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FILED
Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 036 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 811148

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/06/1956

2. Principal Place of Business
21

2a. Mailing Address
26

4. FEI Number
13-5652423

Applied For
 Not Applicable

Suite, Apt. #, etc.
22

Suite, Apt. #, etc.
27

5. Certificate of Status Desired **\$8.75** Additional Fee Required

City & State
23

City & State
28

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

Zip Country
24 **25**

Zip Country
29 **30**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

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 **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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input type="checkbox"/> DELETE
NAME	CARTLEDGE, R.E.	
STREET ADDRESS	6010 OCEANFRONT	
CITY-ST-ZIP	VIRGINIA BEACH VA	
TITLE	VPT	<input checked="" 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		

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 indicate 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: _____

4-20-99

973-628-2000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

00002/45

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-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

BDBHNOSS/9/98

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UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE, NJ 07470

OFFICERS

<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENT ADDRESS</u>
EDWARD J. MAHER ASSISTANT COMPTROLLER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	22 INDIAN TRAIL RANDOLPH, NJ 07869
THOMAS J. TUBRIDY ASSISTANT COMPTROLLER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	180 JEFFERSON AVENUE RIVER EDGE, NJ 07661
MARY BETH ELLIOTT ASSISTANT SECRETARY	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	296 CREST PLACE FRANKLIN LAKES, NJ 07417
LAIRD R. JONES ASSISTANT SECRETARY	UNION CAMP CORPORATION W. LATHROP AVENUE SAVANNAH, GA 31402	65 E. DEERWOOD RD. APT. 78. SAVANNAH, GA 31410
JAMES R. KOBLEUR ASSISTANT SECRETARY	UNION CAMP CORPORATION W. LATHROP AVENUE SAVANNAH, GA 31402	2509 SALCEDO AVENUE SAVANNAH, GA 31406
EDWARD C. MINOR ASSISTANT SECRETARY	UNION CAMP CORPORATION ROUTE 58 E FRANKLIN, VA 23851	106 THOMAS CIRCLE COURTLAND, VA 23837

DIRECTORS INDICATED WITH AN ASTERISK

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UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE, NJ 07470

OFFICERS

<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENT ADDRESS</u>
*W. CRAIG McCLELLAND CHAIRMAN OF THE BOARD & CHIEF EXECUTIVE OFFICER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	7 RIDGE CREST ROAD SADDLE RIVER, NJ 07458
* JERRY H. BALLENGEE PRESIDENT AND CHIEF OPERATING OFFICER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	340 HIGHLAND AVENUE UPPER MONTCLAIR, NJ 07043
CHARLES H. GREJNER, JR. EXECUTIVE VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	1600 VALLEY ROAD WAYNE, NJ 07470
A. WILLIAM HAMILL EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	5 VIRGINIA AVENUE RICHMOND, VA 23226
JOHN T. HEALD, JR. EXECUTIVE VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	416 MORRIS AVENUE MOUNTAIN LAKES, NJ 07046
JOHN C. ALBERT SENIOR VICE PRESIDENT	UNION CAMP CORPORATION W. LATHROP AVENUE SAVANNAH, GA 31401	39 FALLIGANT SAVANNAH, GA 31410
SUSAN M. ARSEVEN SENIOR VICE PRESIDENT CHIEF INFORMATION OFFICER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470*	247 SOUTH BOULEVARD NYACK, NY 10960
JEROME N. CARTER SENIOR VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	62 CHERYL HILLS DRIVE HAWTHORNE, NJ 07506
THOMAS J. LAMBRIX SENIOR VICE PRESIDENT	UNION CAMP CORPORATION 1 600 VALLEY ROAD WAYNE, NJ 07470	270 ARBOR ROAD FRANKLIN LAKES, NJ 07417
WILLIS J. POTTS, JR. SENIOR VICE PRESIDENT	UNION CAMP CORPORATION W. LATHROP AVENUE SAVANNAH, GA 31402	5 HERONS NEST SAVANNAH, GA 31410
LH PUCKETT SENIOR VICE PRESIDENT (Legal First Name LH)	UNION CAMP CORPORATION 34040 UNION CAMP DRIVE FRANKLIN, VA 23851	814 CLAY STREET FRANKLIN, VA 23851

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UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE, NJ 07470

OFFICERS

<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENT ADDRESS</u>
PETER L. ACTON VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	478 LAUREL LANE KINNELON, NJ 07405
JOHN T. ANDERSON VICE PRESIDENT	UNION CAMP CORPORATION 34040 UNIONCAMP DRIVE FRANKLIN, VA 23851	34040 UNION CAMP DRIVE FRANKLIN, VA 23851
JAMES G. FENDIG VICE PRESIDENT	UNION CAMP CORPORATION W. LATHROP LANE SAVANNAH, GA 31402	4 SAVY LANE SAVANNAH, GA 31401
JOHN F. HAREN CONTROLLER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	123 GLENBROOK ROAD MORRIS PLAINS, NJ 07950
C. STUART HOWELL VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	467 OLD POST ROAD WYCKOFF, NJ 07481
TIMOTHY P. KENEALLY VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	95 LAUREL HILL MOUNTAIN LAKES, NJ 07046
DAVID J. LEVY VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	245 HEIGHTS ROAD RIDGWOOD, NJ 07450
WELLS E. NUTT VICE PRESIDENT	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	16 SUNBURST LANE WAYNE, NJ 07470
ANTHONY W. RUVO VICE PRESIDENT	UNION CAMP CORPORATION 800 STATE HIGHWAY 3 CLIFTON, NJ 07012	6 CANTERBURY DRIVE N. CALDWELL, NJ 07006
DIRK R. SOUTENDIJK VICE PRESIDENT, GENERAL COUNSEL & SECRETARY	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	52 BRIARCLIFF ROAD MOUNTAIN LAKES, NJ 07046
WILLIAM G. STEWART VICE PRESIDENT	1600 VALLEY ROAD WAYNE, NJ 07470	295 BRIARWOOD DRIVE WYCKOFF, NJ 07481
KARL M. VAN WIRT VICE PRESIDENT	UNION CAMP CORPORATION W. LATHROP AVENUE SAVANNAH, GA 31402	15 WESLEY CROSSING SAVANNAH, GA 31411
JOHN G. WATSON ASSISTANT TREASURER	UNION CAMP CORPORATION 1600 VALLEY ROAD WAYNE, NJ 07470	70 PINES LAKE DRIVE WAYNE, NJ 07470