

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # 0062251

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

A. P. GREEN INDUSTRIES, INC.
GREEN BLVD.
MEXICO, MISSOURI 65265

(5) STATE OR COUNTRY OF INCORPORATION

DE

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]

JUN 9 1997

(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

12/29/1967

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

C T CORPORATION SYSTEM
KY. HOME LIFE BLDG., RM. 1102
LOUISVILLE, KY. 40202

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

[Stamp: JUN 9 1997]

Changes made to the registered agent or registered office cannot be made on this form. See Filing Instructions on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.
IF SOLE OFFICER, PLEASE CHECK

PRESIDENT SCHEDULE ATTACHED
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS SCHEDULE ATTACHED

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE [Signature] TITLE VP & TREASURER DATE 6/5/97

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation (s) certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____

**A.P. GREEN INDUSTRIES, INC.
SCHEDULE OF DIRECTORS AND OFFICERS**

DIRECTORS

DIRECTORS	OFFICE HELD	HOME ADDRESS	BUSINESS ADDRESS
Paul F. Hummer	Chairman/ CEO/President	5 Melody Lane, Mexico, MO 65265	Green Blvd., Mexico, MO 65265
Patrick J. O'Bryan		125 S. Franklin Street, Chicago, IL 60606	125 S. Franklin Street, Chicago, IL 60606
Daniel R. Toll		4066 Broadmoor Circle, Naperville, IL 60564	135 S. LaSalle St., Chicago, IL 60603
Donald E. Lasater		751 Cella Road, St. Louis, MO 63124	7811 Carondelet Ave., St. Louis, MO 63105
William F. Morrison		405 W. Gardner Ct., Marion, IN 46952	301 S. Adams, Marion, IN 46952
James M. Stoize		446 Twin Creek Road, St. Louis, MO 63141	P. O. Box 8, St. Peters, MO 63376
Mack G. Nichols		12300 Halsgame, Creve Coeur, MO 63141	7733 Forsyth Blvd., St. Louis MO 63105

OTHER OFFICERS - NOT DIRECTORS

OFFICERS	OFFICE HELD	HOME ADDRESS	BUSINESS ADDRESS
Max C. Aiken	Exec. V.P.	1805 Bennington, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
David G. Binder	V-President	Route 3, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
Daniel Y. Hagan	V-President	10 Country Club Drive, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
Orville Hunter, Jr.	V-President	816 Bucks Run, Columbia, MO 65201	Green Blvd, Mexico, MO 65265
Michael B. Cooney	Sr. V.P./Secy.	330 Jefferson Road, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
Jurgen H. Abels	V-President	2404 Bluff Blvd., Columbia, MO 65201	Green Blvd, Mexico, MO 65265
Ron L. Bramblett	V-President	Route 3, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
Frank J. Cordie	V-President	8623 Pebble Creek Ct, Montgomery, AL 36116	Green Blvd, Mexico, MO 65265
John L. Kelsey	V-President	8550 Barry Road, Columbia, MO 65201	Green Blvd, Mexico, MO 65265
Gary L. Roberts	VP/Treas/CFO	219 E. Teal Lake Road, Mexico, MO 65265	Green Blvd, Mexico, MO 65265
	Asst. Secy.		