

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
A. P. GREEN SERVICES INC..
Held November 30, 1987

A special meeting of the Board of Directors of A. P. Green Services Inc. was held at the principal office of the Company in Mexico, Missouri, on November 30, 1987, at 10:00 A.M.

There were present at the meeting the following directors, constituting a quorum:

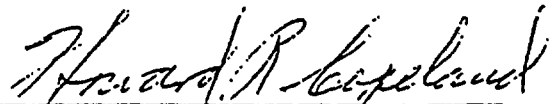
Max C. Aiken
Paul F. Hummer
Howard R. Copeland
Robert W. Jones

Mr. Aiken informed the Board that the former office facility at 1250 Maplelawn Drive in Troy, Michigan, has been substantially vacated and no longer needed for the Company's business and is to be dividended to A. P. Green Refractories Co. Such dividend is to be completed by a deed conveyance direct to USG Corporation dated December 1, 1987.

Upon motion duly made and seconded, the following resolution was adopted:

RESOLVED: That the president and secretary be and are hereby authorized and directed to execute and deliver such corporate deeds and other documents as may be required thereto for the conveyance of the property at 1250 Maplelawn Drive, Troy, Michigan, to USG Corporation as of December 1, 1987.

There being no further business, upon motion duly made and seconded the meeting was adjourned.


Howard R. Copeland, Secretary

