

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 819659 (4)

1. Corporation Name
UNITED STATES GYPSUM COMPANY



Principal Place of Business: 125 SOUTH FRANKLIN ST CHICAGO IL 60606
Mailing Address: 125 SOUTH FRANKLIN ST CHICAGO IL 60606

3. Date Incorporated or Qualified: 06/28/1966
3a. Date of Last Report: 05/01/1995
4. FEI Number: 36-1898410
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields with sub-headers for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1503, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title in applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE: PCEO NAME: ROLLER, DONALD E. STREET ADDRESS: 125 S. FRANKLIN ST. CITY-ST-ZIP: CHICAGO IL	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE: VT NAME: MALONE, JOHN E. STREET ADDRESS: 125 S. FRANKLIN ST. CITY-ST-ZIP: CHICAGO IL 60606-4678	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE: S NAME: GOOSSEN, DEAN H. STREET ADDRESS: 125 S. FRANKLIN ST. CITY-ST-ZIP: CHICAGO IL 60606-4678	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE: VAS NAME: BELZ, RAYMOND T. STREET ADDRESS: 125 S. FRANKLIN ST. CITY-ST-ZIP: CHICAGO IL 60606-4678	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE: D NAME: BURROWS, BRIAN W. STREET ADDRESS: 700 NORHT HIGHWAY 45 CITY-ST-ZIP: LIBERTVILLE IL 60048	<input checked="" type="checkbox"/> DELETE	5.1 TITLE: DIRECTOR 5.2 NAME: RICHARD H. FLEMING 5.3 STREET ADDRESS: 125 SOUTH FRANKLIN ST. 5.4 CITY-ST-ZIP: CHICAGO, IL 60606
TITLE: SVPD NAME: JAMES, J. BRADFORD STREET ADDRESS: 125 S. FRANKLIN ST. CITY-ST-ZIP: CHICAGO FK 60606-4678	<input checked="" type="checkbox"/> DELETE	6.1 TITLE: DIRECTOR 6.2 NAME: J. BRADFORD JAMES 6.3 STREET ADDRESS: 125 SOUTH FRANKLIN ST 6.4 CITY-ST-ZIP: CHICAGO, IL 60606

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

SIGNATURE: *John E. Malone* JOHN E. MALONE 4-29-96 312-604-4094
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (12/95)

20f3

NAME OF COMPANY: United States Gypsum Company

PRINCIPAL OFFICE: 125 South Franklin Street
Chicago, IL 60606-4678

DATE INCORPORATED: February 4, 1966 (incorporated under the name of USG Corporation. Name changed on July 1, 1966 to United States Gypsum Company).

HOW INCORPORATED: Pursuant to the General Corporation Law of the State of Delaware.

AUTHORIZED CAPITAL: \$1,000 SHARES: 250 PAR: \$4

STOCKHOLDERS' ANNUAL MEETING: Date and time to be determined by or under the authority of the Board of Directors.

DIRECTORS' REGULAR MEETINGS: Immediately after the annual stockholders' meeting in each year and at such other times as may be determined by the Board of Directors.

OFFICERS

ADDRESS

DONALD E. ROLLER, President and Chief Executive Officer	125 South Franklin Street Chicago, IL 60606-4678
DANIEL J. NOOTENS, Executive Vice President, and Chief Operating Officer	" " "
RAYMOND T. BELZ, Vice President Financial Services & Assistant Secretary	" " "
‡ TIMOTHY V. BIXLER, Vice President Marketing East	" " "
ROBERT F. HORVATH, Vice President Marketing West	" " "
‡ KENNETH J. MEINERT, Vice President, Market Development	" " "

‡ Denotes change.

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United States Gypsum Company

OFFICERS (continued)

ADDRESS

JOHN E. MALONE, Vice President and Treasurer	125 South Franklin Street Chicago, IL 60606-4678
JAMES S. METCALF, Vice President National Accounts	" " "
THOMAS S. SNOW, Vice President, Manufacturing Services	" " "
RICHARD H. FLEMING, Vice President	" " "
‡ GREGORY S. PUCHALSKI, Vice President Human Resources, North American Gypsum	" " "
STANLEY L. FERGUSON, Vice President and General Counsel	" " "
ARTHUR G. LEISTEN, Ass't. Secretary	" " "
DEAN H. GOOSSEN, Secretary	" " "

DIRECTORS

RICHARD H. FLEMING	125 South Franklin Street Chicago, IL 60606-4678
J. BRADFORD JAMES*	" " "
ARTHUR G. LEISTEN	" " "
P. JACK O'BRYAN*	" " "
H. E. PENDEXTER, JR.	" " "
DONALD E. ROLLER*	" " "

* Member of Executive Committee.

‡ Denotes change.

Replaces sheet
dated 3-18-96

United States Gypsum Company

STOCKHOLDER

SHARES

USG Corporation

250**

**Currently pledged as collateral in connection with Bank Credit Agreement.