



1-8864

cert cse

February 7, 2006

FEB 07

Ms. Willa Mae Stroud
Office of Filing and Information Services
Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549

Via fax and regular mail

Dear Ms. Stroud:

The Chicago Stock Exchange, Inc. hereby certifies the receipt of one copy of the Form 8-A Registration Statement, application for listing and related exhibits for the permanent registration for the following:

**USG CORPORATION
Preferred Stock Purchase Rights**

The Chicago Stock Exchange, Inc. further certifies that it has approved the above mentioned security for listing and registration under the Securities and Exchange Act of 1934.

We would appreciate acceleration with this issue. We would appreciate being notified by telephone at (312)663-2581 when this registration is declared effective.

Respectfully submitted,
CHICAGO STOCK EXCHANGE, INC.

Eileen Daut
Manager
Listing Department

PROCESSED

FEB 21 2006

THOMSON FINANCIAL 3

cc: Robert J. Burrell - USG Corp.