



6 SHARED VOTING POWER BY EACH

2,295,769

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,295,769

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,295,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

12 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 313693103

13G

Page 3 of 10 Pages

1 NAME OF REPORTING PERSON

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* Joint Filing

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

None

6 SHARED VOTING POWER BY EACH

2,287,874

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,287,874

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,287,874

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

12 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 313693103

13G

Page 4 of 10 Pages

1 NAME OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Princeton Services, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* Joint Filing

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

None

6 SHARED VOTING POWER BY EACH

2,284,533

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,284,533

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,284,533

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%

12 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 313693103

13G

Page 5 of 10 Pages

1 NAME OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch Asset Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* Joint Filing

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

None

6 SHARED VOTING POWER BY EACH

2,284,533

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,284,533

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,284,533

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%

12 TYPE OF REPORTING PERSON\*

IA, PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1 (a) Name of Issuer:  
-----

Federal Paper Board Co.

Item 1 (b) Address of Issuer's Principal Executive Offices:  
-----

75 Chestnut Ridge Road  
Montvale, NJ 07645

Item 2 (a) Names of Persons Filing:  
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Merrill Lynch & Co., Inc.  
Merrill Lynch Group, Inc.  
Princeton Services, Inc.  
Merrill Lynch Asset Management, L.P.

Item 2 (b) Address of Principal Business Office, or, if None,  
-----

Residence:  
-----

Merrill Lynch & Co., Inc.  
World Financial Center, North Tower  
250 Vesey Street  
New York, New York 10281

Merrill Lynch Group, Inc.  
World Financial Center, North Tower  
250 Vesey Street  
New York, New York 10281

Princeton Services, Inc.  
800 Scudders Mill Road  
Plainsboro, New Jersey 08536

Merrill Lynch Asset Management, L.P.  
800 Scudders Mill Road  
Plainsboro, New Jersey 08536

Item 2 (c) Citizenship:  
-----

See Item 4 of Cover Pages

Page 6 of 10 Pages

Item 2 (d) Title of Class of Securities:  
-----

Common Stock

Item 2 (e) CUSIP Number:  
-----

313693103

Item 3

Merrill Lynch & Co., Inc. ("ML&Co."), ML&Group, Inc. ("ML Group") and Princeton Services, Inc. ("PSI") are parent holding companies, in accordance with (S) 240.13d-1(b)(1)(ii)(G). Merrill Lynch Asset Management, L.P. (d/b/a Merrill Lynch Asset Management ("MLAM")) is an investment adviser registered under (S) 203 of the Investment Advisers Act of 1940.

Item 4            Ownership  
-----

(a) Amount Beneficially Owned:

See Item 9 of Cover Pages. Pursuant to (S) 240.13d-4, ML&Co., ML Group, PSI and MLAM (the "Reporting Persons") disclaim beneficial ownership of the securities of Federal Paper Board Co. (the "Issuer") referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the Reporting Persons are, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities of the Issuer covered by this statement, other than in the case of ML&Co. certain securities of the Issuer held in proprietary accounts of ML&Co.'s broker-dealer subsidiary.

(b) Percent of Class:

See Item 11 of Cover Pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

See Item 5 of Cover Pages

(ii) shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of Cover Pages

(iv) shared power to dispose or to direct the disposition of:

Page 7 of 10 Pages

See Item 8 of Cover Pages

Item 5            Ownership of Five Percent or Less of a Class.  
-----

Not Applicable

Item 6            Ownership of More than Five Percent on Behalf of Another Person.  
-----

MLAM is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and acts as an investment adviser to investment companies registered under Section 8 of the Investment Company Act of 1940. With respect to securities held by those investment companies, several persons have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. No such person's interest relates to more than 5% of the class of securities herein.

Item 7            Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on by the Parent Holding  
-----  
Company.  
-----

See Exhibit A

Item 8            Identification and Classification of Members of the Group.  
-----

Not Applicable

Item 9            Notice of Dissolution of Group.  
-----

Not Applicable

By signing below each of the undersigned certifies that, to the best of their knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Page 8 of 10 Pages

Signature.  
-----

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 1994

Merrill Lynch & Co., Inc.

/s/ David L. Dick  
-----

Name: David L Dick  
Title: Assistant Secretary

Merrill Lynch Group, Inc.

/s/ David L. Dick  
-----

Name: David L. Dick  
Title: Secretary

Princeton Services, Inc.

/s/ David L. Dick  
-----

Name: David L. Dick  
Title: Attorney-in-Fact\*

Merrill Lynch Asset Management, L.P.  
By: Princeton Services, Inc.  
(General Partner)

/s/ David L. Dick  
-----

Name: David L. Dick  
Title: Attorney-in-Fact\*

\* Signed pursuant to a power of attorney, dated February 10, 1994, included as an exhibit to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch & Co., Inc., et. al. on February 14, 1994 with respect to Dial REIT Inc.

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EXHIBIT A TO SCHEDULE 13G  
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ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES  
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Three of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), Merrill Lynch Group, Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey, New York, New York ("ML Group"), and Princeton Services, Inc., a Delaware corporation with its principal place of business at 800 Scudders Mill Road, Plainsboro, New Jersey ("PSI"), are holding companies in accordance with (S) 240.13d-1(b)(1)(ii)(G). The relevant subsidiaries are set forth below.

ML&Co. may be deemed to be the beneficial owner of common stock of Federal Paper Board Co. (the "Issuer") held by or deemed to be beneficially owned by ML Group and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"). MLPF&S, a wholly-owned direct subsidiary of ML&Co. and a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act"), holds certain of the reported securities in proprietary accounts and may

be deemed to beneficially own certain of the reported securities held in customer accounts over which MLPF&S has discretionary authority and those held by unit investment trusts for which MLPF&S is the sponsor.

ML Group, a wholly-owned direct subsidiary of ML&Co., may be deemed to be the beneficial owner of 5.5% of the common stock of the Issuer by virtue of its control of PSI and certain Merrill Lynch trust companies, each of which trust companies is a wholly-owned subsidiary of ML Group and a bank as defined in Section 3(a)(6) of the Act.

PSI, a wholly-owned direct subsidiary of ML Group, may be deemed to be the beneficial owner of 5.4% of the common stock of the Issuer by virtue of its being the general partner of Merrill Lynch Asset Management, L.P. (d/b/a Merrill Lynch Asset Management) ("MLAM").

MLAM, a Delaware limited partnership with its principal place of business at 800 Scudders Mill Road, Plainsboro, New Jersey, is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. MLAM may be deemed the beneficial owner of 5.4% of the common stock of the Issuer as a result of acting as its investment adviser to several investment companies registered under Section 8 of the Investment Company Act of 1940. No one investment company advised by MLAM owns more than 5% of the securities of the Issuer.

Pursuant to (S) 240.13d-4, ML&Co., ML Group, MLPF&S, the Merrill Lynch trust companies, PSI, and MLAM, disclaim beneficial ownership of the securities of the Issuer, and the filing of this Schedule 13G shall not be construed as an admission that any such entity is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities of the Issuer, other than, in the case of ML&Co. and MLPF&S, securities of the Issuer held by MLPF&S in proprietary accounts.