

Creating a World Leading Joint Venture

Asia – Australasia – Middle East



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17 October 2013



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USG Cautionary Statements



This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 related to management's expectations about future conditions. Actual business, market or other conditions may differ materially from management's expectations and, accordingly, may affect our sales and profitability or other results and liquidity. Actual results may differ materially due to various other factors, including: economic conditions, such as the levels of new home and other construction activity, employment levels, the availability of mortgage, construction and other financing, mortgage and other interest rates, housing affordability and supply, the levels of foreclosures and home resales, currency exchange rates and consumer confidence; capital markets conditions and the availability of borrowings under our credit agreement or other financings; our substantial indebtedness and our ability to incur substantial additional indebtedness; competitive conditions, such as price, service and product competition; shortages in raw materials; changes in raw material and energy costs; volatility in the assumptions used to determine the funded status of our pension plans; the loss of one or more major customers and our customers' ability to meet their financial obligations to us; capacity utilization rates for us and the industry; our ability to expand into new geographic markets and the stability of such markets; our ability to successfully enter into and operate the joint venture with Boral Limited, including risks that our joint venture partner, Boral Limited, may not fulfill its obligations as an investor or may take actions that are inconsistent with our objectives; our ability to protect our intellectual property and other proprietary rights; changes in laws or regulations, including environmental and safety regulations; the satisfactory performance of certain business functions by third party service providers; our ability to achieve anticipated savings from cost reduction programs; the outcome in contested litigation matters; the effects of acts of terrorism or war upon domestic and international economies and financial markets; and acts of God. We assume no obligation to update any forward-looking information contained in this presentation. Additional information concerning these and other factors may be found in our filings with the Securities and Exchange Commission, including the "Risk Factors" in our most recent Annual Report on Form 10-K.

1. *Overview of the transaction / strategic rationale*
 2. USG's IP / Technology and adjacent products
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Boral and USG are forming a US \$1.6 billion¹ plasterboard and ceilings joint venture, *USG Boral Building Products*, bringing together Boral's leading plasterboard manufacturing and distribution footprint in Asia and Australia with USG's world-leading building products technologies and strategic assets in Asia and the Middle East.



1. Asset value of US\$1.6bn subject to finalisation of fair valuation, completion adjustments and final foreign exchange rates at the date of completion



Overview of the transaction

- 50:50 US\$1.6bn¹ plasterboard and ceilings joint venture, *USG Boral Building Products*, will encompass the following assets:
 - Boral's Gypsum operations in Asia and Australia, including its holdings in, or portions of, Gypsum Resources Australia (GRA) and Rondo joint ventures with CSR
 - USG's wholly owned operations in Asia, New Zealand, and its holdings in, or portions of, current joint ventures in the Middle East², Oman and China
 - Exclusive rights to use USG's intellectual property including its world-leading plasterboard, joint compound and ceilings technologies
- To achieve 50% ownership interest, USG will make a US\$500m upfront cash payment to Boral
 - Boral will also have the potential to receive earn out payments of up to US\$75m, based on three- and five-year earnings targets

1. US\$1.6bn asset valuation subject to finalisation of fair valuation, completion adjustments and final foreign exchange rates at the date of completion
2. Middle East joint venture refers to assets held in Saudi Arabia



Creating a leading building products partnership in Asia, Australasia and the Middle East

The joint venture will be the market leader in its Territory¹ in sales, scale, distribution, coverage (product and geography) and technology

- **USG** is a world leader in building products technologies with strategic assets in the Middle East, New Zealand and Asia
- **BORAL** has a leading plasterboard manufacturing and distribution footprint in Asia and Australia

Combined business delivers:

- #1 or #2 position in most markets served
- Sustainable long-term competitive advantage through game-changing technologies
- Substantial synergies, expected from
 - Roll-out of USG technology across Boral's Gypsum operations
 - Leveraging Boral's distribution network to offer USG's adjacent products
- Capability to pursue and self-fund new opportunities
- Over 150 years of combined industry leadership and experience

1. Includes Asia, Australasia and the Middle East



The joint venture partners

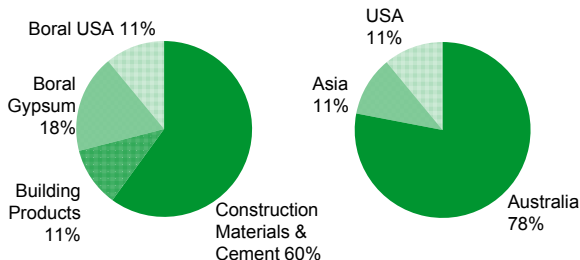
Overview of BORAL (ASX: BLD)

- A\$3.7bn market cap (US\$3.5bn)¹
- A\$5.3bn (US\$5.4bn)² revenue in FY2013³
- 12,610 employees as of 30 June 2013
- Construction Materials, Building Products and Gypsum
- Australia, Asia and US

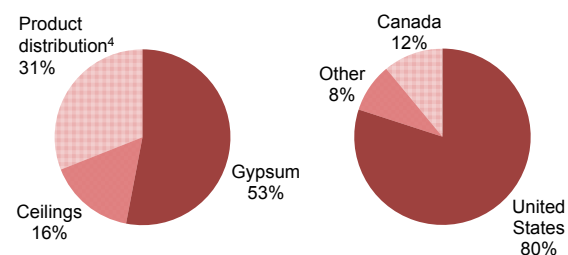
Overview of USG (NYSE: USG)

- US\$3.0bn market cap¹
- US\$3.2bn revenue in FY2012³
- 8,500 employees as of 31 December 2012
- Gypsum, Ceilings and Product Distribution
- North America, South America, Asia and Middle East

Segment revenue – FY2013 Geographic revenue – FY2013



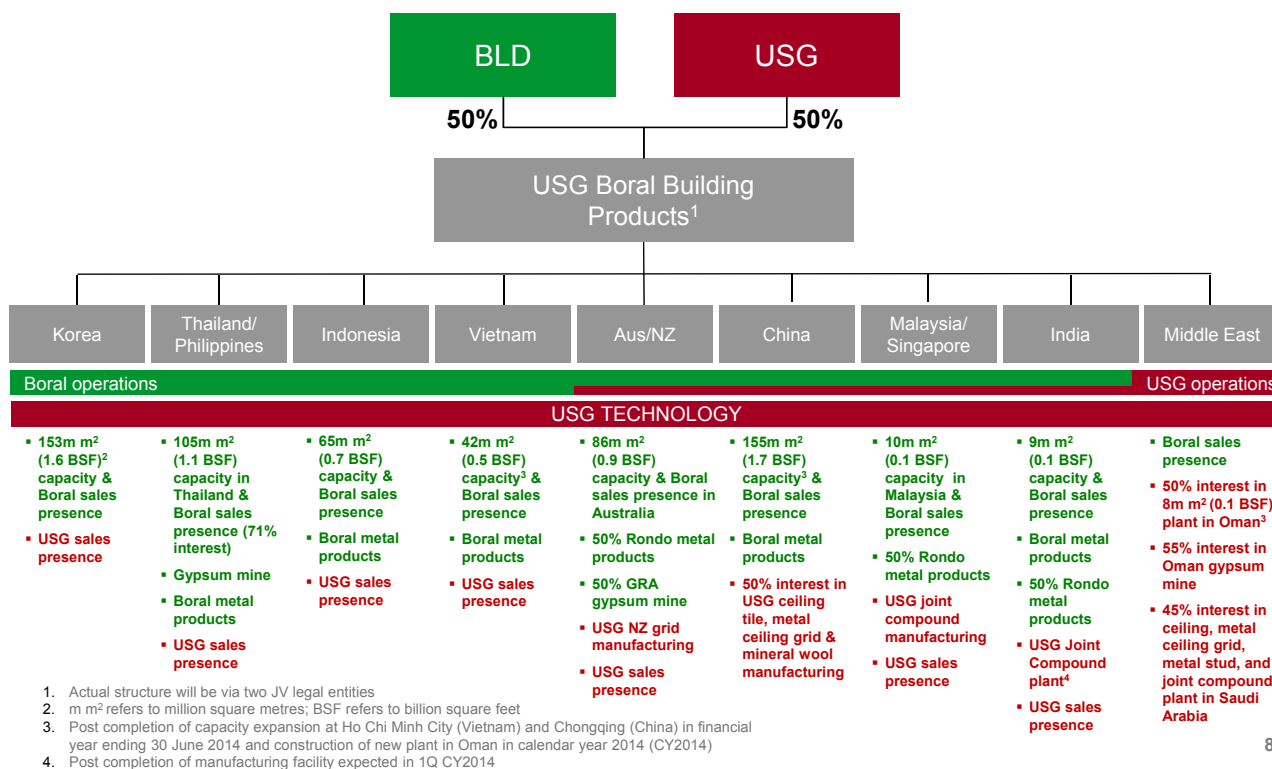
Segment revenue – FY2012 Geographic revenue – FY2012



1. Source: Company reports. Share price from IRESS and Factset as at 10 October 2013. Based on A\$/US\$ exchange rate of 0.95 as at 10 October 2013
 2. Based on average A\$/US\$ exchange rate of 1.02 for the year ended 30 June 2013
 3. Boral's financial year ended 30 June 2013; USG's financial year ended 31 December 2012
 4. USG's Product Distribution business outside Asia and the Middle East and Boral's Building Products division (which includes Bricks, Roofing, Timber & Windows) are not a part of the Joint Venture transaction



Overview of joint venture operations in Asia, Australasia and the Middle East

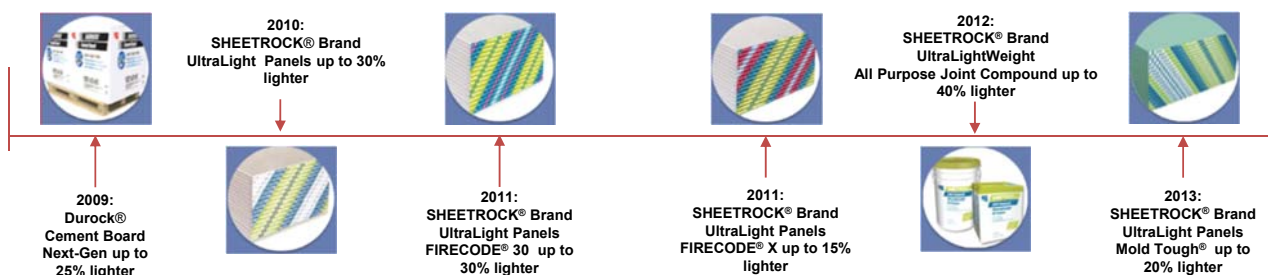


1. Actual structure will be via two JV legal entities
 2. m² refers to million square metres; BSF refers to billion square feet
 3. Post completion of capacity expansion at Ho Chi Minh City (Vietnam) and Chongqing (China) in financial year ending 30 June 2014 and construction of new plant in Oman in calendar year 2014 (CY2014)
 4. Post completion of manufacturing facility expected in 1Q CY2014

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USG: A history of differentiating through innovation

- USG has led every major industry innovation¹
 - US\$170m invested in R&D since 2003 with 2,000+ patents received
 - Dedicated research & development facility in Libertyville, Illinois, US
- Significant recognition received for innovations
 - 2011 – Global Gypsum Magazine's Product of the Year Award and The Home Depot's Product Innovation of the Year Award (SHEETROCK® Brand UltraLight Panels)
 - 2013 – Ranked a Top Innovator in the Industrial Materials Sector by the Patent Board
- Superior performing, lower weight products in plasterboard, cement board and joint compound
 - UltraLight products command a price premium, can be produced at equivalent cost² and reduce freight
 - Better score and snap, superior sag resistance, and lighter weight characteristics improve contractor and distributor productivities



1. See slide in appendix for an overview of USG's technology journey and leading innovations

2. Equivalent cost compared to USG's previous generation technology plasterboard, but at a lower cost relative to industry standard / Boral Gypsum plasterboard

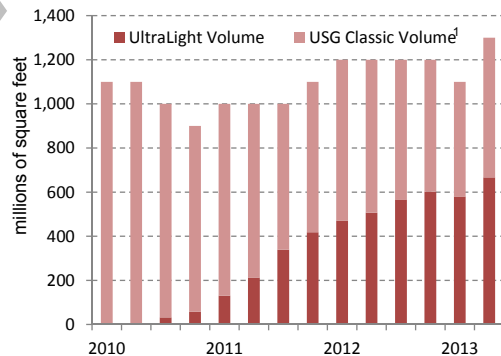
Strong market response and rapid adoption of UltraLight technology



United States

- 50% conversion across full USG plasterboard portfolio in 3 years
- ~80% of 1/2" wallboard converted to SHEETROCK® Brand UltraLight Panels
- Side by side comparison drives rapid adoption in the retail channel
- Superior performance attributes encourage residential adoption
- Productivity enhancements yield strong commercial conversion

US: Total Board Volumes



Mexico

- Improved performance attributes speeds adoption in emerging market
- Lighter weight generates freight savings and improved profitability
- Positioned as a premium price, superior performance product

Canada

- Strong conversion rate attributed to performance characteristics
- Lighter weight increases contractor productivity and profitability
- High adoption rates in all end use markets

1. Classic volume refers to USG's technologies preceding UltraLight third generation technology

Customer testimonials illustrate the strong value proposition of USG's UltraLight portfolio



"When we started tracking board counts on this product we began seeing production rate increases"

– Commercial Contractor, US

"We will use the product whenever possible"

– Residential Contractor, US

"I could do easily 5-10 more sheets"

– Installer, US

"All attributes are excellent, I prefer this board"

– Contractor, Mexico

"Lighter, easier to screw, easier to install, and has no difficulty cutting"

– Contractor, Mexico

"Panel weight makes it easier to install & work with"

– Contractor, Mexico

"It just flows onto the walls"

– Contractor, US regarding SHEETROCK® Brand UltraLightweight Joint Compound



High-performance ceilings business provides a strong, complementary adjacency that further differentiates the joint venture



- ✓ #2 USG global share in the industry with leading brands
- ✓ International manufacturing and market coverage
- ✓ Profitable business with stable margins through the US cycle
- ✓ Solutions focused on performance, sustainability and aesthetics



Acoustical Tile

- Full-line high performance offering
- Sustainable solutions
- Architectural specification focused



Specialty Solutions

- Innovator
- Leading brands
- Enhances the aesthetics of finished space
- Creates a basis of design for the specifier



Suspension Systems

- Globally recognised DONN® grid
- World class manufacturing
- Complete code approvals
- Partnered with GE for integrated LED lighting solution



Commercial Segments

- Extends the portfolio for commercial projects
- Strong in all commercial segments
- Broadens the portfolio of product solutions for commercial projects

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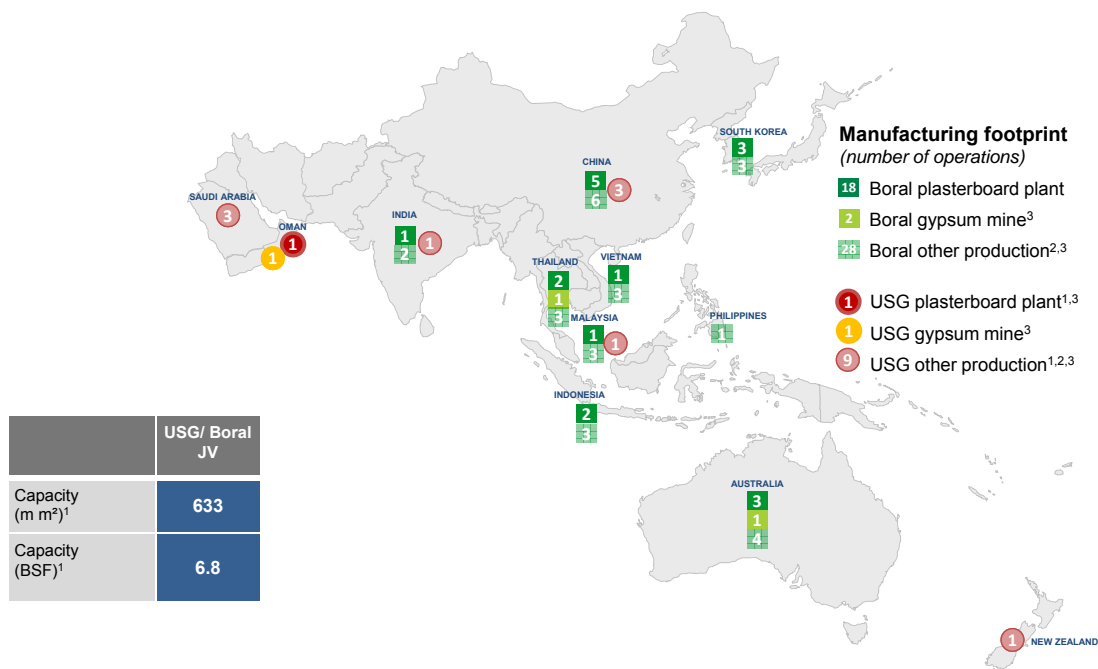
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Joint venture has leading positions across Asia, Australasia and the Middle East



1. Production either online or expected to be online in CY2014
2. Production may be at the same physical location. Other production includes ceiling tile, metal ceiling grid, metal products, joint compounds, mineral wool and cornice production
3. Certain manufacturing facilities and gypsum quarries held in joint venture with third parties (refer to page 8 of this presentation)

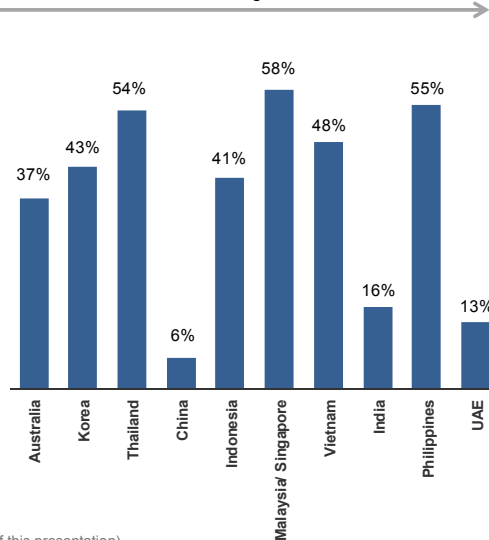
Joint venture market positions



Country	Board Capacity		Board lines	Non-board production ³	Sales offices	Gypsum mine
	(m m ²)	(BSF)				
China	155 ²	1.7 ¹	7 ¹	9 ³	7	-
Korea	153	1.6	4	3	6	-
Thailand	105	1.1	3	3	3	1
Australia	86	0.9	3	4 ³	9	1 ²
Indonesia	65	0.7	3	3	5	-
Vietnam	42 ¹	0.5 ¹	2 ¹	3	5	-
Malaysia/Singapore	10	0.1	1	4 ³	4	-
India	9	0.1	1	3 ³	7	-
Other ⁴	-	-	-	1	8	-
New Zealand	-	-	-	1	1	-
Saudi Arabia	-	-	-	3 ³	3	-
Oman	8 ¹	0.1 ¹	1 ¹	-	-	1
Total	633	6.8	25	37	58	3

JV plasterboard market share 2013⁵

Revenue contribution from largest to smallest

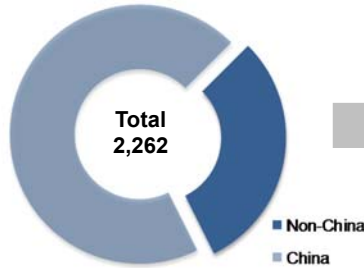


1. Production either online or expected to be online in CY2014
2. Includes metal stud, metal ceiling grid, joint compound, ceiling tile, cornice and/or mineral wool facilities
3. Certain manufacturing facilities and gypsum mines held in joint venture with third parties (refer to page 8 of this presentation)
4. Other includes metal plant in the Philippines and export business in UAE, Philippines, and Hong Kong
5. Source: management estimates based on plasterboard sales volume, excluding ceiling tiles

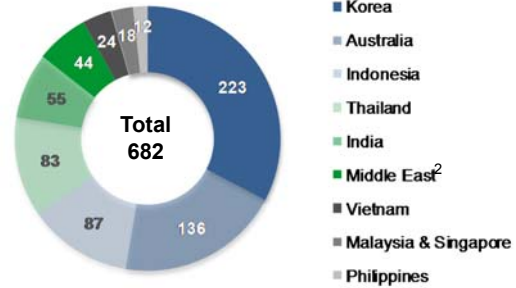
Asian markets represent strong growth potential for JV building products



2013 Market size in JV region¹
(million m²)



2013 Market size in JV region – except China¹
(million m²)



Market Highlights

- Korea:** mature market with strong potential in residential wall penetration
- Australia:** mature market with appetite for high performance and high quality products
- Indonesia:** strong growth in third most populated country in Asia, with large consumer market
- Thailand:** solid growth with opportunity to increase plasterboard penetration
- China:** largest market with continued growth due to government limitations on brick and clay
- India:** demand for faster building construction is accelerating modern product usage
- Middle East:** steady growth resulting from strong government investment in numerous markets

1. USG and Boral estimates for plasterboard market (excluding ceiling tiles)
2. Middle East defined as including UAE, Oman and Saudi Arabia

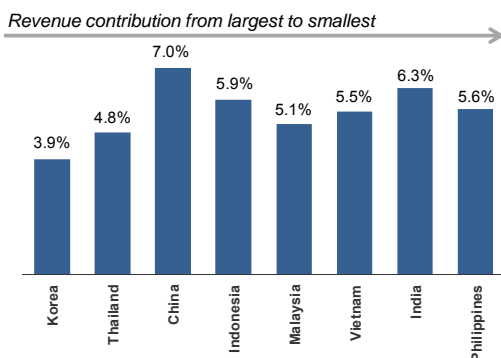
Strong macro fundamentals driving growing market demand



Real GDP growth – Asian countries¹

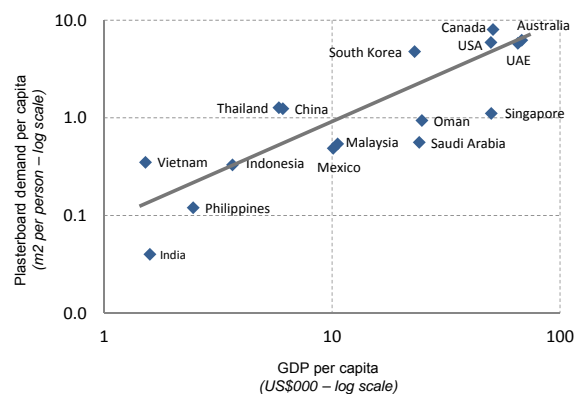
- Strong economic growth forecast across most Asian markets
- Increasing commercial projects expected to drive growth in non-residential construction
- Increasing urbanisation will drive growth in residential new build

Forecast real GDP growth – 5 year CAGR to 2018¹



Plasterboard demand/GDP per capita¹

- Historically plasterboard use starts in ceilings then moves to walls, and starts in commercial then moves to housing
- Lightweight, flexible and easy to install characteristics make plasterboard the interior lining product of choice
 - USG technology expected to enhance this attribute
- Asia expected to become the world's largest plasterboard market by 2015



1. Source: IMF data at October 2013
2. Boral management estimates for plasterboard demand. GDP per capita and population based on IMF 2013 forecast data.

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Substantial synergies expected from both the application of USG's gypsum technologies (manufacturing and freight cost savings plus revenue enhancements) and leveraging Boral's customer relationships and distribution platform
(USG's adjacent products)



Anticipated synergies exceed US\$50m per annum within 3 years of completing technology roll-out



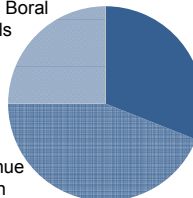
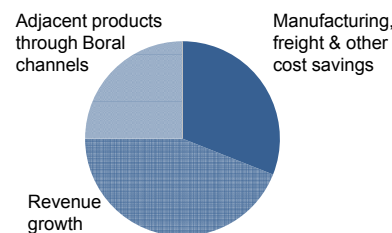
Expect substantial synergies from:

- Roll-out of USG's technologies:
 - lower manufacturing & freight costs
 - enhanced revenues through price premium
- Adjacent product sales through Boral market channels
 - ceiling products, metal products, cement and fibre board, joint compounds

Synergies:

- Adjacent product synergies to commence immediately
- Other synergies to ramp up following 2 year phased technology roll-out and as market penetration increases
- Upfront operational expenditure will exceed synergies in first two years
- Based on extensive due diligence undertaken, including product testing

Targeted synergy breakdown



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Implementation of technology expected to be self-funded



- Targeted roll-out of technologies across all gypsum manufacturing lines
- Phased over approximately 2 years
- Approximately US\$50m of capital expenditure expected to implement technology upgrades
- Includes equipment modification, staff training, secondment of USG technology team and other upgrades
- Expected to be funded through JV cash flows



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Estimated transaction value¹

- Estimated asset value of the joint venture is US\$1.6bn¹
 - US\$1.35bn for assets contributed by Boral; US\$0.25bn for assets contributed by USG
- USG's contributed assets include a perpetual licence in the JV's Territory to USG's current plasterboard technology, and the ceilings, joint compound and grid technologies currently used in the Territory (including improvements to current technologies)
- Up to US\$575m total payment from USG to Boral:
 - US\$500m cash upfront
 - Earn out payments totalling up to US\$75m² (net present value of ~US\$50m)

USD	BORAL		USG
Assets	\$1,350m ¹		\$250m ¹
Cash	(\$500m)	Balancing cash payment	\$500m
NPV of earn out	(\$50m) ²	← From JV earnings	\$50m ²
Net contribution to JV	\$800m		\$800m

1. Subject to finalisation of fair valuation, completion adjustments and final foreign exchange rates at the date of completion
Including USG's and Boral's respective shares in non-controlling and controlled interests

2. Subject to achieving three- and five-year earnings targets

Key transaction terms



Structure	<ul style="list-style-type: none"> USG's and Boral's respective assets to be contributed into the joint venture USG to make US\$500m initial payment, then two potential earn outs: US\$25m after 3 years and US\$50m after 5 years upon achieving earnings targets
Management	<ul style="list-style-type: none"> CEO will be Frederic de Rougemont, Boral Gypsum CFO will be Paul Monzella, USG Corporation Joe Holmes, Chief Technology Officer, and Bill Hogan, VP Product Adjacencies, from USG Corporation will be executives Finance and Technical Committees will provide oversight and assistance to joint venture management
Governance	<ul style="list-style-type: none"> Chairman will be Jennifer Scanlon, USG Corporation (no casting vote) Right to appoint chairman will rotate every two years Board will consist of equal nominee directors from Boral and USG for as long as they hold 50:50 interests
Funding	<ul style="list-style-type: none"> Joint venture expected to be self funding with ability to borrow in its own right, subject to JV Board approval Targeted dividend distribution of 50% of after-tax profit

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Key transaction terms



Intellectual Property	<ul style="list-style-type: none"> Joint venture granted exclusive royalty-free rights in the Territory to current Boral IP and USG IP, including improvements to current technology Exclusive option during the term to licence future "breakthrough IP" developed by USG and Boral Exclusive option during the term to licence "adjacent IP" generated by USG
Distribution rights	<ul style="list-style-type: none"> Exclusive distribution rights for USG products in the JV Territory during the term
Non-compete	<ul style="list-style-type: none"> Joint venture parties will not compete with the joint venture in the defined Territory Party who exits the joint venture will not compete until the later of the third anniversary of their exit, or 10 years from the commencement of the joint venture
Transfer of interest / change of control	<ul style="list-style-type: none"> 7 year standstill on transfer of interest in joint venture Pre-emptive rights including right of first offer, last right to buy and tag-along right for non-selling party Change of control, which applies to any entity in the chain of ownership, including the parent companies, triggers a call option for the other party at fair market value

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USG funding and earnings implications

Calendar year 2014 expected impact to USG earnings¹

	US\$m
Projected JV earnings ²	\$35 - \$45
Adjustment for USG's contribution to the JV ³	(\$6 - \$8)
USG projected interest expense ⁴	(\$22 - \$25)
Total projected JV impact to USG's net income in CY2014⁵	\$7 - \$12

- **Accretive** – US\$7-\$12m expected contribution to USG bottom line in CY2014⁵. Results are expected to increase over time as technology is propagated and capabilities are optimised
- **NPV positive** – expected future returns exceed present value of cash contributions as synergies are realised
- **Balance Sheet positive** – expected EBITDA to offset additional leverage, with higher cash contribution and lower debt/EBITDA over time
- USG expects to fund the joint venture through US\$350m in long-term debt and US\$150m of cash from its balance sheet, with earn out payments of up to US\$75m⁶

1. Guidance will not be provided on a quarterly or annual basis
 2. JV results will be reflected in USG's Equity Method Income on its Statement of Operations, below the Operating Profit line and may vary based on finalization of fair valuation at the date of completion and foreign exchange rates
 3. Represents full projected earnings contributions from USG's contributed entities in 2014
 4. Expected interest payment related to the long-term debt used to fund the joint venture
 5. Expected contribution is based on 12 months of operations, results may vary based on the actual commencement date of JV operations
 6. \$75m earn out payments have a Net Present Value of \$50m based on the three- and five-year performance targets

Strengthening BORAL's Balance Sheet

As at 30 June 2013 – Proforma Gearing

	30 June 2013	Proforma ¹
Gearing (Net debt / net debt + equity)	30%	22%
Gearing (covenant calculation)	40%	29%

- US\$500m upfront cash:
 - Majority of proceeds to be applied to reducing Boral's debt
 - May also consider capital management initiatives, subject to market conditions
- Reduction in proforma gearing reflects group net debt reducing to ~ A\$0.9bn
- JV self funding

Impact to financial statements

- Transaction will be reflected in Boral's accounts as an equity accounted interest (50%) in joint ventures following
 - De-consolidation of existing Australian and Asian subsidiaries
 - Recognition of single balance sheet asset, equity accounted investment in joint ventures, at fair value
- Final accounting impact will be finalised following transaction completion
- Value accretive for Boral shareholders

1. Illustrative impact on balance sheet ratios if the transaction had occurred on 30 June 2013. Unaudited figures for illustrative purposes only, assumes FX AUD/ USD of 0.9257.

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BORAL – impact on Income Statement

Year ended 30 June 2013 – Proforma Income Statement

Illustrative FY2013 Income Statement as if transaction had occurred on 1 July 2012

	Group	Proforma adj ²	Proforma adj ³	Proforma Group
Revenue	5,286	(919)	-	4,367
EBIT ¹	228	(83)	27	172
Net interest	(97)	4	20	(73)
Income tax expense ¹	(20)	16	(6)	(10)
Non-controlling interest	(6)	8	-	2
Profit after tax ¹	104	(55)	41	91

- FY2013 proforma assumptions:
 - Interest savings based on initial debt repayment of A\$250m⁴ and A\$250m⁴ cash on deposit
 - Excludes: impact from USG contributed operations⁵, benefits from synergies, integration costs and any gain/ loss on disposal at date of transaction (after fair value adjustments) – will be treated as a significant item
- In FY2014, expect Boral's NPAT to reduce by around A\$15m
- Expect ~US\$35-\$45m⁶ as 50% share of JV post-tax earnings in first full year

1. Excluding significant items

2. Illustrative deconsolidation of Gypsum Australian and Asian entities

3. Illustrative impact of equity accounted post-tax earnings and interest savings (excludes earnings from USG entities and synergies)

4. Initial proceeds of US\$500m at July 2012 FX rate 1:1

5. Net contribution from USG in FY2013 is negligible

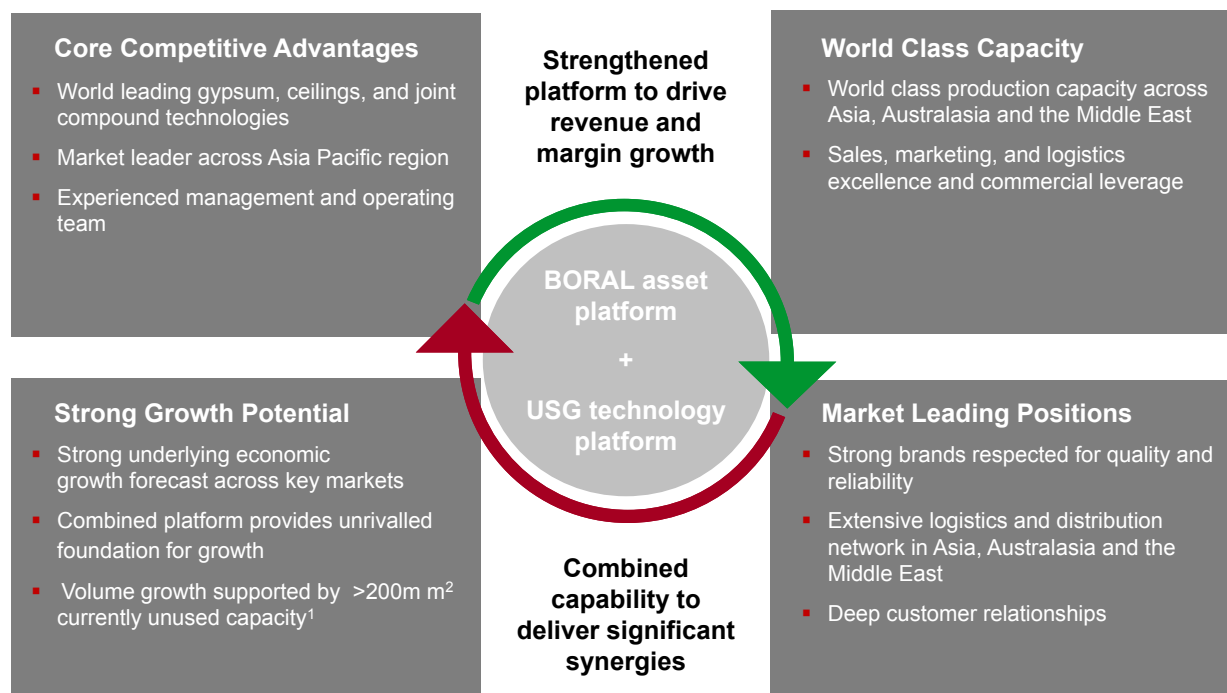
6. Assumes a negligible level of net debt within the JV

Figures may not add due to rounding.

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1. Based on 69% asset utilisation for year ended 30 June 2013 and includes capacity expansion projects at Ho Chi Minh City (Vietnam) and Chongqing (China) and construction of new plant in Oman to be completed in CY2014

QUESTIONS

Transaction completion targeted for January 2014



Build Something Great



It's your world. Build it.

APPENDIX



Build Something Great



It's your world. Build it.

Differentiate Through Innovation



1900



- Sheetrock®
- Sheetrock Gypsum Panels
- Pyrobar Gypsum Partition Tile

1920



- Acoustone®
- Rocklath®
- Gyplap® Gypsum Sheathing
- Rocklath Gypsum Lath
- Acoustone Ceiling Tiles
- Perf-A-Tape® Joint Reinforcement

1940



- Pyrofill®
- Firecode®
- Structo-Gauge® Gauging Plaster
- Pyrofill® Poured Gypsum Roof Deck
- Water Repellent Wallboard
- Structo-Lite Perlited Plaster
- Sheetrock Firecode Core (Type X)
- Tapered Edge Panels
- Ready-Mixed Joint Compound
- 2" Solid Gypsum Wall Board System

1960



- Ultrawall®
- Structocore
- Structocore™ Wall System
- First Metal Stud Drywall System
- RC-1 Channel
- Sheetrock WR Gypsum Panels
- Chemically Hardening Joint Compound
- SW Gypsum Panels
- Blendtex Gypsum Panels
- Exterior Ceiling Board
- Ultrawall Relocatable Wall System
- USG Shaft Wall System
- Textone SW Gypsum Panels
- Area Separation Wall System
- Light Steel Framing

1980



- Durock®
- Fiberock®
- Structocore Security System
- Durock Cement Board
- Sheetrock Plus 3™ Joint Compound
- X-Technology Ceiling Panels
- Firecode® Compound
- 3/4" Ultracode® Core Gypsum Panels
- Compasso™ Suspension Trim
- Quick Release II Clip
- Cuvatura™ 3-D System
- Radar™ ClimaPlus™ Ceiling Panels
- Fiberock Panels
- USG Drywall Suspension System

2000



- Humitek®
- Levelrock®
- Next Generation Gypsum Panels
- Levelrock Floor Underlayment System
- USG™ Decorative Interior Finish System
- Geometrix™ Metal Ceiling Panels
- Astro™ ClimaPlus™ Ceiling Panels
- Translucents™ Luminous Panels
- Topo™ 3-D Ceiling Panels
- Humitek Gypsum Panels
- Securock® Roof Board
- Sheetrock® All Purpose Joint Compound with Dust Control
- Sheetrock® Mold-Tough panels
- Zero-emitting ceiling tiles
- High Recycled Content Suspension Systems
- True Wood Ceiling Panels
- Securock® Glass-Mat Sheathing
- Securock® Glass-Mat Liner Panels

2010



- Sheetrock® Brand UltraLight Panels
- Securock® Glass-Mat Roof Board
- Durock® Cement Board Next-Gen
- SHEETROCK® Brand UltraLightWeight All Purpose Joint Compound



Sept 2013, USG ranked 9th in innovation out of 112 companies in the Industrial Materials Industry by the Patent Board

2000 – 2012
1,100+ US Patents