

No. **C 23465****Due no later than October 31, 2004**
Annual Report Form2. Registered Agent and Office **NO PO BOX**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

CHEVRON U.S.A. INC
TAX DEPARTMENT
2613 CAMINO RAMON
ROOM 5319
SAN RAMON, CA 94583PRENTICE-HALL CORP SYSTEM
1401 SHORELINE DR STE 2
BOISE, ID 83702**NO FILING FEE IF
RECEIVED BY DUE DATE**3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

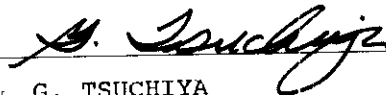
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
PRESIDENT -	R. I. WILCOX	1111 BAGBY ST.	HOUSTON, TX.		77002
SECERTARY -	L. I. BEEBE	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR -	L. I. BEEBE	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR -	J. S. BINDRA	6101 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR -	M. J. FOEHR	6101 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR -	T. R. THORNTON	1301 McKINNEY,	HOUSTON, TX.		77010
DIRECTOR -	R. I. WILCOX	1111 BAGBY ST.	HOUSTON, TX.		77002

5. Organized Under the Laws of:

PENNSYLVANIA
C 23465

6.

Signature

Date 8/10/04Name
(Typed or
Printed)

G. TSUCHIYA

Title ASST SECRETARY

CHEVRON U.S.A. INC.

25-0527925

Directors

Business Address

L. I. Beebe	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
J. S. Bindra	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
M. J. Foehr	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
T. R. Thornton	1301 McKinney, Houston, TX. 77010
R. I. Wilcox	1111 Bagby St., Houston, TX. 77002

Name

Officers

Business Address

R. I. Wilcox	President	1111 Bagby St., Houston, TX. 77002
L. B. Barry	Vice-President	1401 Eye St. NW., Washington, DC 20005
L. I. Beebe	Vice-President & Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
P. V. Bennett	Vice-President & Treasurer	2005 Diamond Blvd, Concord, CA 94520
W. C. Taylor	Vice-President & Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
M. J. Foehr	Vice-President	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
G. H. Hagstrom	Vice-President	6001 Bollinger Canyon Rd., San Ramon, Ca. 94583
H. A. Payne	Vice-President	2613 Camino Ramon, San Ramon, CA. 94583
E. B. Scott	Vice-President	6001 Bollinger Canyon Rd, San Ramon, CA 94583
T. R. Thornton	Vice-President	1301 McKinney, Houston, TX. 77010
W. M. Williams	Vice-President	2613 Camino Ramon, San Ramon, Ca. 94583
O. F. Baldwin II	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
J. M. Barnum	Asst Secretary	15 Smith Rd., Midland, TX. 79705
S. A. Berg	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
F. V. Bratcher	Asst Secretary	9525 Camino Media, Bakersfield, CA. 93311
W. J. Brechtel	Asst Secretary	2613 Camino Ramon, San Ramon, CA 94583
R. M. Buelow	Asst Secretary	9525 Camino Media, Bakersfield, CA 93311
W. F. Byers	Asst Secretary	1111 Bagby St., Houston, TX. 77002
V. L. Byers III	Asst Secretary	9525 Camino Media, Bakersfield, CA 93311
G. R. Cain	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
P. D. Cannon	Asst Secretary	2811 Hayes Rd., Houston, TX. 77082
M. L. Carthew	Asst Secretary	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
J. K. Couvillion	Asst Secretary	935 Gravier Street, New Orleans LA 70112
J. W. Crowley	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
R. L. Curry	Asst Secretary	1111 Bagby St, Houston, TX. 77002
T. J. Daughtrey-Kramer	Asst Secretary	2811 Hayes Rd., Houston, TX 77082
J. T. DeClaire	Asst Secretary	2003 Diamond Blvd., Concord CA. 94520-5738
G. D. Desai	Asst Secretary	1111 Bagby St., Houston, TX. 77002
J. E. Dickinson	Asst Secretary	1111 Bagby St., Houston, TX. 77002
J. G. di Zerega	Asst Secretary	4601 DTC Blvd, Denver Co. 80237
D. M. Drago	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, Ca. 94583
D. L. Ely	Asst Secretary	100 Chevron Way, Richmond, CA 94802
J. J. Ely	Asst Secretary	2613 Camino Ramon, San Ramon, Ca. 94583
D. L. Farr	Asst Secretary	935 Gravier Street, New Orleans, LA. 70112
G. M. Flaherty	Asst Secretary	11111 S. Wilcrest, Houston, Tx. 77099
M. H. Forman	Asst Secretary	1111 Bagby St., Houston, TX. 77002
C. D. Frisbie	Asst Secretary	15 Smith Rd. , Midland, TX 79705
J. D. Gass	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, Ca. 94583
J. Gaston	Asst Secretary	1400 Woodlands Forest Dr., The Woodlands TX. 77380
N. Godfrey	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
C. H. Guthrie	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
D. R. Haley	Asst Secretary	1111 Bagby St., Houston, TX. 77002

CHEVRON U.S.A. INC.

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G. Handel	Asst Secretary	6001 Bollinger Canyon Road, San Ramon, CA 94583
R. J. Harris	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
G. Hejtmanek	Asst Secretary	1111 Bagby St., Houston, TX. 77002
G. D. Henderson	Asst Secretary	4900 California Ave., Bakersfield, CA 93302
M. A. Humphrey	Asst Secretary	500 Fifth Avenue, S.W., Calgary, T2P OL7, Canada
M. B. Jennings	Asst Secretary	9525 Camino Media, Bakersfield, CA. 93311
L. W. Johns	Asst Secretary	9525 Camino Media, Bakersfield, CA 93311
J. H. Jones, Jr.	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
R. J. Kolb	Asst Secretary	1301 McKinney, Houston, TX 77251
R. Lagorio-French	Asst Secretary	6101 Bollinger Canyon Rd, San Ramon, CA 94583
J. G. Larre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
J. S. Lastrapes	Asst Secretary	1301 McKinney, Houston, TX 77010
R. Lavorerio	Asst Secretary	1200 State Street, Perth Amboy, NJ 08861
T. D. Leveille	Asst Secretary	2333 Ponce De Leon Blvd., Coral Gables, FL.33134
J. T. Levy	Asst Secretary	44 St. Georges Terrace,, Perth, 6000 Australia
T. J. Linardi	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, GA 30339
S. E. Lystad	Asst Secretary	145 S. State college, Brea. Ca. 92821
C. N. Macfarlane	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
C. B. Marley	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
P. P. Martin	Asst Secretary	145 S. State college, Brea. Ca. 92821
P. Massih	Asst Secretary	1331 Lamar, Houston, Tx. 77010
B. G. McCloskey	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, Ca. 94583
M. McDaniel	Asst Secretary	Four Houston Center , Houston, TX 77042
M. B. Meyer	Asst Secretary	1301 McKinney, Houston, TX 77010
G. C. Morby	Asst Secretary	1111 Bagby Street, Houston, TX. 77002
J. B. Mott	Asst Secretary	1301 McKinney, Houston, TX 77010
A. J. Naquin	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
R. C. Neff	Asst Secretary	1301 McKinney, Houston, TX. 77010
M. A. Nelson	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
N. A. Norris	Asst Secretary	145 S. State College, Brea, Ca. 92821
L. J. Oliver	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
C. A. Peterhansen	Asst Secretary	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
R. M. Petersen	Asst Secretary	1301 McKinney, Houston, TX 77010
J. C. Polikoff	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, Georgia. 31126-0616
H. Porkert	Asst Secretary	6101 Bollinger Canyon Dr., San Ramon, CA. 94583
C. A. Quartana	Asst Secretary	1301 McKinney, Houston, TX 77010
D. R. Retz	Asst Secretary	2003 Diamond Blvd., Concord, CA 94520-5738
R. R. Ritter	Asst Secretary	KM. 4 Boulevard Del Sur, San Pedro Sula, Honduras
P. A. R. Rixon	Asst Secretary	#2 Portman Street, London, WH1 OAN, England
C. K. L. Robertson	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. S. Robinson	Asst Secretary	1301 McKinney, Houston, TX 77010
K. C. Schafer	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
R. J. Schneider	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
G. D. Schuman	Asst Secretary	1301 McKinney, Houston, Tx. 77010
W. M. Sellers	Asst Secretary	1301 McKinney, Houston, TX 77010
A. H. Singer	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
M. C. Smith	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
F. G. Soler	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
G. R. Steinbach	Asst Secretary	646 Country Square Drive, Ventura, CA. 93003
D. R. Stevenson	Asst Secretary	1301 McKinney, Houston, TX 77010
J. G. Suminski	Asst Secretary	1301 McKinney, Houston, TX 77010
P. L. Tai	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
R. B. Taylor	Asst Secretary	4900 California Avenue, Ste., Bakersfield, CA 93309
D. J. Triplitt	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
P. R. Truebenbach	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583

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G. Tsuchiya	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
W. K. Turner	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. H. Uzzell	Asst Secretary	1301 McKinney, Houston, TX 77010
A. H. Vance	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
R. R. Veiga	Asst Secretary	2333 Ponce De Leon Blvd., Coral Gables, FL. 33134
A. E. Wacker	Asst Secretary	1301 McKinney, Houston, TX 77251
R. B. Wagstaff	Asst Secretary	1301 McKinney, Houston, TX 77010
D. M. Walker	Asst Secretary	2300 Windy Ridge PKWY, STE 800, Atlanta, GA. 30339-5673
P. G. Walker	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
B. J. Walley	Asst Secretary	6101 Bollinger Canyon Rd., San Ramon, CA. 94583
D. A. Walsh	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
T. O. Watson	Asst Secretary	145 S. State College, Brea, Ca. 92821
M. G. Winston	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
K. J. Wolahan	Asst Secretary	2333 Ponce De Leon Blvd., Coral Gables, FL. 33134
E. G. Wong	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
D. K. Wright	Asst Secretary	1301 McKinney, Houston, TX 77010
L. C. LaFleur	Asst Secretary	1111 Bagby St., Houston, TX. 77002
J. R. Williams	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
H. Xun	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
P. E. Yarrington	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
W. J. Young	Asst Secretary	2300 Windy Ridge Pkwy, Suite 800, Atlanta, GA 30339
C. S. Ziemba	Asst Secretary	1111 Bagby Street, Houston, TX 77020
R. C. Gordan	Asst Treasurer	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
R. E. Lee	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
C. Lim-Lee	Asst Treasurer	21 Sakra Road, Singapore, 627890
J. D. Lyness	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
S. H. Peth	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
K. Riemer	Asst Treasurer	Caltex House 30 Raffles Place, Singapore, Singapore 627890
H. B. Sheppard	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
P. A. Wright	Asst Treasurer	30 Raffles Place, Singapore 048622

Term Expires: On next annual meeting of stockholders or upon election or appointment of successors.

08/09/04

last update:7/26/04