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GEORGIA PACIFIC CORP  
Form 11-K  
June 29, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d)  
of the Securities Exchange Act of 1934

For the year ended December 31, 2000

Commission file number 1-3506

A. Full title of the plan and the address of the plan,  
if different from that of the issuer named below:

FORT JAMES 401 (k) PLAN

B. Name of issuer of the securities held pursuant to the  
plan and the address of its principal executive office:

GEORGIA-PACIFIC CORPORATION  
133 Peachtree Street, N.E., Atlanta, Georgia 30303

FORT JAMES 401 (K) PLAN  
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Signatures

Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrator of the  
Fort James 401(k) Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Fort James 401(k) Plan (the "Plan") at December 31, 2000 and 1999, and the changes in net assets available for benefits for the year ended December 31, 2000 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2000 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PRICEWATERHOUSECOOPERS LLP

April 20, 2001

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FORT JAMES 401(k) PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2000 and 1999

December 31,

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	2000	1999
<b>Assets:</b>		
Cash equivalents	\$ -	\$ 1,773
Investments, (See Note 2(d))	1,482,210,874	1,442,546,586
Loans receivable from participants	31,089,856	32,394,029
Total investments	1,513,300,730	1,474,940,615
<b>Receivables:</b>		
Accounts receivable from brokers	3,915,742	6,558,069
Accrued income	4,533,912	4,391,602
Total receivables	8,449,654	10,949,671
Total assets	1,521,750,384	1,485,892,059
<b>Liabilities:</b>		
Accrued expenses	464,819	408,741
Due to broker for securities purchased	24,355,485	2,732,520
Total liabilities	24,820,304	3,141,261
Net assets available for benefits	\$ 1,496,930,080	\$ 1,482,750,798

The accompanying notes are an integral part of these financial statements.

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FORT JAMES 401(k) PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2000

	For the December
<b>Additions to net assets attributed to:</b>	
<b>Investment income:</b>	
Cash dividends	\$
Net appreciation in fair value of investments (See Note 2(d))	
Interest and Dividend Income From Investments	
Total investment income	
<b>Contributions:</b>	
Participants'	
Employer's	
Rollover contributions	
Total contributions	
Total additions	

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Deductions from net assets attributed to:

Distributions to participants  
Administrative costs

Total deductions

Net increase in net assets available for benefits

Net assets available for benefits:

Beginning of year

End of year

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-----  
-----  
1  
-----  
\$ 1  
=====

The accompanying notes are an integral part of these financial statements.

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FORT JAMES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2000 AND 1999

1. Description of the Plan

-----  
Effective January 1, 1999, Fort James Corporation ("Fort James") merged the James River Corporation StockPlus Investment Plan (the "StockPlus Plan") with the Fort Howard Corporation Profit Sharing Retirement Plan and the Harmon Associates Corporation Profit Sharing Plan, and renamed the StockPlus Plan the Fort James 401(k) Plan (the "Plan"). As part of the plan merger, 6,100 participants with net assets available for benefits of approximately \$837.6 million were added to the Plan. On November 27, 2000, Fort James was acquired by Georgia-Pacific Corporation ("Georgia-Pacific" or the "Company"), and Georgia-Pacific assumed sponsorship of the Plan.

The following description of the Plan as amended and restated effective January 1, 1999, provides only general information on the Plan in effect as of December 31, 2000. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

-----

As part of the acquisition of Fort James, Georgia-Pacific exchanged \$29.60 in cash and 0.2644 shares of Georgia-Pacific Group common stock, par value \$0.80 per share ("G-P Group Stock") for each outstanding share of Fort James common stock, par value \$0.10 per share ("FJ Stock"). Pursuant to participant elections, the Plan trustee tendered 100% of the shares of FJ Stock held in the FJ Stock Fund to Georgia-Pacific as part of the acquisition. As a result of the tender, the Plan trustee received cash and shares of G-P Group Stock on November 29, 2000. As all shares of FJ Stock had either been exchanged or canceled as part of the acquisition, Georgia-Pacific replaced the Plan's FJ Stock Fund with the Georgia-Pacific Group Stock Fund to invest solely in G-P Group Stock. In accordance with the terms of the Plan, the trustee began reinvesting 100% of the cash consideration in shares of G-P Group Stock.

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The Plan is intended to be a qualified profit sharing plan with a cash or deferred arrangement pursuant to Sections 401(a) and 401(k) of the Internal Revenue Code (the "Code"). Eligible employees of Fort James and its domestic subsidiaries are eligible to participate in the Plan upon commencement of employment. Eligible employees who elect to participate are referred to as "Participants." The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

### (b) Contributions

-----  
Participants may contribute up to 15% (limits may vary by collective bargaining agreements) of their Compensation, as defined in the Plan, on a pre-tax basis. Participants may transfer into the Plan certain assets previously held under any other tax-qualified plan.

Matching contributions made by the Company vary by employee group, but generally are equal to 60% of employee contributions up to 10% of the Participant's Compensation for salaried employees and 6% of Compensation for certain bargaining unit employees. The Company does not match Participant contributions in excess of these percentages. The Plan also allows for discretionary employer contributions. There were no discretionary employer contributions made during the Plan year ended December 31, 2000. Matching contributions are invested in the same investment funds and in the same proportions as a Participant's investment direction applicable to Participant contributions. Prior to November 27, 2000, matching contributions and discretionary

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employer contributions were made to the FJ Stock Fund. Participants may transfer these contributions to other investment funds at any time.

Participant and Company matching contributions are subject to certain statutory limitations.

### (c) Participant Accounts

-----  
Each Participant account is credited with the Participant's contributions and allocations of the Company's matching contribution, any discretionary employer contributions, and Plan earnings. Allocations of Company contributions and investment earnings are based on Participant contributions or account balances, as provided by the Plan. Participant accounts are charged with an allocation of administrative expenses including a quarterly fee and certain transaction fees, as applicable.

### (d) Vesting

-----  
Participants are 100% vested in all contributions to their account plus actual earnings thereon.

### (e) Investment Options

-----  
The investment funds listed below have been established for the investment of Plan assets. An investment fund consists of a variety of investments selected by a professional manager to meet specific objectives of return and risk. Participants are allowed to direct all contributions made to their accounts to any of the core investment funds and combination funds described below.

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The Plan provides for investments in the following core funds:

Investment Fund	Objective	Primary
Money Market Fund	Preserve capital	Cash i than o bills, accept
Fixed Income Fund	Maximize income returns while attempting to preserve capital	Bonds that t intere
U.S. Equity Fund	Maximize returns through both income and capital appreciation	Common compan
Non U.S. Equity Fund	Maximize returns through capital appreciation	Common in cou
Georgia-Pacific Group Stock Fund (on or after November 27, 2000)	Growth through capital appreciation without regard to diversification	Common
Fort James Stock Fund (prior to November 27, 2000)	Growth through capital appreciation without regard to diversification	Common

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Participants may also elect to invest in any of the following combination funds which are premixed portfolios made up of selected proportions of the Fixed Income Fund, the U.S. Equity Fund, and the Non-U.S. Equity Fund.

Investment Fund	Objective
Conservative Fund	Generation of current income from investment in fixed income securities and capital growth through investment in equity securities of companies worldwide
Moderate Fund	Capital growth through investment in equity securities worldwide and the generation of current income from investment in fixed income securities
Aggressive Fund	Capital growth through investment in equity securities worldwide

(f) Participant Loans

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A Participant is permitted to borrow up to the lesser of one-half of the Participant's account balance or \$50,000. The minimum loan is \$1,000. The maximum loan repayment term is five years, except for loans to purchase a primary residence which have a maximum repayment term of ten years. Loans bear interest at a minimum of the prime rate in effect on the first day of the month in which the loan application is received plus 1%. All principal and interest payments are credited to the investment funds from which the loan was made.

### (g) Distributions

-----  
If a Participant retires, dies, terminates employment, or becomes permanently disabled, distributions of the Participant's account will be made either in a lump sum payment or in monthly, quarterly, or annual installments over a period not to exceed the Participant's, or the Participant's beneficiary's, life expectancy. The timing and form of distributions are subject to certain minimum balance and age restrictions as provided by the Plan.

Distributions from the Georgia-Pacific Group Stock Fund are payable either in whole shares of G-P Group Stock, with the value of fractional shares paid in cash, or entirely in cash. Distributions from the remaining investment funds are payable in cash.

### (h) Withdrawals

-----  
The Plan provides for both hardship and non-hardship withdrawals. With limited exceptions, after-tax and rollover contributions may be withdrawn at any time. Before-tax contributions may only be withdrawn without penalty at age 59 1/2 or in the event of retirement, death, disability, termination or financial hardship. Financial hardship includes certain medical expenses, purchase of a primary residence, tuition and related education fees, or to prevent eviction from, or foreclosure on the mortgage on, the primary residence.

Withdrawals and distributions are recorded when paid.

### (i) Administrative Expenses

-----  
Investment manager fees and broker commissions are paid out of Plan assets and recorded as a reduction of the net income allocation. Administrative expenses, including administrative service, trust, legal and accounting fees and other miscellaneous expenses are paid by the Plan.

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### (j) Trustee and Recordkeeper

-----  
The assets of the Plan were held under an Agreement of Trust with Northern Trust Company, Chicago, Illinois. Northern Trust Retirement Consulting, L.L.C., Atlanta, Georgia, serves as recordkeeper for the Plan.

### (k) Voting, Tender and Exercise of Other Rights

-----  
Each Participant is entitled to exercise voting, tender, and similar rights attributable to the shares of G-P Group Stock allocated to the Participant's account and is notified by the trustee prior to the time that such rights are to be exercised. If timely instructions are not received from a Participant, the trustee is entitled to vote, tender

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or exercise similar rights with respect to shares of G-P Group Stock in the Participant's account as the trustee deems appropriate.

### (1) Non-Discrimination Requirements

-----  
The Plan is required to meet the non-discrimination requirements for highly compensated employees as set forth in Section 401(k) of the Code. For years in which the Plan does not meet these requirements, a refund of Participant contributions made by highly compensated employees and the related Company matching contributions must be made within two and one-half months after the close of the Plan year. Refunds made to highly compensated employees are reflected as a reduction of contributions on the statement of changes in net assets available for benefits.

## 2. Summary of Significant Accounting Policies

### (a) Basis of Accounting

-----  
The financial statements of the Plan are prepared under the accrual method of accounting, in accordance with generally accepted accounting principles.

### (b) Use of Estimates

-----  
Financial statements prepared in conformity with generally accepted accounting principles require management to make estimates and assumptions that significantly affect amounts reported therein. Actual results could differ from those estimates.

### (c) Cash Equivalents

-----  
Cash equivalents are stated at cost, which approximates market value.

### (d) Investment Valuation

-----  
Investments are stated at fair value as determined by quoted market prices except for employee loans which are stated at cost which approximates fair value.

The market value of investments traded on national securities exchanges is based on the last reported sale price or, if no sale, the latest available bid price on the last business day of the Plan year end. Securities traded in the over-the-counter market are valued at the latest available and appropriate bid price on that date. Government securities are valued based upon bid prices. The market value of convertible securities is based on institutional trading lots and is more often closer to the bid than the ask price.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date.

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### (e) Investments

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The following presents investments that represent 5 percent or more of the Plan's net assets:



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	December 31,	
	2000	1999
<b>Assets:</b>		
Georgia-Pacific Group Stock Fund 12,423,884 shares	\$ 386,693,390	\$
Georgia-Pacific Group Stock Fund Cash 170,681,827 shares	170,681,827	
Money Market Fund, 113,068,571 and 86,719,925 units, respectively	113,068,571	86,7
MFO SS Russell Top 200 Index Fund	76,647,396	105,6
MFO SS Daily Bond Market Fund	125,197,046	
Fort James Stock Fund, 13,103,112 shares	-	358,6
<b>Total</b>	<b>872,288,230</b>	<b>551,1</b>

During 2000, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$153,445,918 as follows:

Government Securities	\$ (1,415,197)
Mortgage Backed Securities	(2,553,148)
Corporate Bonds	5,301,495
Common Stock	154,081,494
Other	(1,968,726)
	-----
Net appreciated value	\$153,445,918
	=====

(f) Realized Gains (Losses) on Common Stock

-----  
When a Participant borrows funds, makes a transfer between funds, or receives a distribution, available cash from the Georgia-Pacific Group Stock Fund is used. For accounting purposes, the Participant's average cost basis of shares which would have been sold by the Plan to provide funds for the borrowing, transfer, or distribution is deducted from the Participant's account, and the value of such shares is reallocated to Participants' accounts. Accordingly, the Participant realizes a gain or loss for the difference between the Participant's average cost basis of shares, which would have been sold, and the fair value of such shares on the distribution date.

(g) Net Appreciation (Depreciation) in Fair Value of Investments

-----  
The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

(h) Contributions and Deposits

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 Both Participant and Company contributions are recorded as soon as practicable after Participant's contributions are withheld from the Participant's Compensation. All contributions are transferred to the trustee as soon as practicable after the Participant's contributions are withheld from Compensation.

(i) Reclassification

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 Certain amounts from the prior year have been reclassified to conform with current year presentation.

3. Plan Termination

-----  
 The Company has the right under the Plan to discontinue its contributions at any time and to amend, modify, or terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, the net assets will be allocated to the participants of the Plan in amounts equal to the individual account balances.

4. Number of Participants

-----  
 There were 18,828 Participants in the Plan as of December 31, 2000 and 21,545 Participants as of December 31, 1999. The number of Participants investing in each of the Plan's funds as of those dates was as follows (Participants may be included in more than one fund, as applicable):

	2000	1999
Money Market Fund	7,267	9,325
Fixed Income Fund	2,163	2,381
U.S. Equity Fund	4,977	5,902
Non U.S. Equity Fund	1,679	1,153
Conservative Fund	564	460
Moderate Fund	5,486	5,857
Aggressive Fund	3,849	3,919
Georgia-Pacific Group Stock Fund	17,473	-
Fort James Stock Fund	-	20,767

5. Units and Unit Values

-----  
 The following funds are accounted for on a unitized, daily-valued fund basis. The number of units and unit values of net assets as of December 31, 2000, were:

	Units	Unit Value
Money Market Fund	113,068,571	1.00
Fixed Income Fund	189,293,901	1.38
U.S. Equity Fund	244,753,345	1.75
Non U.S. Equity Fund	112,074,594	1.10

6. Tax Status

-----  
 The Plan is intended to be a qualified profit sharing plan with a cash or deferred arrangement under Sections 401(a) and 401(k) of the Code, and as such is not subject to federal income taxes. The Company has received a favorable determination letter from the Internal Revenue Service, dated January 11, 2001, with respect to the qualification of the Plan. The Plan administrator and the Plan's tax counsel believe that the Plan is designed

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and operated in accordance with the applicable requirements of the Code.

7. Concentration of Credit Risk

Financial instruments which potentially subject the Plan to concentrations of credit risk consist of cash investments in excess of the Federal Deposit Insurance Corporation insurance limit and investments in the various funds. Credit and market risk associated with these instruments relates to the performance

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of the underlying investments. The Plan has no formal policy requiring collateral to support the financial instruments subject to credit risk.

8. Related Parties

The Plan owns 12,423,884 shares of the Company's stock at December 31, 2000, which represents approximately 6% of outstanding stock of the Company at that date.

9. Subsequent Event

Georgia-Pacific intends to transfer the assets of the Plan to the Georgia-Pacific Corporation Hourly 401(k) Plan and the Georgia-Pacific Salaried 401(k) Plan, effective October 1, 2001. Plan assets equal to the account balances of hourly employees or former hourly employees will be transferred to the Georgia-Pacific Hourly 401(k) Plan and plan assets equal to the account balances of the salaried employees or former employees will be transferred to the Georgia-Pacific Salaried 401(k) Plan.

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares Face Amo
FIXED INCOME FUND	
Short Term Investment Fund	16,455,
Government Securities	
Government Bonds	
US TREAS INFLATION INDEX 3.625 NT DUE 04-15-2028 REG	3,200,
US TREAS INFLATION INDEX 3.875 NT DUE 04-15-2029 REG	1,730,
US TREAS NTS 6.25 DUE 01-31-2002 REG	2,500,
US TREAS NTS 6.25 DUE 08-31-2002 REG	2,000,
US TREAS NTS 6.625 DUE 06-30-2001 REG	1,500,
US TREAS NTS DTD 08/15/2000 5.75 DUE 08-15-2010 REG	5,500,
US TREAS NTS INFLATION INDEX 3.875 DUE 01-15-2009 REG	3,900,
Government Agencies	

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SMALL BUSINESS ADMIN GTD DEV PARTN CTF	5.95 DUE 02-01-2019 REG	1,449,
SMALL BUSINESS ADMIN GTD DEV PARTN CTF	6.15 DUE 08-01-2018/02-01-1999 REG	1,344,
SMALL BUSINESS ADMIN GTD DEV PARTN CTF	DEB SER 1998-20I 6 DUE 09-01-2018 REG	1,351,

Corporate Bonds

BANKAMERICA CAP II SER 2 8.0 BD DUE	12-15-2026/06 BEO	1,000,
BK 1 CORP SR NT 7.625 DUE 08-01-2005 BEO		1,750,
BK TOKYO-MITSUBISHI LTD GLOBAL SR SUB NT8.4 DUE 04-15-2010 BEO		1,200,
CDN NATL RY CO NT 6.8 DUE 07-15-2018 BEO		1,500,
CIGNA CORP NT DTD 07/15/1998 STEP UP DUE1-15-33 BEO 8.3 TIL 1-15-23 8.08 AFTER		1,500,
CITICORP CAP II 8.015 DUE	02-15-2027/01-27-1997 REG	1,400,
DANA CORP NT 7 DUE 03-01-2029 BEO		3,500,
DILLARDS INC DILLARDS INC 6.625 DUE	11-15-2008 BEO	1,400,
EASTMAN CHEM CO 7.25 DUE 01-15-2024 REG PUT		2,500,
EOP OPER LTD PARTNERSHIP NT 8.375 DUE	03-15-2006 BEO	2,250,
GEN MTRS ACCEP CORP GLOBAL NT DTD	11/09/1998 5.75 DUE 11-10-2003 BEO	4,250,
HARTFORD FINL SVCS GROUP INC 6.375 DUE	11-01-2008 BEO	1,250,
HCA-HEALTHCARE CO NT 8.75 DUE 09-01-2010BEO		750,
ITT HARTFORD GROUP INC 8.3 DUE	12-01-2001 REG	600,
JPM CAP TR 7.54 BD DUE 01-15-2027 CALL		1,000,
LOCKHEED MARTIN CORP 7.75 CO GUARNT DUE	05-01-2026	4,000,
MAY DEPT STORES CO 7.45 DUE 10-15-2016 REG		2,000,
MFO ST STR DAILY BD MKT FD CM29		6,939,
NORDSTROM INC 6.95 DUE 03-15-2028 REG		1,500,

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FORT JAMES CORPORATION

401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares Face Amo
RAYCHEM CORP NT 7.2 DUE 10-15-2008 BEO	3,250,
RAYTHEON CO 6.55 DUE 03-15-2010 REG	1,000,
RAYTHEON CO 6.75 DUE 08-15-2007 REG	2,500,
SAFECO CORP 6.875 DUE 07-15-2007 REG	1,500,
ST PAUL COS INC SR NT 8.125 DUE	1,000,
	04-15-2010 BEO
TIME WARNER ENTMT CO L P 8.375 DUE	2,750,
	07-15-2033 REG
UN PAC RR CO CTF SER 1998-C 6.33 DUE	2,104,
	01-02-2020 BEO
XEROX CORP MEDIUM TERM NTS BOOK ENTRY	1,000,
	6.25 DUE 11-15-2026 PUT
 Mortgage Backed Securities	
F.N.M.A. REMIC TR SER 1992-47 CL J 8.00 GTD MTG PASS THRU CTF DUE 02-25-07 REG	2,620,
FHLMC MULTICLASS SER 1457 CL PJ 7.00 GTDMTG PARTN CTF DUE 09-15-2007 REG	4,000,
FHLMC MULTICLASS SER 2112 CL TB 5.75	3,000,
	11-15-2008
FNMA POOL # 323489 6.091 DUE 11-01-2008 REG	3,411,
FNMA POOL #124403 7.5 DUE 01-01-2012 REG	1,713,
FNMA POOL #44046 7.50 GTD MTG PASS THRU CTF DUE 02-01-2014 REG	1,500,
FNMA REMIC TR 1991-72 CL G 8 07-25-2006	1,613,
FNMA REMIC TR SER 31358JTA 8.0 GTD MTG PASS THRU CTF DUE 09-25-2006 REG	3,331,
FNMA REMIC TR SER 31359EY6 6.0 GTD MTG PASS THRU CTF DUE 03-25-2008 REG	5,000,
FNMA REMIC TR SER 94-72 CL H 6.0 GTD MTGPASS THRU CTF DUE 10-25-2022 REG	5,000,
GNMA POOL #326116 SER 2008 6.5 DUE	174,
	08-15-2008 REG

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GNMA POOL #332755	6.5 DUE 02-15-2009	REG	216,
GNMA POOL #334699	SER 2008 6.5 DUE	08-15-2008 REG	276,
GNMA POOL #348800	SER 2008 6.5 DUE	05-15-2008 REG	292,
GNMA POOL #351418	SER 2009 6.5 DUE	01-15-2009 REG	154,
GNMA POOL #351732	SER 2008 6.5 DUE	11-15-2008 REG	322,
GNMA POOL #352148	SER 2008 6.5 DUE	07-15-2008 REG	153,
GNMA POOL #353959	SER 2008 7 DUE	05-15-2008 REG	326,
GNMA POOL #353969	SER 2008 7 DUE	06-15-2008 REG	201,
GNMA POOL #353974	SER 2008 7 DUE	07-15-2008 REG	416,
GNMA POOL #355126	SER 2009 6.5 DUE	04-15-2009 REG	147,
GNMA POOL #357858	SER 2008 6.5 DUE	09-15-2008 REG	145,
GNMA POOL #359031	SER 2008 6.5 DUE	08-15-2008 REG	101,
GNMA POOL #361059	SER 2008 6.5 DUE	11-15-2008 REG	390,
GNMA POOL #362008	SER 2008 7 DUE	09-15-2008 REG	360,
GNMA POOL #363449	SER 2008 6.5 DUE	09-15-2008 REG	281,
GNMA POOL #367379	SER 2009 6.5 DUE	02-15-2009 REG	297,
GNMA POOL #369691	SER 2009 6.5 DUE	02-15-2009 REG	51,
GNMA POOL #369940	SER 2008 6.5 DUE	08-15-2008 REG	186,
GNMA POOL #370928	SER 2008 6.5 DUE	11-15-2008 REG	271,
GNMA POOL #371744	6.5 DUE 04-15-2009	REG	239,

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares of Face Amount		
GNMA POOL #383508	SER 2009 7 DUE	03-15-2009 REG	298,3
GNMA POOL #391570	SER 2009 7 DUE	05-15-2009 REG	541,4
GNMA POOL #780575	8 DUE 07-15-2008	REG	1,729,0
GNMA, POOL # 361467	SERIES 2008 6.5% DUE	07-15-2008	168,8
GNMA, POOL #352120	SERIES 2008	6.5000 % DUE 08-15-2008	184,0
U.S DEPT VET AFFAIRS	GTD REMIC SER	1996-2 CL 1F 6.75 PASS THRU CTF 12-15-21	4,000,0
Asset Backed Securities			
CAL INFRASTRUCTURE & ECON DEV BK SPL	PURP TR SER 97-1 CL A3 6.07 ABS	3-25-03	271,1
CAL INFRSTR 5 ECON DEV BK SPL PURP TR	PG & E SER 97-1 CL A5 6.25	6-25-04/02	2,300,0
COMED TRANSITIONAL FDG TR SER 1998 NT	CLA-2 5.29 DUE 06-25-2003	BEO	359,9
PECO ENERGY TRANSITION TR SER 1999-A	CL A-2 5.63 DUE 03-01-2005	BEO	1,000,0
Total Fixed Income			
U.S EQUITY FUND			
Short Term Investment Fund			
Common Stock			
CAMBREX CORP COM			4
ALPHA INDS INC COM			2
AMERN SUPERCONDUCTOR CORP			3,3
APA OPTICS INC COM			15,2

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EXCEL TECH INC COM	7,8
ORBOTECH LTD SH COM	3,8
VEECO INSTRS INC DEL COM	4,6
AXSYS TECHNOLOGIES INC COM	4,6
APPLIED FILMS CORP COM	8,3
LIGHTPATH TECHNOLOGIES INC CL A	6,2
PEMSTAR INC COM	23,8
COX RADIO INC CL A	9,6
VALUEVISION INTL INC COM	14,2
ADVANCED ENERGY INDS INC COM	6,9
ASM INTL N.V COM STK	7,9
BROOKS AUTOMATION INC COM	3,7
CYMER INC COM	5,6
FEI CO COM	7,9
GSI LUMONICS INC COM STK	11,3
MICROSEMI CORP COM	6,0

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares of Face Amount
PLX TECH INC COM	11,3
SALTON INC COM	5,4
TVIA INC COM STK	10,5
ZORAN CORP COM	5,2
DOLLAR TREE STORES INC COM	6,5
ZALE CORP NEW COM STK	6,1
MONDAVI ROBERT CORP CL A	7,3
ALBERTO-CULVER CO CL B COM	4,6
ANDRX GROUP COM	2,8
ANGIOTECH PHARMACEUTICALS INC COM	5,9
AURORA BIOSCIENCES CORP COM	4,6
CELGENE CORP COM	2,8
ENZO BIOCHEM INC COM	5,1
ENZON INC COM	1,8
INVITROGEN CORP COM	2,7
MEDICIS PHARMACEUTICAL CORP CL A NEW	4,7
SICOR INC COM	22,2
TECHNE CORP COM	5,2
SMITHFIELD FOODS INC COM	5,3
BIOSOURCE INTL INC	14,2
COHERENT INC COM	3,9
CYTYC CORP COM	3,7
ENDOCARE INC COM	10,9
MOLECULAR DEVICES CORP COM	3,0
PACKARD BIOSCIENCE INC COM	13,6
STAAR SURGICAL CO COM NEW PAR \$0.01	18,3
ABERCROMBIE & FITCH CO CL A	1,8
AMERN EAGLE OUTFITTERS INC NEW COM	5,0
KEY ENERGY SVCS INC	18,9

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VINTAGE PETE INC COM	8,5
RENAISSANCE RE HLDGS LTD COM	2,3
STANCORP FINL GROUP INC COM	3,3
CATALINA MARKETING CORP COM	5,0
LAMAR ADVERTISING CO CL A COM	6,0
PLATO LEARNING INC COM STK	12,4
METRIS COS INC COM	8,1
PHARMACEUTICAL PROD DEV INC COM	4
TELETECH HLDGS INC COM	3,9
ADEPT TECH INC COM	7,6
ADR SMARTFORCE PUB LTD CO SPONSORED	5,7
ADRISIN 83170A2069 SEDOL 2254463	5,8
ASPEN TECH INC COM	5,8

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Share Face A
-----	-----
CYBEAR GROUP COM	
GETTY IMAGES INC COM	
INTRANET SOLUTIONS INC COM NEW	
MAPINFO CORP COM	
SECURE COMPUTING CORP COM	
AEROFLEX INC COM	
ANAREN MICROWAVE INC COM	
APW LTD COM	
II-VI INC COM	
STANFORD MICRODEVICES INC COM ISIN US8543991025	
STRATOS LIGHTWAVE INC COM	
ACTERNA CORP COM	
AT & T LATIN AMER CORP COM	
DIGITAL LIGHTWAVE INC COM	
PROXIM INC	
SPECTRALINK COM	
MFB NIGI COLTV DAILY S&P 500 EQTY INDEX FD - LENDING	
TYCO INTL LTD NEW COM	
HONEYWELL INTL INC COM STK	
APPLIED MATERIALS INC COM	
AT&T CORP COM LIBERTY MEDIA GROUP SER A	
CLEAR CHANNEL COMMUNICATIONS INC COM	
COX COMMUNICATIONS INC NEW CL A	
ALTERA CORP COM	
APPLIED MICRO CIRCUITS CORP CDT-COM	
INTEL CORP CAP	
MICRON TECH INC COM	
PMC SIERRA INC COM	
#REORG TIME WARNER STK MERGER TO AOL TIME WARNER INC 2157776 @1.5 1/11/01	
VIACOM COM CL B	
CORNING INC COM	
COLGATE-PALMOLIVE CO COM	
HOME DEPOT INC COM	
WALGREEN CO COM	

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HUMAN GENOME SCIENCES INC  
 MERCK & CO INC COM  
 PFIZER INC COM  
 PHARMACIA CORP COM  
 SCHERING-PLOUGH CORP COM  
 MEDTRONIC INC COM  
 KOHLS CORP COM

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Share Face A
ADR BP P L C FORMERLY BP AMOCO P L C TO 05/ SPONSORED ADR BP PLC	
#REORG CHASE MANHATTAN CORP NEW N/C TO JP MORGAN CHASE & CO 2427148 @1 1/2/01	1
MBNA CORP COM	13
CITIGROUP INC COM	8
FHLMC VTG COM	1
FNMA COM STK	
HSEHD INTL INC COM	1
MORGAN STANLEY DEAN WITTER & CO COM NEW ISIN #6174464486	1
AMER INTL GROUP INC COM	
MERRILL LYNCH & CO INC COM	
#REORG AMERICA ONLINE STK MERGER TO AOL TIME WARNER 2157776 @1 EFF 1/11/01	
AMDOCS LTD COM	
BEA SYS INC COM	
CISCO SYS INC COM	9
EMC CORP COM COM	4
I2 TECHNOLOGIES INC COM	
MICROSOFT CORP COM	
ORACLE CORP COM	3
SUN MICROSYSTEMS INC COM STK \$.00067 PAR	3
VERITAS SOFTWARE CORP COM	
GEN ELEC CO COM	1
SOLECTRON CORP COM	
#REORG SDL INC STK MERGER TO JDS UNIPHASE CORP 2427106 @3.8 EFF 2/14/01	
ADR NOKIA CORP SPONSORED FINLAND	8
ADR VODAFONE GROUP PLC NEW SPONSORED ADR	3
AT&T WIRELESS GROUP COM	4
JUNIPER NETWORKS INC COM	
NORTEL NETWORKS CORP NEW COM	5
TYCOM LTD COM	
UTD TECHNOLOGIES CORP COM	
ALPHA INDS INC COM	
CREE INC FORMERLY CREE RESH INC EFF 01/03/2000 COM COM	
THERMO ELECTRON CORP COM	1
HARLEY DAVIDSON INC COM	
CHARTER COMMUNICATIONS INC DEL CL A	1
CLEAR CHANNEL COMMUNICATIONS INC COM	
APPLIED MICRO CIRCUITS CORP CDT-COM	
EMERSON ELEC CO COM	
QLOGIC CORP COM	



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TRANSWITCH CORP COM  
 TRIQUINT SEMICONDUCTOR INC COM

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Shares or Face Amount
VITESSE SEMICONDUCTOR CORP COM	5,800
CORNING INC COM	11,270
COLGATE-PALMOLIVE CO COM	9,470
PROCTER & GAMBLE CO COM	5,540
KROGER CO COM	11,620
RADIOSHACK CORP COM	5,920
STARBUCKS CORP COM	7,020
WAL-MART STORES INC COM	15,520
PEPSICO INC COM	9,540
ABBOTT LAB COM	23,990
AMER HOME PROD CORP COM	13,240
AMGEN INC COM	14,860
GENENTECH INC COM STK	5,670
GENZYME CORP COM	2,500
KING PHARMACEUTICALS INC COM	6,190
MERCK & CO INC COM	19,880
PFIZER INC COM	86,420
SYSCO CORP COM	9,310
HCA-HEALTHCARE CO COM	13,350
TENET HEALTHCARE CORP COM	4,870
BAXTER INTL INC COM	9,470
KOHL'S CORP COM	10,650
BJ SVCS CO COM	4,080
AMER EXPRESS CO COM	4,210
AMER INTL GROUP INC COM	6,095
MERRILL LYNCH & CO INC COM	6,510
TMP WORLDWIDE INC COM	5,340
#REORG AMERICA ONLINE STK MERGER TO AOL TIME WARNER 2157776 @1 EFF 1/11/01	49,610
AETHER SYSTEMS INC COM	4,380
ART TECH GROUP INC OC-COM ISIN US04289L107	8,410
AUTO DATA PROCESSING INC COM	9,240
BEA SYS INC COM	12,570
BROCADE COMMUNICATIONS SYS INC COM ISIN #US1116211087	8,480
CELESTICA INC SUB VTG SHS	8,920
CHECK PT SOFTWARE COM	3,800
CISCO SYS INC COM	95,080
COMVERSE TECH INC	5,050
EBAY INC COM	5,160
ELECTR DATA SYS CORP NEW COM	8,320
EMC CORP COM COM	21,040
EXODUS COMMUNICATIONS INC COM STK ISIN# US3020881096	9,310

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Shares or Face Amount
EXTREME NETWORKS INC COM	4,950
HANDSPRING INC COM	4,650
12 TECHNOLOGIES INC COM	10,210
INTERNET SEC SYS INC COM	3,410
MACROMEDIA INC COM	4,720
MERCURY INTERACTIVE CORP	2,090
PALM INC COM STK ISIN# US6966421074	12,300
PEREGRINE SYS INC COM	12,650
REDBACK NETWORKS INC COM ISIN US7572091012	6,710
SIEBEL SYS INC COM	11,300
SUN MICROSYSTEMS INC COM STK \$.00067 PAR	48,800
VERISIGN INC COM	4,169
VERITAS SOFTWARE CORP COM	4,797
VIGNETTE CORP COM	12,100
GEN ELEC CO COM	115,850
ADR NOKIA CORP SPONSORED FINLAND	29,410
CIENA CORP COM	5,430
JDS UNIPHASE CORP COM ISIN US46612J1016	20,800
JUNIPER NETWORKS INC COM	4,870
METROMEDIA FIBER NETWORK INC CL A	18,680
NETWORK APPLIANCE INC COM	3,920
NEXTEL COMMUNICATIONS INC CL A COM STK	12,330
NORTEL NETWORKS CORP NEW COM	21,940
ONI SYS CORP COM	2,680
POLYCOM INC COM	7,900
POWERWAVE TECHNOLOGIES INC COM	3,800
QUALCOMM INC COM	10,220
SONUS NETWORKS INC COM ISIN US8359161077	8,020
AES CORP COM	7,840
#REORG EL PASO ENERGY CORP N/C TO EL PASO CORP 2301049 @1 EFF 2/7/01	3,630
ENRON CORP COM	4,280
GA PAC CORP COM-GEORGIA PAC GROUP	6,200
AIR PROD & CHEM INC COM	21,600
EASTMAN CHEM CO COM	1,900
ENGELHARD CORP COM	14,700
FMC CORP COM (NEW)	800
PRAXAIR INC COM	4,200
WESTVACO CORP COM	2,300
BOEING CO CAP	7,500
GEN DYNAMICS CORP COM	1,800
GOODRICH CORPORATION	3,500

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FORT JAMES CORPORATION

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401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Shares or Face Amount	Co
TYCO INTL LTD NEW COM	16,500	(a)
MINN MNG & MFG CO COM	3,000	(a)
TEXTRON INC COM	2,000	(a)
UTD TECHNOLOGIES CORP COM	14,000	(a)
COOPER IND INC COM	1,800	(a)
QUANTA SVCS INC COM	3,600	(a)
JOHNSON CTL INC COM	5,600	(a)
AT&T CORP COM LIBERTY MEDIA GROUP SER A	20,900	(a)
#REORG KAUFMAN & BROAD HOME CORP COM N/CKB HOME 1-17-01 SEE #2447812	1,400	(a)
D R HORTON INC COM	8,200	(a)
ANALOG DEVICES INC COM	6,900	(a)
ARROW ELECTR INC COM	4,700	(a)
DARDEN RESTAURANTS INC COM	6,000	(a)
WENDY S INTL INC COM	15,400	(a)
DELUXE CORP COM	8,600	(a)
BRUNSWICK CORP COM	10,500	(a)
DISNEY WALT CO COM	2,100	(a)
AMERN STD COS INC DEL COM	3,500	(a)
ITT INDS INC COM	9,600	(a)
KNIGHT-RIDDER INC COM STK	7,300	(a)
MCGRAW HILL COMPANIES INC COM	11,100	(a)
NEW YORK TIMES CO CL A ISIN #US6501111073	4,900	(a)
AUTOZONE INC COM	1,100	(a)
KROGER CO COM	4,700	(a)
PAYLESS SHOESHOURCE INC COM	2,700	(a)
ROSS STORES INC COM	3,500	(a)
JONES APPAREL GROUP INC COM	17,400	(a)
AMERISOURCE DISTR CORP CL A COM	12,200	(a)
BRISTOL MYERS SQUIBB CO COM	20,500	(a)
CARDINAL HLTH INC	9,200	(a)
MERCK & CO INC COM	19,000	(a)
CONAGRA FOODS INC	10,700	(a)
SMITHFIELD FOODS INC COM	6,400	(a)
SUPER VALU INC COM	7,000	(a)
HCA-HEALTHCARE CO COM	11,300	(a)
TENET HEALTHCARE CORP COM	22,700	(a)
DENTSPLY INTL INC NEW COM	1,700	(a)
HILLENBRAND IND INC COM	4,900	(a)
JOHNSON & JOHNSON COM	18,200	(a)
FEDT DEPT STORES INC DEL COM	19,600	(a)

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FORT JAMES CORPORATION  
 401(K) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

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Investment Description	Shares or Face Amount
SEARS ROEBUCK & CO COM	8,700
PHILIP MORRIS COS INC COM	17,900
AMERADA HESS CORP COM	9,900
APACHE CORP COM	8,400
HELMERICH & PAYNE INC COM	6,500
KERR MCGEE CORP COM	8,900
MURPHY OIL CORP COM	3,100
PRIDE INTL INC COM	3,800
SUNOCO INC COM	10,300
TIDEWATER INC COM	4,600
ULTRAMAR-DIAMOND SHAMROCK CORP COM STK	11,200
USX - MARATHON GROUP COM NEW	25,500
VALERO ENERGY CORP COM STK NEW	11,600
VINTAGE PETE INC COM	3,500
#REORG FIRSTAR CORP NEW WIS STK MERGER TO US BANCORP DEL 2952468 EFF 2/27/01	33,600
#REORG NATNL COMMERCE BANCORP N/C TO NATNL COMMERCE FINL CORP 2605634 4/25/01	1,900
BK AMER CORP COM	6,600
CITY NATL CORP COM	2,400
COMERICA INC COM	14,800
FLEETBOSTON FINL CORP COM STK	26,800
GOLDEN ST BANCORP INC COM STK	18,700
GREENPOINT FNCL CORP COM	17,700
PROVIDIAN FINL CORP COM	2,400
WA MUT INC COM	20,600
AMERICREDIT CORP COM	10,600
CITIGROUP INC COM	37,504
FHLMC VTG COM	2,900
FNMA COM STK	16,100
ALLMERICA FINL CORP COM	7,900
AMBAC FNCL GROUP COM STK	9,600
CIGNA CORP COM	5,200
HANCOCK JOHN FINL SVCS INC COM ISIN US41014S1069	8,300
LINCOLN NATL CORP COM	17,300
LOEWS CORP COM	7,600
MBIA INC COM	3,900
MGIC INVT CORP WIS COM	12,700
OLD REP INTL CORP COM	20,300
RADIAN GROUP INC COM	6,500
BEAR STEARNS COS INC COM	1,200

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Sha Face
FRKLN RES INC COM	2
INTERPUBLIC GROUP COMPANIES INC COM	1

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PMI GROUP INC COM	9
METRIS COS INC COM	8
ACXIOM CORP COM	2
FIRST DATA CORP COM	5
HEWLETT-PACKARD CO COM	3
INTL BUSINESS MACH CORP CAP	1
NETWORKS ASSOC INC COM STK	3
SYBASE INC COM	9
TECH DATA CORP COM	8
AMPHENOL CORP NEW CL A	1
AVX CORP COM	3
GEN ELEC CO COM	3
TECHNITROL INC COM	6
VISHAY INTERTECHNOLOGY INC COM	1
DYCOM INDS INC COM	2
ATLAS AIR WORLDWIDE HLDGS INC	3
DELTA AIR LINES INC COM	2
BELLSOUTH CORP COM STK	3
SBC COMMUNICATIONS INC COM	11
VERIZON COMMUNICATIONS COM	36
CONECTIV INC COM STK	11
ENERGY E. CORP COM	11
KEYSPAN CORP COM	19
MDU RES GROUP INC COM	8
PG& E CORP COM	28
ALLEGHENY ENERGY INC COM	7
CINERGY CORP COM	20
EDISON INTL COM	7
FIRSTENERGY CORP COM	15
PPL CORP COM ISIN US69351T1060	2
SEMPRA ENERGY INC COM STK	30
NATL FUEL GAS CO COM	3
NICOR INC COM	6
PEOPLES ENERGY CORP COM	4
QUESTAR CORP COM	11
WILLIAMS CO INC COM	27
ALBEMARLE CORP COM	6

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
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Investment Description	Sha Face
-----	-----
CYTEC IND COM	2
GRACE W R & CO DEL NEW COM STK	11
POTASH CORP SASK INC COM	2
BALL CORP COM	4
COML METALS CO COM	5
GOODRICH CORPORATION	4
PRECISION CASTPARTS CORP COM	3
HUGHES SUP INC COM	5
JACOBS ENGR GROUP INC COM	2

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BELDEN INC COM	5
C&D TECHNOLOGIES INC COM	2
CABLE DESIGN TECHNOLOGIES CORP	3
GEN CABLE CORP DEL NEW COM	18
#REORG ACUTANT CORP CLASS A COM REV SPLTTO ACUTANT CORP CL A 2000577 @.2 1/25/01	3
JLG INDS INC COM	17
NACCO IND INC CL A COM	4
TIMKEN CO COM	14
AIRGAS INC COM	13
BRIGHTPOINT INC COM	7
TORO CO COM	4
STEELCASE INC CL A COM	7
IT GROUP INC COM STK	15
REP SVCS INC COM	7
TETRA TECH INC NEW COM	4
DURA AUTOMOTIVE SYS INC COM	7
AVID TECH INC COM	5
#REORG KAUFMAN & BROAD HOME CORP COM N/CKB HOME 1-17-01 SEE #2447812	6
CENTEX CORP COM	5
D R HORTON INC COM	7
M D C HLDGS INC COM	5
N V R INC COM	1
NCI BLDG SYS INC COM	9
PULTE HOMES INC COM	4
RYLAND GROUP INC COM	4
STD PAC CORP NEW COM	7
TOLL BROS INC COM	5
WEBB DEL CORP COM	5
#REORG SILICON VY GROUP STK MERGER TO ASM LITHOGRAPHY 2000169 EFF 5/21/01	5
ARROW ELECTR INC COM	5
FAIRCHILD SEMICONDUCTOR INTL INC CL A	9
GEN SEMICONDUCTOR INC COM	7

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FORT JAMES CORPORATION  
 401(k) PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2000

Investment Description	Shares Face Am
-----	-----
NU HORIZONS ELECTRS CORP COM	19,6
SALTON INC COM	3,8
CBRL GROUP INC COM STK	11,5
LONE STAR STEAKHOUSE SALOON COM	14,3
RUBY TUESDAY INC COM	12,6
BOWNE & CO INC COM	9,4
DELUXE CORP COM	7,2
HARLAND JOHN H CO COM	10,3
PRIME HOSPITALITY CORP COM	8,9
TIMBERLAND CO CL A	1,9
ANCHOR GAMING COM	2,4
AZTAR CORP COM	15,4
BRUNSWICK CORP COM	9,8
DIRECT FOCUS INC COM ISIN CA2549311082	4,7

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GTECH HLDGS CORP COM	8,4
INTL GAME TECH COM	2,0
OAKLEY INC COM	5,7
TOPPS INC COM	13,2
NORTEK INC COM	6,6
US IND INC NEW COM	13,1
SCHOLASTIC CORP COM	2,2
#REORG MUSICLAND CORP CASH MERGER EFF 1/31/01	11,2
BARNES & NOBLE INC COM	9,1
FINISH LINE INC CL A	11,2
GENESCO INC COM	4,7
PAYLESS SHOESHOURCE INC COM	3,6
PIER 1 IMPORTS INC COM	9,5
RENT A CTR INC NEW COM	6,6
REX STORES CORP COM	5,5
SHARPER IMAGE CORP COM	4,3
NATL SERVICE IND INC COM	5,7
MEDICIS PHARMACEUTICAL CORP CL A NEW	1,2
FLEMING COS INC COM	10,0
SUIZA FOODS CORP COM	1,7
PAXAR CORP COM	7,6
SCANSOURCE INC COM	1,6
#REORG QUORUM HLTH GRP CSH & STK MRGR TOTRIAD HOSPITALS INC 2867947 4/27/01	11,8
1ST HLTH GROUP CORP COM	2,8
BEVERLY ENTERPRISES INC COM STK	27,6
DAVITA INC COM	12,2
HEALTH NET INC COM	4,8

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares Face Am
HEALTHSOUTH CORP COM STK	8,2
HUMANA INC COM	17,6
IMPATH INC COM	1,3
MID ATLC MED SVCS INC COM	4,4
PACIFICARE HLTH SYS INC DEL COM	16,1
TRIGON HEALTHCARE INC CL A COM	2,3
UNVL HEALTH SERVICES INC CL B COM	1,7
COOPER COS INC COM NEW	2,9
DENTSPLY INTL INC NEW COM	2,3
ESC MED SYS LTD COM	9,6
LAB CORP AMER HLDGS COM NEW	9
QUEST DIAGNOSTICS INC COM	9
SCHEIN HENRY INC COM	3,5
STERIS CORP COM	14,0
CHRISTOPHER & BANKS CORP COM	6,7
NEIMAN-MARCUS GROUP INC CL A	3,7
REYNOLDS R J TOB HLDGS INC COM	5,0
UNVL CORP VA COM	5,9
NOBLE AFFILIATES INC COM	4,5

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SUNOCO INC COM	7,4
TEEKAY SHIPPING CORP COM	5,8
TOSCO CORP COM NEW	4,2
ULTRAMAR-DIAMOND SHAMROCK CORP COM STK	7,3
VALERO ENERGY CORP COM STK NEW	6,4
ASTORIA FINL CORP COM	5,3
BANCO LATINOAMERICANO DE EXPORTACIONES SA CL E	5,4
CAPITOL FED FINL COM ISIN #US14057C1062	8,2
DIME BANCORP INC NEW COM	8,7
DIME CMNTY BANCORP INC COM	6,5
DOWNEY FINL CORP COM	4,1
FIRSTFED FINL CORP DEL COM	6,0
GREENPOINT FNCL CORP COM	6,3
HIBERNIA CORP CL A COM	6,5
HUDSON UTD BANCORP COM	4,3
ADR ESPIRITO SANTO FINL HLDG S A ISIN #US29665F2002	7,8
AMERICREDIT CORP COM	4,1
DORAL FINL CORP COM	9,1
HELLER FINL INC CL A COM STK	7,9
1ST AMERN CORP CAL COM COM	7,7
AMERUS GROUP CO COM	4,9
EVEREST RE GROUP LTD.ISIN BMG3223R1088 SEDOL 2709907	3,2

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares or Face Amount	Cost
OLD REP INTL CORP COM	7,200	(a)
RENAISSANCE RE HLDGS LTD COM	2,100	(a)
STANCORP FINL GROUP INC COM	3,800	(a)
FEDT INVESTORS INC CL B	5,100	(a)
SEC CAP GROUP INC CL B	8,100	(a)
CATELLUS DEV CORP	13,400	(a)
LNR PPTY CORP COM	8,000	(a)
EDWARDS A.G INC COM	3,700	(a)
JEFFERIES GROUP INC NEW COM	5,200	(a)
RAYMOND JAMES FNCL INC COM STK	7,200	(a)
S W SECS GROUP INC COM	8,500	(a)
ADVO INC COM	4,300	(a)
PMI GROUP INC COM	2,700	(a)
AFFILIATED MANAGERS GROUP INC COM STK	2,300	(a)
BLOCK H & R INC COM	2,400	(a)
CHEMED CORP COM	4,700	(a)
METRIS COS INC COM	2,400	(a)
NOVA CORP GA COM	8,300	(a)
PHARMACEUTICAL PROD DEV INC COM	2,700	(a)
PRE PAID LEGAL SVCS INC COM	3,900	(a)
AMERN MGMT SYS INC COM	9,900	(a)
AUTODESK INC COM	7,600	(a)
BARRA INC COM	2,100	(a)
BLACK BOX CORP DEL COM	1,800	(a)



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COMDISCO INC COM	17,800	(a)
FAIR ISAAC & CO INC COM	2,500	(a)
IOMEGA CORP COM	25,000	(a)
JDA SOFTWARE GROUP INC COM	4,400	(a)
MENTOR GRAPHICS CORP COM	4,200	(a)
NATL DATA CORP COM	3,400	(a)
NETWORKS ASSOC INC COM STK	3,800	(a)
POMEROY COMPUTER RES INC COM	6,200	(a)
QUANTUM CORP DSSG COM	11,400	(a)
READ-RITE CORP COM	13,100	(a)
TECH DATA CORP COM	2,200	(a)
BENCHMARK ELECTRS INC COM	4,900	(a)
HARMAN INTL INDS INC NEW	3,900	(a)
HARRIS CORP COM	7,400	(a)
KEMET CORP COM	4,800	(a)
PIONEER STD ELECTRS INC COM	5,900	(a)
PK ELECTROCHEMICAL CORP COM	3,300	(a)

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares or Face Amount	Cost
-----	-----	-----
VISHAY INTERTECHNOLOGY INC COM	2,400	(a)
WALLACE COMPUTER SVCS INC COM	10,900	(a)
ANIXTER INTL INC COM	4,400	(a)
WORLD ACCESS INC (NEW)	5,700	(a)
AMR CORP COM	2,700	(a)
CONTL AIRL INC CL B	4,800	(a)
FRONTIER AIRLS INC NEW COM	4,400	(a)
#REORG AVIS GROUP HLDGS INC CL A CASH MERGER EFF 3/1/01	5,100	(a)
RYDER SYS INC COM	4,400	(a)
AR BEST CORP DEL COM	6,800	(a)
KEYSPAN CORP COM	4,600	(a)
UTILICORP UNITED INC COM	8,100	(a)
ADR COMPANHIA PARANAENSE DE ENERGIA SER B COPEL ISIN US20441B4077	16,400	(a)
ADR HUANENG PWR INTL INC SPONSORED ADR SER N SHS	10,600	(a)
EL PASO ELEC CO COM NEW	6,600	(a)
PUB SVC CO N MEX COM	7,100	(a)
SEMPRA ENERGY INC COM STK	11,100	(a)
ENERGEN CORP COM	6,900	(a)
EQUITABLE RES INC COM	1,400	(a)
WESTN GAS RES INC COM	7,300	(a)
MFO ST STR RUSSELL 1000 VALUE INDEX SL FD #CM82	1,858,515	(a)
MFO ST ST GLOBAL ADVISORS S&P 500 FLAGSHIP FD	324,197	(a)
MFO ST STR RUSSELL TOP 200 INDEX FD #CMP6	7,301,143	(a)

Total US Equity

NON-U.S. EQUITY FUND

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Short Term Investment Fund	908,527	(a)
BCE INC COM NPV	1	(a)
NORTEL NETWORKS CP COM NPV	14,581	(a)
ROGERS COMMS INC CLASS'B'COM NPV	7,142	(a)
ALSTOM EUR6	12,699	(a)
AVENTIS SA EUR3.82	18,807	(a)
CARREFOUR EUR2.5	7,677	(a)
RHODIA EUR15	17,917	(a)
SUEZ EUR10	6,252	(a)
TOTAL FINA ELF EUR10	3,903	(a)
VIVENDI UNIVERSAL EUR5.5	14,081	(a)
ALLIANZ AG DEM5 (REGD) (VINKULIERT) DEM	2,452	(a)
DRESDNER BANK AG NPV (REGD)	13,269	(a)

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares or Face Amount
E.ON AG NPV	17,508
ERGO VERSICHERUNGS ORD NPV	75
MUNCHENER RUCKVERS NPV (REGD)	1,666
MTR CORP HKD1	48,000
SUN HUNG KAI PROP HKD0.50	61,000
BCA NAZ DEL LAVORO ITL1000	143,320
ENI ITL1000 (REGD)	108,218
MEDIASET EUR0.52	66,800
SEAT-PAGINE GIALLE ITL50	2,349
T.I.M.SPA EUR0.06	41,837
TELECOM ITALIA SPA ITL1000	41,950
BRIDGESTONE CORP Y50	55,000
CANON INC JPY50	18,000
FUJITSU Y50	29,000
ITOCHU CORP JPY50 (8001)	41,000
KAO CORP JPY50	17,000
KYOCERA CORP JPY50	1,900
MATSUSHITA COMM JPY50	1,800
MIZUHO HLDGS JPY50000	91
NIPPON TEL&TEL CP JPY50000	84
NISSAN MOTOR CO Y50	90,000
NOMURA SECURITIES Y50	22,000
NTT DOCOMO INC NPV	14
PIONEER CORP JPY50	8,000
ROHM CO JPY50	1,400
SAKURA BANK JPY50	65,000
SHOHKOH FUND & CO JPY50	1,030
TAISHO PHARM CO Y50	12,000
TAKEFUJI CORP JPY50	2,500
YAMANOUCHI PHARM JPY50	15,000
AHOLD (KON) NV EUR0.25	34,307
ING GROEP NV CVA EUR0.48	6,313

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KON KPN NV EUR0.24	51,865
UNILEVER NV CVA NLG1.12	17,473
VNU NV EUR0.2	15,162
WOLTERS KLUWER CVA EUR0.12	17,431
DBS GROUP HLDGS SGD1	34,000
ALTADIS SA ESP100(REGD)	22,215
TELEFONICA SA EUR1	34,325
ERICSSON(LM)TEL SEK1 SER'B'	49,061
SKAND ENSKILDA BKN SER'A'SEK10	14,800

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FORT JAMES CORPORATION  
401(k) PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2000

Investment Description	Shares or Face Amount
NOVARTIS AG CHF20 (REGD)	563
ASTRAZENECA USD PAR .25	11,311
BAE SYSTEMS ORD GBP0.025	157,320
CABLE & WIRELESS ORD GBP0.25	38,308
COLT TELECOM GROUP ORD GBP0.025	15,024
DIAGEO ORD GBX28.935185	122,529
GLAXO WELLCOME ORD GBP0.25	0
GLAXOSMITHKLINE ORD GBP0.25	26,931
HSBC HLDGS ORD USD0.50 (UK REG)	49,990
RAILTRACK GROUP ORD25P	47,293
REED INTERNATIONAL ORD GBP0.125	110,956
SOMERFIELD ORD GBP0.10	73,290
TELEWEST COMMS ORD GBP0.10	78,521
VODAFONE GROUP PLC ORD USD0.10	357,906
MFO BANKERS TR INTL EQTY	9,843
MFO ST STR DAILY EAFE LENDING FD SER A	221,321
MFO ST STR DAILY EAFE SL FD #ZV31LEN	4,099,808
Total Non US Equity	
*GEORGIA-PACIFIC GROUP STOCK FUND, \$0.80 PAR VALUE	12,423,884
*GEORGIA-PACIFIC GROUP STOCK FUND CASH	170,681,827
MONEY MARKET FUND	113,068,571
* Participant Loans Interest Rate- 6% to 10.5%; various maturities	
Total Investments	

\* Represents a part in interest to the Plan.

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(a) Participant-directed.

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EXHIBITS TO ANNUAL REPORT ON FORM 11-K

The exhibits listed below are filed as part of this Annual Report on Form 11-K. Each exhibit is listed according to the number assigned to it in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit Number	Description
23	Consent of Independent Accountants, filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed by the undersigned hereunto duly authorized.

FORT JAMES 401(k) PLAN

By: Georgia-Pacific Corporation, as Plan  
Administrator

June 28, 2001

By: /s/ Danny W. Huff

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Danny W. Huff  
Executive Vice President-Finance and  
Chief Financial Officer

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