NY 10011

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) c/o CT Corporation, 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
List Attached	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
3,000,000	Preferred		1.00
15,000,000	Common		0.25

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,838,947	Common		1.959737

Dated: MARCH 29 19 85

Saxon Industries, Inc.

(Name of Corporation)

By: *William J. DeLuca*

Title: PRESIDENT

RECEIVED APR 1985

AH

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information, 277-3040

Officers of Saxon Industries, Inc.

William J. Scharffenberger
President and Chief
Executive Officer

205 Third Avenue
New York, NY 10003

Kenneth E. Templin
Senior Vice President

34 Harvey Drive
Berndardsville, NJ 07924

Carole E. Donlin
Vice President Corporate
Communications and Assistant
Secretary (acting)

227 East 57th Street
New York, NY 10022

Frank A. Ginolfi
Controller

2 Ann Street
Clifton, NJ 07015

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is Saxon Industries, Inc.
SECOND: It is incorporated under the laws of Delaware
THIRD: Character of business, briefly stated, is Manufacture and distribute paper and paper products, etc.
FOURTH: If foreign corporation, address of its principal office 1230 Ave. of the Americas, New York, N. Y. 10020
FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) c/o CT Corporation, 111 Westminster St., Providence, R. I. 02903
SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
LIST ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
3,000,000	Preferred	--	\$1.00
15,000,000	Common	--	0.25

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,838,948	Common	--	\$1,959,737

Dated: 19

APR 1 1983

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Name of Corporation
By:
Title: Vice President

2/25/83

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040



SAXON INDUSTRIES, INC.

LIST OF OFFICERS AND DIRECTORS

Officers

William J. Scharffenberger President	1230 Ave. of the Americas New York, N.Y. 10020
Kenneth Templin Vice President	" " "
Jay J. Jacobson Secretary	" " "

Directors

William J. Scharffenberger President	" " "
Walter Feldesman	445 Park Ave. New York, N. Y. 10020

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1982

Corp

FIRST: The name of the corporation is Saxon Industries, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and distribute paper and paper products, etc.

FOURTH: If foreign corporation, address of its principal office 1230 Avenue of the Americas, New York, New York 10020

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) c/o CT Corporation, 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
List Attached	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
3,000,000	Preferred	--	\$1.00
15,000,000	Common	--	\$0.25

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,807,447	Common	--	1,951,862

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Dated: 3/12 1982

SAXON INDUSTRIES, INC.

(Name of Corporation)

By *B. Tol*

Title Vice President

MAR 12 1982

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

SAXON INDUSTRIES, INC.

LIST OF OFFICERS

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
EUGENE ADAMS Vice President, Purchasing, Warehousing & Transportation	c/o Saxon Industries, Inc. 1230 Avenue of the Americas New York, New York 10020
LOUIS L. BROUDY Vice President, Law and Assistant Secretary	"
JEROME BLUMSTEIN Vice President, Marketing Eastern Paper Distribution Group	"
BERNARD HERMAN Vice President, Management Information Systems	"
ALFRED HOROWITZ Vice President, Finance	"
JAY J. JACOBSON Vice President, Law and Secretary	"
JOHN LUONGO Senior Vice President and Chief Financial Officer	"
STANLEY LURIE President and Chief Executive Officer	"
WILLIAM A. MC GOWAN Controller	"
CHARLES V. MORRIS Vice President Corporate Relations	"
HYMAN R. SPINNER Vice President, Real Estate	"
KENNETH E. TEMPLIN Group Vice President	"

NAME AND TITLE

ADDRESS

BRUCE D. TOBIN
Executive Vice President

c/o Saxon Industries, inc.
1230 Avenue of the Americas
New York, New York 10020

ELMER WILCOX
Group Vice President -
Paper Distribution

"

J. HERBERT WISE
Vice President, Human Resources

"

LEE WOLTERDING
President, Blake, Moffitt & Towne

"

* * * * *

SAXON INDUSTRIES, INC.

LIST OF DIRECTORS

<u>Name</u>	<u>Address</u>
GEORGE ETTELSON	c/o Saxon Industries, Inc. 1230 Avenue of the Americas New York, New York
WALTER FELDESMAN	"
HAL A. KROEGER, JR.	"
EMILE LIBRESCO	"
STANLEY LURIE	"
MALCOLM MAC NAUGHTON, JR.	"
ARTHUR I. MEYER	"
FRANK A. ROSE	"
HYMAN R. SPINNER	"
REYNOLDS C. SPRINGBORN	"
ELVIS J. STAHR, JR.	"
BRUCE D. TOBIN	"

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
ANNUAL REPORT
OF

SAXON INDUSTRIES, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Saxon Industries, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminister Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is CT Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 100 West 10th Street, Wilmington, Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is General Paper Business

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
SEE	Director	
RIDER	Director	
	Director	
	Director	
	Director	
Stanley Lurie	President	1230 Avenue of the Americas New York, New York 10020
Philip K. Koss	Vice President	"
Jay J. Jacobson	Secretary	"
Robert C. Kenney	Treasurer	"

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	1 Series	Par Value per Share or Statement that Shares are without Par Value
15,000,000	Common	81	\$0.25
3,000,000	Preferred	.....09.....15000	\$1.00

.....09.....15000
5052A14.....15000
15000

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
6,947,842	Common	-	\$0.25

Dated July 14, 19 81 SAXON INDUSTRIES, INC.
(NAME OF CORPORATION)

By [Signature]
Its Secretary

DIRECTORS

<u>Name</u>	<u>Address</u>
Robert S. Browne	1230 Avenue of the Americas New York, New York 10020
Walter Feldesman	1230 Avenue of the Americas New York, New York 10020
Frederick R. Hinckley	1230 Avenue of the Americas New York, New York 10020
Jerome Kohlberg, Jr.	1230 Avenue of the Americas New York, New York 10020
Philip K. Koss	1230 Avenue of the Americas New York, New York 10020
Emile Libresco	1230 Avenue of the Americas New York, New York 10020
Stanley Lurie	1230 Avenue of the Americas New York, New York 10020
Arthur I. Meyer	1230 Avenue of the Americas New York, New York 10020
Frank A. Rose	1230 Avenue of the Americas New York, New York 10020
Hyman R. Spinner	1230 Avenue of the Americas New York, New York 10020
Reynolds C. Springborn	1230 Avenue of the Americas New York, New York 10020
Elvis J. Stahr, Jr.	1230 Avenue of the Americas New York, New York 10020