

No. C 36627 A Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Jul 31, 2000 Annual Report Form 1. Mailing Address - Correct in this box, if applicable PURE OIL CORPORATION (THE) 2141 ROSECRANS AVE #4000 EL SEGUNDO, CA 90245	2. Registered Agent and Office NO PO BOX C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE, ID 83701 3. <u>New</u> Registered Agent Signature
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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	Roger C. Beach	2141 Rosecrans Ave #4000	El Segundo	CA	90245
Secretary	Brigitte M. Dewez	2141 Rosecrans Ave #4000	El Segundo	CA	90245
Director	Timothy H. Ling	2141 Rosecrans Ave #4000	El Segundo	CA	90245
Director	John T. Donohue	14141 Southwest Freeway	Sugar Land	TX	77478
Director	Roger C. Beach	2141 Rosecrans Ave #4000	El Segundo	CA	90245

5. Organized Under the Laws of: <div style="text-align: center;"> NEVADA C 36627 A </div>	6. Signature <u><i>Paul R. Moore</i></u> Date <u>7/20/00</u> Name <small>(Typed or Printed)</small> <u>Paul R. Moore</u> Time <u>11:56 AM</u>
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Issued 05/10/2000

Do Not Tape or Staple

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Directors, Officers Report

Pure Oil Corporation, The

DIRECTORS

ROGER C. BEACH	Director
Primary Address:	Union Oil Company 2141 Rosecrans Avenue Suite 4000 El Segundo, CA 90245
JOHN T. DONOHUE	Director
Primary Address:	Union Oil Company of California 14141 Southwest Freeway Sugar Land, TX 77478
TIMOTHY H. LING	Director
Primary Address:	Union Oil Company of California 2141 Rosecrans Avenue Suite 4000 El Segundo, CA 90245

OFFICERS

ROGER C. BEACH	President
Primary Address:	Union Oil Company 2141 Rosecrans Avenue Suite 4000 El Segundo, CA 90245
CHARLES R. SCHIAVI	Vice President
Primary Address:	Union Oil Company of California 376 S. Valencia Avenue Room E2-185 Brea, CA 92823
ROBERT M. SCHLAX	Vice President
Primary Address:	Union Oil Company 376 South Valencia Ave. Brea, CA 92823
THOMAS L. FUNK	Assistant Vice President, Tax
Primary Address:	Union Oil Company 2141 Rosecrans Ave. Suite 4000 El Segundo, CA 90245
GARY R. MILLER	Assistant Vice President, Tax
Primary Address:	Union Oil Company 376 South Valencia Avenue Brea, California 92823-6356
BRIGITTE M. DEWEZ	Secretary
Primary Address:	Union Oil Company of California 2141 Rosecrans Avenue Suite 4000 El Segundo, CA 90245

PAUL R. MOORE **Assistant Secretary**
Primary Address: Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

DARRELL D. CHESSUM **Treasurer**
Primary Address: Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

DANIEL A. FRANCHI **Assistant Treasurer**
Primary Address: Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

RICHARD L. WALTON **Assistant Treasurer & Assistant Secretary**
Primary Address: Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245