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FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 841433 (6)
 1. Corporation Name
INLAND PAPERBOARD AND PACKAGING, INC.



Principal Place of Business 4030 VINCENNES RD INDIANAPOLIS IN 46268 US	Mailing Address 303 S TEMPLE DR PO DRAWER N DIBOLL TX 75941-2419 US
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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	28 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 09/13/1978	
4. FEI Number 13-2946332	Applied For <input type="checkbox"/> Not Applicable
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 or has paid the current year Intangible Personal Property Tax due June 30. <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
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

TITLE	VS	<input type="checkbox"/> DELETE
NAME	HOUSEHOLDER, S.L.	
STREET ADDRESS	6919 WILDWOOD CT.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	SDV	<input type="checkbox"/> DELETE
NAME	WARNER, RICHARD M	
STREET ADDRESS	RT. 10 BOX 9645	
CITY-ST-ZIP	LUFKIN TX 75901	
TITLE	OCEO	<input type="checkbox"/> DELETE
NAME	HOWES, WILLIAM B	
STREET ADDRESS	4030 VINCENNES RD.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ADAMSON, GRANT F	
STREET ADDRESS	303 S TEMPLE DR.	
CITY-ST-ZIP	DIBOLL TX 75941	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DONEY, BART J	
STREET ADDRESS	4030 VINCENNES RD.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GRUM, CLIFFORD	
STREET ADDRESS	303 SOUTH TEMPLE DR; PO DRAWER N	
CITY-ST-ZIP	DIBOLL TX	

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	
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.

SIGNATURE _____ **Grant F. Adamson 4/24/98 409-829-1303**

CR2E034 (10/97)

LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
OFFICERS - CORPORATE:		
COB & CEO	William B. Howes	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP - Paperboard Sales & Strategic Planning	Bart J. Doney	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP - Technology & Environmental Affairs	Richard L. Ellis	303 S. Temple Drive Diboll, TX 75941
Sr. Vp - Strategic Serv.	James C. Foxworthy	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - MIS	Fredrick G. Fly	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - General Counsel & Asst. Sec.	Steven L. Householder	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP- Procurement & Transportation	Robert A. Lindemann	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Benefits & Asst. Sec.	Leslie K. O'Neal	303 S. Temple Drive Diboll, TX 75941
VP - Communicatons	Donna L. Reynolds	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Business Development	Michael H. Sullivan	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP-Quality	Richard Surber	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Vice President	Jack C. Sweeny	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Sales, Inland Eastex	Marc M. Tannenbaum	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Treasurer & Controller	Joseph E. Tomlinson	4030 Vincennes Rd. Indianapolis, IN 46268-0937

LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
VP & Secretary	M. Richard Warner	303 S Temple Drive Diboll TX 75941
Asst VP- Human Res., Planning & Develop	Donald W. Armstrong	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Corporate Public Affairs Officer	Frank F. Hirschman	303 South Temple Drive Diboll, TX 75941
Asst. Secretary	Grant F. Adamson	303 South Temple Drive Diboll, TX 75941
Asst. Secretary	Patricia A. Foley	303 South Temple Drive Diboll, TX 75941
Asst. Treasurer	David W. Turpin	1300 S. Mopac Expressway Austin, TX 78746
<u>PACKAGING GROUP</u>		
Executive VP	Joseph E. Turk	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP-Specialty Packaging	Bruce J. Grube	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP-Sales & Marketing	Dwight C. Schmidt	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP- Operations	Dennis J. Vesci	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Div. Sr. VP - Global Solutions Group/Sales	Charles L. Wilson	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Div. VP - Southern Area	William R. White	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Div. VP-Western Area	Paul A. Calvert	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Global Solutions Group / Merchandising	G. David Glover	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Div. VP-Manufacturing	Harold S. King	4030 Vincennes Rd.

LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Services		Indianapolis, IN 46268-0937
Div. VP-Latin America	Birgir R. Mishurda	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP-Global Solutions Group	C. Ray Pope	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP-Global Solutions Group	R. Steve Raine	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Div. VP - Central Area	Charles V. Stone	4030 Vincennes Rd. Indianapolis, IN 46268-0937
<u>PAPERBOARD GROUP</u>		
Executive VP	Ted A. Owens	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP-Operations	Alec Benson	4030 Vincennes Rd. Indianapolis, IN 46268-0937
Sr. VP-Operations	Robert E. Stone	4030 Vincennes Rd. Indianapolis, IN 46268-0937
VP - Rome Mill Mgr.	Donald F. Jones	216 Mays Bridge Rd., SW Rome, GA 30163-2901
VP - Evadale Resident Manager	John L. Moore	Highway 105 Silsbee, TX 77656
VP - Orange Mill Manager	Thomas F. Stroup	Old Highway 87 North Orange, TX 77630-2500

LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
	DIRECTORS	
	David H. Dolben	303 S. Temple Drive Diboll, TX 75941
	Clifford J. Grum	303 S. Temple Drive Diboll, TX 75941
	William B. Howes	4030 Vincennes Rd. Indianapolis IN 46268
	Kenneth M. Jastrow II	303 S. Temple Drive Diboll, TX 75941
	Harold C. Maxwell	303 S. Temple Drive Diboll, TX 75941
	Ted A. Owens	4030 Vincennes Rd. Indianapolis IN 46268
	Jack C. Sweeny	303 S. Temple Drive Diboll, TX 75941
	Joseph E. Turk	4030 Vincennes Rd. Indianapolis IN 46268
	M. Richard Warner	303 S. Temple Drive Diboll, TX 75941

TEMPLE-INLAND FOREST PRODUCTS CORPORATION
75-1462427
LIST OF OFFICERS AND DIRECTORS

Title	Name	Business Address
OFFICERS		
President & CEO	Clifford Grum	303 S. Temple Drive Diboll, TX 75941
Group VP-Bldg Products	Harold Maxwell	303 S. Temple Drive Diboll, TX 75941
Group VP-Forests Div.	Jack Sweeny	303 S. Temple Drive Diboll, TX 75941
VP-Human Resources	Herbert George	303 S. Temple Drive Diboll, TX 75941
VP-Law & Gen Counsel	George Vorpahl	303 S. Temple Drive Diboll, TX 75941
VP & Secretary	M. Richard Warner	303 S. Temple Drive Diboll, TX 75941
VP & Treasurer	David Dolben	303 S. Temple Drive Diboll, TX 75941
Vice President & Asst. Treasurer	David Turpin	301 Congress Austin, TX 78701
Vice President & Asst. Treasurer	Joseph E. Tomlinson	4030 Vincennes Rd. Indianapolis, IN 46268
VP-Minerals	Kenneth Christopher	303 S. Temple Drive Diboll, TX 75941
Vice President-Benefits & Asst. Secretary	Leslie K. O'Neal	303 S. Temple Drive Diboll, TX 75941
Vice President, Corp.	Steven L. Householder	4030 Vincennes Rd.

TEMPLE-INLAND FOREST PRODUCTS CORPORATION
75-1462427
LIST OF OFFICERS AND DIRECTORS

Title	Name	Business Address
Counsel & Asst. Secy.		Indianapolis, IN 46268
Vice President	Richard Bennett	303 S. Temple Drive Diboll, TX 75941
Vice President	Alec Benson	303 S. Temple Drive Diboll, TX 75941
Vice President	Bart Doney	303 S. Temple Drive Diboll, TX 75941
Vice President	C. Michael Harbordt	303 S. Temple Drive Diboll, TX 75941
Vice President	John L. Moore	Hwy 105 Silsbee, TX 77615
Vice President	Ted A. Owens	303 S. Temple Drive Diboll, TX 75941
Asst. Secretary	Grant F. Adamson	303 S. Temple Drive Diboll, TX 75941
Controller	C. Lynn Pavlic	303 S. Temple Drive Diboll, TX 75941

DIRECTORS

Chairman of the Board	Clifford Grum	303 S. Temple Drive Diboll, TX 75941
Director	David Dolben	303 S. Temple Drive Diboll, TX 75941
Director	William B. Howes	303 S. Temple Drive Diboll, TX 75941

TEMPLE-INLAND FOREST PRODUCTS CORPORATION
75-1462427
LIST OF OFFICERS AND DIRECTORS

Title	Name	Business Address
Director	Kenneth M. Jastrow II	303 S. Temple Drive Diboll, TX 75941
Director	Harold Maxwell	303 S. Temple Drive Diboll, TX 75941
Director	Ted A. Owens	303 S. Temple Drive Diboll, TX 75941
Director	Jack Sweeny	303 S. Temple Drive Diboll, TX 75941
Director	Joseph E. Turk	303 S. Temple Drive Diboll, TX 75941
Director	M. Richard Warner	303 S. Temple Drive