

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 18 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 # 811148 (6)
 1. Corporation Name
UNION CAMP CORPORATION



Principal Place of Business 1600 VALLEY ROAD WAYNE N J 07470	Mailing Address 1600 VALLEY ROAD WAYNE N J 07470-2043
--	---

3. Date Incorporated or Qualified 07/06/1956	3a. Date of Last Report 02/23/1996
--	--

2. Principal Place of Business 21. Suite, Apt. #, etc. 22. City & State 23. Zip Country	2a. Mailing Address 26. Suite, Apt. #, etc. 27. City & State 28. Zip Country
--	---

4. FEI Number 13-5652423	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES STREET
 SUITE 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	CARTLEDGE, R.E.	
STREET ADDRESS	8 WESTWIND CT.	
CITY-ST-ZIP	SADDLE RIVER NJ	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	BARNEY, D.W.	
STREET ADDRESS	815 POND BROOK RD.	
CITY-ST-ZIP	FRANKLIN LAKES NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BUSBEE, G	
STREET ADDRESS	1 OLD HUDGENS TRAIL	
CITY-ST-ZIP	DULUTH GA	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	MCCLELLAND, W. CRAIG	
STREET ADDRESS	7 RIDGE CREST RD	
CITY-ST-ZIP	SADDLE RIVER NJ	
TITLE	PCO	<input type="checkbox"/> DELETE
NAME	BALLANGEE, JERRY H.	
STREET ADDRESS	340 HIGHLAND AVE	
CITY-ST-ZIP	UPPER MONTCLAIR NJ	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	6010 OCEANFRONT
1.4 CITY-ST-ZIP	VIRGINIA BEACH, VA 23451
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 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: *K.G. McWilliams* **REQUIRED** **K.G. McWILLIAMS** **4/11/97** **201-628-2000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ASST TREASURER Date Daytime Phone # 0002959

CR2E034 (9/96)

-UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE, NJ 07470

BOARD OF DIRECTORS

<u>DIRECTOR</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
JERRY H. BALLENGEE	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	340 HIGHLAND AVENUE UPPER MONTCLAIR, NJ 07043
GEORGE D. BUSBEE	KING & SPALDING 191 PEACHTREE ST. NW SUITE 4900 ATLANTA, GA 30303-1763	1 OLD HUDGENS TRAIL DULUTH, GA 30136
RAYMOND E. CARTLEDGE	6 SKIDAWAY VILLAGE WALK SUITE 203B SAVANNAH, GA 31411	6010 OCEANFRONT VIRGINIA BEACH, VA 23451
SIR COLIN R. CORNESS	GLAXO WELLCOME PLC LANSDOWNE HOUSE BERKELEY SQUARE LONDON, W1X 6BQ	PIPLYE COTTAGE CINDER HILL SHARPTHORNE EAST GRINSTEAD SUSSEX RH19 4HZ, ENGLAND
ROBERT D. KENNEDY	UNION CARBIDE CORPORATION 39 OLD RIDGEBURY ROAD SECTION E-4 DANBURY, CT 06817-001	2061 PONUS RIDGE RD. NEW CANAAN, CT 06840
GARY E. MacDOUGAL	505 NORTH LAKE SHORE DRIVE APT. 2711 CHICAGO, IL 60611	505 NORTH LAKE SHORE DRIVE APT. 2711 CHICAGO, IL 60611
W. CRAIG McCLELLAND	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	7 RIDGE CREST ROAD. SADDLE RIVER, NJ 07458
ANN D. McLAUGHLIN	4230 GARFIELD ST., NW WASHINGTON, D.C. 20007	4320 GARFIELD ST. NW WASHINGTON, D.C. 20037
JAMES M. REED	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	915 OLENTANGY ROAD FRANKLIN LAKES, NJ 07417
GEORGE J. SELLA, JR.	340 RIDGE ROAD NEWTON, NJ 07860	340 RIDGE ROAD NEWTON, NJ 07860
JEREMIAH J. SHEEHAN	REYNOLDS METALS COMPANY 6601 WEST BROAD STREET RICHMOND, VA 23230	11901 ABERDEEN LANDING TERRACE MIDLOTHIAN, VA 23113
TED D. SIMMONS	LDS CHURCH DEPT. OF PHYSICAL FACILITIES 11TH FLOOR 50 E. NORTH TEMPLE STREET SALT LAKE CITY, UTAH 84150	3005 EAST CHAUCER PL. SALT LAKE CITY, UTAH 84108

UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE, NJ 07470

OFFICERS

NAME AND TITLE

RESIDENCE ADDRESS

* W. CRAIG McCLELLAND
CHAIRMAN OF THE BOARD
CHIEF EXECUTIVE OFFICER

7 RIDGE CREST ROAD
SADDLE RIVER, NJ 07458

* JERRY H. BALLENGEE
PRESIDENT AND CHIEF
OPERATING OFFICER

340 HIGHLAND AVENUE
UPPER MONTCLAIR, NJ 07043

* JAMES M. REED
VICE CHAIRMAN OF THE BOARD
& CHIEF FINANCIAL OFFICER

915 OLENTANGY ROAD
FRANKLIN LAKES, NJ 07417

WILLIAM H. TRICE
EXECUTIVE VICE PRESIDENT

6 HANOVER ROAD
MOUNTAIN LAKES, NJ 07046

A. WILLIAM HAMILL
SENIOR VICE PRESIDENT-FINANCE

1600 VALLEY ROAD
WAYNE, NJ 07470

JOHN C. ALBERT
SENIOR VICE PRESIDENT

39 FALLIGANT
SAVANNAH, GA 31410

JEROME N. CARTER
SENIOR VICE PRESIDENT

62 CHERYL HILLS DRIVE
HAWTHORNE, NJ 07506

CHARLES H. GREINER, JR.
SENIOR VICE PRESIDENT

6 RIDGE ROAD
FRANKLIN, VA 23851

JOHN T. HEALD, JR.
SENIOR VICE PRESIDENT

416 MORRIS AVENUE
MOUNTAIN LAKES, NJ 07046

WILLIS J. POTTS, JR.
SENIOR VICE PRESIDENT

5 HERONS NEST
SAVANNAH, GA 31406

PETER L. ACTON
VICE PRESIDENT

478 LAUREL LANE
KINNELON, NJ 07405

SUSAN M. ARSEVEN
VICE PRESIDENT

247 SOUTH BOULEVARD
NYACK, NY 10960

DONALD W. BARNEY
VICE PRESIDENT AND
TREASURER

815 POND BROOK ROAD
FRANKLIN LAKES, NJ 07417

UNION CAMP CORPORATION

NAME AND TITLE

RESIDENCE ADDRESS

JAMES G. FENDIG
VICE PRESIDENT

4 SAVY LANE
SAVANNAH, GA 31401

JOHN F. HAREN
COMPTROLLER

123 GLENBROOK ROAD
MORRIS PLAINS, NJ 07950

C. STUART HOWELL
VICE PRESIDENT

467 OLD POST ROAD
WYCKOFF, NJ 07481

TIMOTHY P. KENEALLY
VICE PRESIDENT

95 LAUREL HILL ROAD
MOUNTAIN LAKES, NJ 07046

THOMAS J. LAMBRIX
VICE PRESIDENT

270 ARBOR ROAD
FRANKLIN LAKES, NJ 07417

DAVID J. LEVY
VICE PRESIDENT

245 HEIGHTS ROAD
RIDGEWOOD, NJ 07450

NORMAN F. NELSON
VICE PRESIDENT

145 OLD WOODS COURT
MAHWAH, NJ 07430

WELLS E. NUTT
VICE PRESIDENT

16 SUNBURST LANE
WAYNE, NJ 07470

LH PUCKETT
VICE PRESIDENT
(Legal First Name LH)

814 CLAY STREET
FRANKLIN, VA 23851

ANTHONY W. RUVO
VICE PRESIDENT

6 CANTERBURY DRIVE
N. CALDWELL, NJ 07006

DIRK R. SOUTENDIJK
VICE PRESIDENT, GENERAL
COUNSEL & SECRETARY

52 BRIARCLIFF ROAD
MOUNTAIN LAKES, NJ 07046

WILLIAM G. STEWART
VICE PRESIDENT

295 BRIARWOOD DRIVE
WYCKOFF, NJ 07481

KARL M. VAN WIRT
VICE PRESIDENT

15 WESLEY CROSSING
SAVANNAH, GA 31411

UNION CAMP CORPORATION

NAME AND TITLE

RESIDENCE ADDRESS

KEVIN G. McWILLIAMS
ASSISTANT TREASURER

49 UNDER ROCK ROAD
SPARTA, NJ 07871

JOHN G. WATSON
ASSISTANT TREASURER

70 PINES LAKE DRIVE
WAYNE, NJ 07470

JAMES B. GARDNER
ASSISTANT COMPTROLLER

7 CONIFER DRIVE R.D. #1
MENDHAM, NJ 07945

THOMAS J. TUBRIDY
ASSISTANT COMPTROLLER

180 JEFFERSON AVENUE
RIVER EDGE, NJ 07661

MARY BETH ELLIOTT
ASSISTANT SECRETARY

296 CREST PLACE
FRANKLIN LAKES, NJ 07417

LAIRD R. JONES
ASSISTANT SECRETARY

65 E. DEERWOOD RD
SAVANNAH, GA 31410

JAMES R. KOBLEUR
ASSISTANT SECRETARY

2509 SALCEDO AVENUE
SAVANNAH, GA 31406

EDWARD C. MINOR
ASSISTANT SECRETARY

106 THOMAS CIRCLE
COURTLAND, VA 23837

DIRECTORS INDICATED WITH AN ASTERISK

UCOFFHOM
1/97