



**File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.**

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		RECEIVED MAY 14 1999	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>S&amp;G PACKAGING COMPANY, L.L.C.</b> <b>205 N. MICHIGAN AVE.</b> <b>CHICAGO IL 60601</b>		<b>DOCUMENT # M96000000258</b>		<b>1a. Principal Place of Business Address</b>  <b>150 NORTH MICHIGAN AVENUE</b> <b>CHICAGO IL 60601</b>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>3. Date Organized or Qualified</b> <b>07/17/1996</b>  <b>3a. State of Formation</b> <b>DE</b>  <b>4. FEI Number</b> <b>36-4089656</b>  <b>5. Date of Last Report</b> <b>04/27/1998</b>  <b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>			<b>8. Name and Address of New Registered Agent/Office</b> Name _____ Street Address (P.O. Box Number is Not Acceptable) _____ Suite, Apt. #, etc. _____ City _____ <b>FL</b> Zip Code _____		
<p><b>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</b></p>					
SIGNATURE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)</small>			DATE _____		
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
MGR	STONE CONTAINER CORP,	150 NORTH MICHIGAN AVENUE		CHICAGO IL	
MGR	GAYLORD CONTAINER CO,	500 LAKE COOK ROAD		DEERFIELD IL	
300002794593-7 -03/04/99--01065--015 ****188.75 ****188.75					
<p><b>11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.</b></p>					
<b>SIGNATURE:</b>  <b>CORP. Connection</b> 2/16/99      312-856-8164					