


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

**FILED**  
**Mar 27 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</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</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/28/1966</b>	
21		26		4. FEI Number <b>36-1898410</b>	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	85. Zip Code
				<b>FL</b>	

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 reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PCEO</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>O'BRYAN, P. JACK</b>	1.2 NAME	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	1.4 CITY-ST-ZIP	
TITLE	<b>VT</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MALONE, JOHN E.</b>	2.2 NAME	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL 60606-4878</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VS</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GOOSSEN, DEAN H.</b>	3.2 NAME	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	3.4 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BELZ, RAYMOND T.</b>	4.2 NAME	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	4.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FLEMING, RICHARD H.</b>	5.2 NAME	
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	5.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<b>DIRECTOR</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>JAMES, J. BRADFORD</b>	6.2 NAME	<b>RICHARD H. FLEMING</b>
STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>	6.3 STREET ADDRESS	<b>125 S. FRANKLIN ST.</b>
CITY-ST-ZIP	<b>CHICAGO FK</b>	6.4 CITY-ST-ZIP	<b>CHICAGO, IL 60606</b>

14. I 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* | **JOHN E. MALONE** U.P./TREAS 3/24/98 (713)601-4000

CFR2004 (10/97)

**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
RALPH J. KELSEY, Executive Vice President, Operations	" " "
DANIEL J. NOOTENS, Executive Vice President, Strategic Manufacturing and Capital Investments, North American Gypsum	" " "
EDWARD M. BOSOWSKI, Executive Vice President, Marketing	" " "
RAYMOND T. BELZ, Vice President, Financial Operations	" " "
TIMOTHY V. BIXLER, Vice President Sales - East	" " "

**United States Gypsum Company**

<u>OFFICERS</u> (continued)	<u>ADDRESS</u>
ROBERT F. HORVATH, Vice President Sales - West and Customer Services	125 South Franklin Street Chicago, IL 60606-4678
KEVIN L. COURTNEY, Vice President, Marketing	" " "
CHERYL L. STREMPKA, Vice President, Manufacturing Administration, North American Gypsum	" " "
‡ THOMAS P. HARMON, Vice President, Manufacturing - North/East	" " "
‡ JOHN R. HAARLANDER, Vice President, Manufacturing - South/Central	" " "
A DAVID R. OBERGEFELL, Vice President, Manufacturing - West	" " "
JOHN E. MALONE, Vice President and Treasurer	" " "
THOMAS S. SNOW, Vice President, Engineering Services, North American Gypsum	" " "
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	" " "

**United States Gypsum Company**

**DIRECTORS**

RICHARD H. FLEMING \*

125 South Franklin Street  
Chicago, IL 60606-4678

ARTHUR G. LEISTEN

" " "

P. JACK O'BRYAN \*

" " "

H. E. PENDEXTER, JR.

" " "

\* Member of Executive Committee.

**STOCKHOLDER**

**SHARES**

USG Corporation

250