

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

FILED
May 06 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/06/1956	
21 Suite, Apt #, etc.	22 City & State	26 Suite, Apt #, etc.	27 City & State	4. FEI Number 13-5652423	Applied For Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	FL
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	
Signature, typed or printed name of registered agent and title (Applicable)					

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D CARTLEDGE, R.E.	1.2 NAME	
STREET ADDRESS	6010 OCEANFRONT	1.3 STREET ADDRESS	
CITY-ST-ZIP	VIRGINIA BEACH VA	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VPT BARNEY, D.W.	2.2 NAME	
STREET ADDRESS	815 POND BROOK RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN LAKES NJ	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D BUSBEE, G	3.2 NAME	
STREET ADDRESS	1 OLD HUDGENS TRAIL	3.3 STREET ADDRESS	
CITY-ST-ZIP	DULUTH GA	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CEO MCCLELLAND, W. CRAIG	4.2 NAME	
STREET ADDRESS	7 RIDGE CREST RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SADDLE RIVER NJ	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PCO BALLANGEE, JERRY H.	5.2 NAME	
STREET ADDRESS	340 HIGHLAND AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	UPPER MONTCLAIR NJ	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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 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 in an attachment with an address.

SIGNATURE: *K.G. McWilliams* K.G. McWILLIAMS 4/24/98 (973) 628-2000

CR2E034 (10/97)

-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
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

<u>NAME AND TITLE</u>	<u>RESIDENCE ADDRESS</u>
* 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
CHARLES H. GREINER, JR. EXECUTIVE VICE PRESIDENT	6 RIDGE ROAD FRANKLIN, VA 23851
A. WILLIAM HAMILL EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER	1600 VALLEY ROAD WAYNE, NJ 07470
JOHN T. HEALD, JR. SENIOR VICE PRESIDENT	416 MORRIS AVENUE MOUNTAIN LAKES, NJ 07046
JOHN C. ALBERT SENIOR VICE PRESIDENT	39 FALLIGANT SAVANNAH, GA 31410
SUSAN M. ARSEVEN SENIOR VICE PRESIDENT	247 SOUTH BOULEVARD NYACK, NY 10960
JEROME N. CARTER SENIOR VICE PRESIDENT	62 CHERYL HILLS DRIVE HAWTHORNE, NJ 07506
THOMAS J. LAMBRIX SENIOR VICE PRESIDENT	270 ARBOR ROAD FRANKLIN LAKES, NJ 07417
WILLIS J. POTTS, JR. SENIOR VICE PRESIDENT	5 HERONS NEST SAVANNAH, GA 31406
LH PUCKETT VICE PRESIDENT (Legal First Name LH)	814 CLAY STREET FRANKLIN, VA 23851

UNION CAMP CORPORATION

<u>NAME AND TITLE</u>	<u>RESIDENCE ADDRESS</u>
PETER L. ACTON VICE PRESIDENT	478 LAUREL LANE KINNELON, NJ 07405
JOHN T. ANDERSON VICE PRESIDENT	34040 UNION CAMP DRIVE FRANKLIN, VA 23851
DONALD W. BARNEY VICE PRESIDENT AND TREASURER	815 POND BROOK ROAD FRANKLIN LAKES, NJ 07417
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
DAVID J. LEVY VICE PRESIDENT	245 HEIGHTS ROAD RIDGWOOD, NJ 07450
WELLS E. NUTT VICE PRESIDENT	16 SUNBURST LANE WAYNE, NJ 07470
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

<u>NAME AND TITLE</u>	<u>RESIDENCE ADDRESS</u>
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
1/98