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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90109 028 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 819214

1. Corporation Name
USX CORPORATION

Principal Place of Business 600 GRANT ST. PITTSBURGH PA 15219-1776	Mailing Address 600 GRANT ST. PITTSBURGH PA 15219-1776
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DO NOT WRITE IN THIS SPACE

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 12/14/1965	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
4. FEI Number 25-0996816		
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

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

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ARMSTRONG, NEIL A	
STREET ADDRESS	4635 DRAKE ROAD	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CORRY, CHARLES A.	
STREET ADDRESS	2024 MURDSTONE ROAD	
CITY-ST-ZIP	PITTSUBRGH PA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	STRAUB, T.D.	
STREET ADDRESS	818 CONNECTICUT AVE	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	HERNANDEZ, R.M.	
STREET ADDRESS	600 GRANT ST	
CITY-ST-ZIP	PITTSBURGH PA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MALLICK, CD	
STREET ADDRESS	600 GRANT ST	
CITY-ST-ZIP	PITTSBURGH PA 76	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	MILLS, J.T.	
STREET ADDRESS	600 GRANT ST	
CITY-ST-ZIP	PITTSBURGH PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	Please see attachments for changes to officers & directors
1.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE: *Craig D. Mallick* **Craig D. Mallick** 02/04/99 412/433-2882
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR#E034 (1/98)

094094-70109-28
819214

**BOARD OF DIRECTORS
OF
USX CORPORATION**

Armstrong, Neil A.	4635 Drake Road, Cincinnati, OH 45243
Beghini, Victor G.	Marathon Oil Company, 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, 1255 Corporate Drive, Mail Code: SVC06A01, Irving, TX 75038
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 P. O. Box Y, Austin TX 78713-8925-99
Richman, John M.	179 East Lake Shore Drive, Chicago, IL 60611
Schofield, Seth E.	1 Avocet Lane Johns Island, SC 29455
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
Wilhelm, Paul J.	600 Grant Street, Pittsburgh, PA 15219
Yearley, Douglas C.	Phelps Dodge Corporation, 2600 North Central Avenue Phoenix, AZ 85004-3014

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8/19/21/4

USX CORPORATION
OFFICERS

<u>Officer</u>	<u>Title</u>	<u>Business Addresses</u>
Thomas J. Usher	Chairman, Board of Directors & Chief Executive Officer	600 Grant Street, Pittsburgh, PA 15219-4776
Victor G. Beghini	Vice Chairman-Marathon Group	Marathon Oil Company 5555 San Felipe Road Houston, Texas 77056
Robert 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 & Public Affairs	600 Grant Street, Pittsburgh, PA 15219-4776
Edward F. Guna	Vice President & Treasurer	600 Grant Street, Pittsburgh, PA 15219-4776
Kenneth L. Matheny	Vice President & Comptroller	600 Grant Street, Pittsburgh, PA 15219-4776
Terrance D. Straub	Vice President-Governmental Affairs	818 Connecticut Ave. Washington, D.C. 20006
Jerry Howard	Vice President-Taxes	600 Grant Street, Pittsburgh, PA 15219-4776
Charles D. Williams	Vice President-Investor Relations	600 Grant Street, Pittsburgh, PA 15219-4776
Paul J. Wilhelm	President-U.S. Steel Group	600 Grant Street, Pittsburgh, PA 15219-4776
Craig D. Mallick	Assistant Secretary	600 Grant Street, Pittsburgh, PA 15219-4776
George E. Bradford	Assistant Secretary	600 Grant Street, Pittsburgh, PA 15219-4776
James D. Hollingsworth	Assistant Secretary	600 Grant Street, Pittsburgh, PA 15219-4776
Larry J. Lash	Assistant Secretary	600 Grant Street, Pittsburgh, PA 15219-4776