

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**May 08 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 819659 (4)**

1. Corporation Name  
**UNITED STATES GYPSUM COMPANY**



Principal Place of Business <b>125 SOUTH FRANKLIN ST                  CHICAGO IL 60606</b>	Mailing Address <b>125 SOUTH FRANKLIN ST                  CHICAGO IL 60606-4605</b>
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified <b>06/28/1966</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>36-1898410</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>P/CEO</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>ROLLER, DONALD E.</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO IL</b>	
TITLE	<b>VT</b>	<input type="checkbox"/> DELETE
NAME	<b>MALONE, JOHN E.</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO IL 60606-4678</b>	
TITLE	<b>S</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>GOOSSEN, DEAN H.</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO IL 60606-4678</b>	
TITLE	<b>VAS</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>BELZ, RAYMOND T.</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO IL 60606-4678</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>FLEMING, RICHARD H.</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO IL</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>JAMES, J. BRADFORD</b>	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
CITY-ST-ZIP	<b>CHICAGO FK</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>P/CEO</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>P. JACK O'BRYAN</b>	
1.3 STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
1.4 CITY-ST-ZIP	<b>CHICAGO, IL. 60606-4678</b>	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	<b>V/S</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<b>DEAN H. GOOSSEN</b>	
3.3 STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
3.4 CITY-ST-ZIP	<b>CHICAGO, IL. 60606-4678</b>	
4.1 TITLE	<b>V</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	<b>RAYMOND T. BELZ</b>	
4.3 STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	
4.4 CITY-ST-ZIP	<b>CHICAGO, IL. 60606-4678</b>	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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

SIGNATURE \_\_\_\_\_ *John E. Malone* DATE **4/29/97**

CR2E034 (9/96)

**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

‡ P. JACK O'BRYAN, President and Chief Executive Officer	125 South Franklin Street Chicago, IL 60606-4678
‡ DANIEL J. NOOTENS, Executive Vice President, Operations	" " "
‡ EDWARD M. BOSOWSKI, Executive Vice President, Marketing	" " "
‡ RAYMOND T. BELZ, Vice President, Financial Operations	" " "
TIMOTHY V. BIXLER, Vice President Marketing - East	" " "
ROBERT F. HORVATH, Vice President Marketing - West	" " "

D

‡ Denotes change.  
D Denotes deletion.

Replaces sheet dated 5-10-96

**United States Gypsum Company**

OFFICERS (continued)

ADDRESS

‡ THOMAS P. HARMOM, Vice President, Manufacturing - West	125 South Franklin Street Chicago, IL 60606-4678
‡ JOHN R. HAARLANDER, Vice President, Manufacturing - East	" " "
JOHN E. MALONE, Vice President and Treasurer	" " "
THOMAS S. SNOW, Vice President, Manufacturing Services	" " "
RICHARD H. FLEMING, Vice President and Assistant Treasurer	" " "
GREGORY S. PUCHALSKI, Vice President Human Resources, North American Gypsum	" " "
STANLEY L. FERGUSON, Vice President and General Counsel	" " "
DEAN H. GOOSSEN, Vice President and Secretary	" " "
ARTHUR G. LEISTEN, Assistant Secretary	" " "

DIRECTORS

‡ RICHARD H. FLEMING *	125 South Franklin Street Chicago, IL 60606-4678
J. BRADFORD JAMES *	" " "
ARTHUR G. LEISTEN	" " "

‡ Denotes change.

Replaces sheet  
dated 5-10-96

**United States Gypsum Company**

**DIRECTORS** (continued)

P. JACK O'BRYAN*	"	"	"
H. E. PENDEXTER, JR.	"	"	"
DONALD E. ROLLER*	"	"	"

\* Member of Executive Committee.

**STOCKHOLDER**

**SHARES**

USG Corporation

250\*\*

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

USG Corporation  
P. O. Box 6721  
Chicago, IL 60680-6721  
312 606-1000 Fax: 312 606-1093



4/29/97

DIVISION OF CORPORATIONS  
ANNUAL REPORTS SECTION  
P.O. BOX 1500  
TALLAHASSEE, FL. 32302-1500

Re: UNITED STATES GYPSUM COMPANY

Enclosed is the 1997 CORPORATION ANNUAL REPORT

(X) Including a check in the amount of \$ 165.00 in payment of:

- |  |   |
|--|---|
| <input type="checkbox"/> First Installment         | <input type="checkbox"/> Second Installment |
| <input type="checkbox"/> Third Installment         | <input type="checkbox"/> Fourth Installment |
| <input checked="" type="checkbox"/> Remittance Due |   |

( ) Requesting a refund/credit in the amount of:

Credit \_\_\_\_\_ to the year \_\_\_\_\_  
Refund \_\_\_\_\_

Please acknowledge receipt of the enclosed in the furnished postage-paid envelope.

Very truly yours,

Thomas P. Venkus  
Supervisor, State Taxes

TPV/dmk  
Enclosures