FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **F93000004637 (5)**

1. Corporation Name

USC SUBSIDIARY, INC.

Principal Place of Business
900 N. MICHIGAN AVE.
CHICAGO IL 60611

Mailing Address
900 N. MICHIGAN AVE.
CHICAGO IL 60611

3. Date Incorporated or Qualified: 10/14/1993
3a. Date of Last Report: 01/26/1995
4. FEI Number: 36-3912080 — Applied For / Not Applicable
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
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. **Name and Address of Current Registered Agent**

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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 FL 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 ____ DATE ____

12. OFFICERS AND DIRECTORS

TITLE	PCED	[ ] DELETE
NAME	DOMINSKI, MATTHEW S	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	
TITLE	EVP	[X] DELETE
NAME	BRAVER, DANIEL J	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	
TITLE	EVP	[ ] DELETE
NAME	CZECH, JAMES L	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	
TITLE	SVGS	[ ] DELETE
NAME	HILBORN, MICHAEL,	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	
TITLE	TCFO	[ ] DELETE
NAME	METZ, ADAM S	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	
TITLE	AS	[ ] DELETE
NAME	YATES, KEVIN B	
STREET ADDRESS	900 N. MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL 60611	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] 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 voluntarily [illegible] 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 address.

SIGNATURE: Kevin B Yates — 3/14/96 — 312-915-1936

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

KEVIN B. YATES

CR2E034 (12/95)