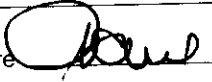
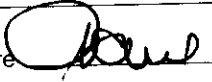
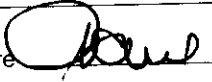


No. C 128803	Due no later than May 31, 2003 Annual Report Form	2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPANY 1401 SHORELINE DRIVE STE 2 BOISE, ID 83702												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable SHELL CAPITAL INC. 910 LOUISIANA STREET HOUSTON, TX 77002	3. <u>New</u> Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="height: 150px; vertical-align: top; text-align: center; font-size: 1.2em;">SEE ATTACHED LIST</td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	SEE ATTACHED LIST					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>									
SEE ATTACHED LIST														
<div style="font-size: 1.5em; margin-bottom: 10px;">C 128803</div> 5. Organized Under the Laws of: DELAWARE C 128803	6. <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"> Signature  </td> <td style="width: 50%;"> Date <u>5/14</u> /2003 </td> </tr> <tr> <td> Name <small>(Typed or Printed)</small> <u>S. J. PAUL</u> </td> <td> Title <u>ASST. SECRETARY</u> </td> </tr> </table>		Signature 	Date <u>5/14</u> /2003	Name <small>(Typed or Printed)</small> <u>S. J. PAUL</u>	Title <u>ASST. SECRETARY</u>								
Signature 	Date <u>5/14</u> /2003													
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SHELL CAPITAL INC.
(Formerly Shell Finance Company)

DIRECTORS

Duncan J. Palmer	910 Louisiana Houston, TX 77002
Michael R. Keener	910 Louisiana Houston, TX 77002
Greg R. Hullinger	910 Louisiana Houston, TX 77002
Michael Treanor	Shell Centre London SE1 7NA, England
W. Lee Campbell	910 Louisiana Houston, TX 77002

OFFICERS

Greg R. Hullinger	President	910 Louisiana Houston, TX 77002
Richard W. Bohan	Senior Vice President, General Counsel & Director of Legal	910 Louisiana Houston, TX 77002
Jeanne F. Bridgers	Senior Vice President & General Tax Counsel	910 Louisiana Houston, TX 77002
Duncan J. Palmer	Senior Vice President - Finance & Director of Finance	910 Louisiana Houston, TX 77002
Christopher C. Hilgert	Vice President	910 Louisiana Houston, TX 77002

SHELL CAPITAL INC.
(Formerly Shell Finance Company)

Dean T. Morgan	Vice President	910 Louisiana Houston, TX 77002
Timothy L. Jackson	Vice President	910 Louisiana Houston, TX 77002
Edward J. Norris	Vice President	910 Louisiana Houston, TX 77002
Galen D. Neill	Vice President	910 Louisiana Houston, TX 77002
Troy E. Doughman	Vice President	910 Louisiana Houston, TX 77002
W. Lee Campbell	Director of Business Development	910 Louisiana Houston, TX 77002
Michael R. Keener	Director of Business Development	910 Louisiana Houston, TX 77002
Kenetta D. Joseph	Secretary	910 Louisiana Houston, TX 77002
Stephen J. Paul	Assistant Secretary	910 Louisiana Houston, TX 77002