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Mar 12 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 819214 (8)

1. Corporation Name  
USX CORPORATION

Principal Place of Business  
600 GRANT ST.  
PITTSBURGH PA 15219-1776

Mailing Address  
600 GRANT ST.  
PITTSBURGH PA 15219-2702



3. Date Incorporated or Qualified 12/14/1965  
3a. Date of Last Report 04/02/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 25-0996816	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip Country	28. Zip Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24. Zip	25. Country	29. Zip	30. Country

9. Name and Address of Current Registered Agent

PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST  
#105  
TALLAHASSEE FL 32301

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D RODERICK, D M 600 GRANT ST PITTSBURGH PA	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Please see attached.
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	D CORRY, CHARLES A. 2024 MURDSTONE ROAD PITTSBURGH PA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VP STRAUB, T.D. 818 CONNECTICUT AVE WASHINGTON DC	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	EVP HERNANDEZ, R.M. 600 GRANT ST PITTSBURGH PA	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	AS MALICK, CD 600 GRANT ST PITTSBURGH PA 76	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	VP MILLS, J.T. 600 GRANT ST PITTSBURGH PA	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: Craig D. Mallick Craig D. Mallick 2/28/97 412/433-2882  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**BOARD OF DIRECTORS  
OF  
USX CORPORATION**

ARMSTRONG,	Neil A.	4635 Drake Road, Cincinnati, OH 45243
BEGHINI,	Victor G.	Marathon Oil Company, P.O. Box 3128, Houston TX 77253 (5555 San Felipe Road, Houston, TX 77056)
BROWN,	Jeanette Grasselli	150 Greentree Road, Chagrin Falls, OH 44022
CORRY,	Charles A.	2024 Murdstone Road, Pittsburgh, PA 15241
HERNANDEZ,	Robert M.	600 Grant Street, Pittsburgh, PA 15219-4776
LEE,	Charles R.	GTE Corporation, One Stamford Forum, Stamford, CT 06904
LEGO,	Paul E.	Executive Associates Office One PPG Place, Suite 2210, 22nd Floor Pittsburgh, PA 15222
MCGILLICUDDY,	John F.	Chase Manhattan Bank 270 Park Avenue, 32nd FL, New York, NY 10017-2070
MARSHALL,	Ray	University of Texas, LBJ School of Public Affairs, PO Box Y, Austin, TX 78713-8925-99
RICHMAN,	John M.	Wachtell, Lipton, Rosen & Katz, 227 West Monroe St. Suite 4825, Chicago, IL 60606
SCHOFIELD,	Seth E.	9500 S. Ocean Dr., #1601 Jensen Beach, FL 34957 (until 4/1/97)
SNOW,	John W.	CSX Corporation, One James Center 901 East Cary Street, Richmond, VA 23219-4031
USHER,	Thomas J.	600 Grant Street, Pittsburgh, PA 15219-4776
WILHELM,	Paul J.	600 Grant Street, Pittsburgh, PA 15219-4776
YEARLEY,	Douglas C.	Phelps Dodge Corporation, 2600 North Central Avenue Phoenix, AZ 85004-3014

**USX CORPORATION**  
**OFFICERS**

<u>Officer</u>	<u>Title</u>	<u>Business Address</u>
T. J. Usher	Chairman, Board of Directors & Chief Executive Officer	600 Grant Street Pittsburgh, Pa. 15219-4776
V. G. Beghini	Vice Chairman-Marathon Group	Marathon Oil Company 5555 San Felipe Road Houston, Texas 77056
R. M. Hernandez	Vice Chairman & Chief Financial Officer	600 Grant Street Pittsburgh, Pa 15219-4776
Dan D. Sandman	General Counsel and Secretary & Sr. Vice President -Human Resources	600 Grant Street Pittsburgh, Pa. 15219-4776
G. R. Haggerty	Vice President & Treasurer	600 Grant Street Pittsburgh, Pa. 15219-4776
K. L. Matheny	Vice President & Comptroller	600 Grant Street Pittsburgh, Pa. 15219-4776
T. D. Straub	Vice President-Public Affairs	818 Connecticut Ave. Washington, D.C. 20006
J. T. Mills	Vice President-Taxes	600 Grant Street Pittsburgh, Pa. 15219-4776
P. B. Mulloney	Vice President & Assistant to Chairman, USX Corporation	600 Grant Street Pittsburgh, Pa. 15219-4776
C. D. Williams	Vice President-Investor Relations	600 Grant Street Pittsburgh, Pa. 15219-4776

P. J. Wilhelm	President-U. S. Steel Group	600 Grant Street Pittsburgh, Pa. 15219-4776
C. D. Mallick	Assistant Secretary	600 Grant Street Pittsburgh, Pa. 15219-4776
G. E. Bradford	Assistant Secretary	600 Grant Street Pittsburgh, Pa. 15219-4776
J. D. Hollingsworth	Assistant Secretary	600 Grant Street Pittsburgh, Pa. 15219-4776
L. J. Lash	Assistant Secretary	600 Grant Street Pittsburgh, Pa. 15219-4776