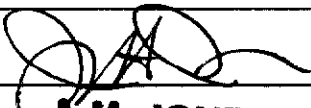


No. C 23465		Annual Report Form 1997 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *		1. Mailing Address - Please Correct, If Not Correct		PRENTICE-HALL CORP SYSTEM 200 N 23RD ST													
		CHEVRON U.S.A. INC. TAX DEPARTMENT 225 BUSH STREET ROOM 1207 SAN FRANCISCO CA 94104		BOISE ID 83702													
				3. Organized Under the Laws of: PA C 23465													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one)																	
<table border="0"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">SEE SCHEDULE ATTACHED</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 SCHEDULE ATTACHED					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>												
SEE SCHEDULE ATTACHED																	
5.		6.															
		Signature  Name (Typed or Printed) J. H. JONES, JR. Date JUL 10 1997 Title ASSISTANT SECRETARY															

ISSUED: 07-04-1997

DO NOT TAPE OR STAPLE

7043

CHEVRON U.S.A. INC.

25-0527925

Directors

Business Address

L. I. Beebe	575 Market Street, San Francisco, CA 94105
B. J. Koc	2003 Diamond Blvd., Concord, CA 94520
D. M. Krattbol	6001 Bollinger Canyon Rd, San Ramon, CA 94583
R. H. Matzke	6001 Bollinger Canyon Rd, San Ramon, CA 94583
D. J. O'Reilly	575 Market Street, San Francisco, CA 94105
P. J. Robertson	575 Market Street, San Francisco, CA 94105

Name

Officers

Business Address

P. J. Robertson	President	575 Market Street, San Francisco, CA 94105
D. J. O'Reilly	Executive V/P	575 Market Street, San Francisco, CA 94105
L. I. Beebe	Vice-President & Secretary	575 Market Street, San Francisco, CA 94105
D. P. Smay	Vice-President & Treasurer	2005 Diamond Blvd., Concord, CA 94520
H. P. Walker	Vice-President & Asst Secretary	575 Market Street, San Francisco, CA 94105
P. T. Cavanaugh	Vice-President	1401 I Street, NW, Ste 1200, Washington, DC 20005
B. J. Koc	Vice-President	2003 Diamond Blvd., Concord, CA 94520
D. M. Krattbol	Vice-President	6001 Bollinger Canyon Rd, San Ramon, CA 94583
S. C. Woodruff	Vice-President	1013 Cheyenne Drive, Evanston, WY 82930
L. Bafalon	Asst Secretary	646 County Square Drive, Ventura, CA 93003
O. F. Baldwin II	Asst Secretary	1301 McKinney, Houston, TX 77010
J. Bandsma	Asst Secretary	15 Smith Rd., Claydessa Bdlg., Midland, TX 79705
R. H. Barrett	Asst Secretary	1300 Beach Boulevard, La Habra, CA 90631
D. T. Berlin	Asst Secretary	1301 McKinney, Houston, TX 77010
D. S. Birsa	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
J. R. Bocek	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
D. A. Brown	Asst Secretary	1301 McKinney, Houston, TX 77010
T. R. Brown	Asst Secretary	1515 Poydras Street, New Orleans, LA 70112
V. L. Byers III	Asst Secretary	5001 California Avenue, Bakersfield, CA 93309
G. R. Cain	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
R. Cantu	Asst Secretary	1301 McKinney, Houston, TX 77010
M. L. Carthew	Asst Secretary	1331 Lamar, #4, Houston Center, Houston, TX 77010
R. P. Cohagen	Asst Secretary	1301 McKinney, Houston, TX 77010
M. F. Cohlma	Asst Secretary	15 Smith Rd., Claydessa Bdlg., Midland, TX 79705
K. M. Connelly	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
R. K. Cannon	Asst Secretary	Caixa Postal 2950, Luanda, Peoples's Republic of An
A. Cornelius	Asst Secretary	646 County Square Dr., Ventura, CA 93003
J. S. Crompton	Asst Secretary	1301 McKinney, Houston, TX 77010
J. W. Crowley	Asst Secretary	2400 Camino Ramon, Br.6, Bdg. K, San Ramon, CA 9
T. J. Daughtrey	Asst Secretary	1301 McKinney, Houston, TX 77010
H. P. Davis, Jr.	Asst Secretary	340 Interstate North Parkway, Suite 200, Atlanta, GA
C. R. Farber	Asst Secretary	575 Market Street, San Francisco, CA 94105
D. L. Farr	Asst Secretary	15 Smith Rd., Claydessa Bdlg., Midland, TX 79705
D. E. Ferrell	Asst Secretary	2300 Windy Ridge Pkwy, S, Atlanta, GA 30301
T. B. Fisher	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
E. J. Fitzgerald	Asst Secretary	1301 McKinney, Houston, TX 77010
M. H. Forman	Asst Secretary	1301 McKinney, Houston, TX 77010

CHEVRON U.S.A. INC.

25-0527925

M. J. Fratterolo	Asst Secretary	1200 State Street, Perth Amboy, NJ 08861
C. A. Giumarra	Asst Secretary	225 Bush Street, San Francisco, CA. 94104
D. L. Hansen	Asst Secretary	1301 McKinney, Houston, TX 77010
M. E. Hardcastle	Asst Secretary	1301 McKinney, Houston, TX 77010
G. D. Henderson	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79705
R. G. Howard	Asst Secretary	1301 McKinney, Houston, TX 77010
N. R. Jensen	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
L. W. Johns	Asst Secretary	2525 N. Chester Avenue, Bakersfield, CA 93308
J. H. Jones, Jr.	Asst Secretary	225 Bush Street, San Francisco, CA 94104
D. D. Kauffman	Asst Secretary	225 Bush Street, San Francisco, CA 94104
F. G. Koch	Asst Secretary	1301 McKinney, Houston, TX 77010
J. G. Larre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
J. S. Lastrapes	Asst Secretary	1350 South Boulder, Tulsa, OK 74119
R. Lavorerio	Asst Secretary	1200 State Street, Perth Amboy, NJ 08861
G. L. LeBeau	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
T. J. Linardi	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, GA 30301
C. N. Macfarlane	Asst Secretary	225 Bush Street, San Francisco, CA 94104
J. F. Mailey	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
E. G. Materba	Asst Secretary	1301 McKinney, Houston, TX 77010
J. H. McAuley	Asst Secretary	225 Bush Street, San Francisco, CA 94104
M. A. McCulloch	Asst Secretary	225 Bush Street, San Francisco, CA 94104
E. A. McKinnon	Asst Secretary	100 Chevron Road, Rangely, CO 81648
M. W. McNeill	Asst Secretary	225 Bush Street, San Francisco, CA 94104
D. H. Messer	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79705
R. V. Miller	Asst Secretary	225 Bush Street, San Francisco, CA 94104
D. D. Minnick	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79705
W. R. Morrison	Asst Secretary	1301 McKinney, Houston, TX 77010
J. B. Mott	Asst Secretary	1301 McKinney, Houston, TX 77010
A. J. Naquin	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
R. A. Palmer	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
M. I. Partridge	Asst Secretary	1301 McKinney, Houston, TX 77010
R. M. Petersen	Asst Secretary	1301 McKinney, Houston, TX 77010
R. D. Pitre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
C. A. Quartana	Asst Secretary	1301 McKinney, Houston, TX 77010
P. A. R. Rixon	Asst Secretary	#2 Portman Street, London, WH1 OAN, England
A. S. Robinson	Asst Secretary	1013 Cheyenne Dr., Evanston, WY 82930
W. M. Sellers	Asst Secretary	1301 McKinney, Houston, TX 77010
D. T. Sherman	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
S. J. Slavin	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
M. C. Smith	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
R. W. Smith	Asst Secretary	#2 Portman Street, London, WH1 OAN, England
F. G. Soler	Asst Secretary	575 Market Street, San Francisco, CA 94105
G. R. Steinbach	Asst Secretary	646 Country Square Drive, Ventura, CA. 93003
D. R. Stevenson	Asst Secretary	1301 McKinney, Houston, TX 77010
G. H. Thomas, Jr.	Asst Secretary	2401 Camino Ramon, Br.#6, San Ramon, CA 94583
T. R. Thornton	Asst Secretary	1350 South Boulder, Tulsa, OK 74119
C. C. Thut	Asst Secretary	100 Chevron Way, Richmond, CA 94802
W. K. Turner	Asst Secretary	555 Market Street, San Francisco, CA 94105
A. H. Vance	Asst Secretary	225 Bush Street, San Francisco, CA 94104
R. B. Wagstaff	Asst Secretary	1301 McKinney, Houston, TX 77010
P. G. Walker	Asst Secretary	1301 McKinney, Houston, TX 77010

CHEVRON U.S.A. INC.

25-0527925

B. J. Walley	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
D. J. Wechsler	Asst Secretary	5001 California Avenue, Bakersfield, CA 93309
R. W. Williams	Asst Secretary	555 Market Street, San Francisco, CA 94105
D. H. Wilson	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
E. M. Wilson	Asst Secretary	1200 State Street, Perth Amboy, NJ 08861
D. K. Wright	Asst Secretary	1301 McKinney, Houston, TX 77010
P. E. Yarrington	Asst Secretary	575 Market Street, San Francisco, CA 94105
W. J. Young	Asst Secretary	2300 Windy Ridge Pkwy, Suite 800, Marietta, GA 300
M. Hauser	Asst Secretary	225 Bush Street, San Francisco, CA. 94104
F. R. Caravello	Asst Treasurer	51 River Road, Marlboro, NJ 07746, New York, NY 10
R. F. Dautel	Asst Treasurer	575 Market Street, San Francisco, CA 94105
S. L. Davis	Asst Treasurer	555 Market Street, San Francisco, CA 94105
D. A. Greenspan	Asst Treasurer	575 Market Street, San Francisco, CA 94105
R. E. Lee	Asst Treasurer	520 Madison Avenue, New York, NY 10022
H. D. Millar	Asst Treasurer	575 Market Street, San Francisco, CA 94105
J. E. Mooney	Asst Treasurer	575 Market Street, San Francisco, CA 94105
J. W. Rath	Asst Treasurer	575 Market Street, San Francisco, CA. 94105
H. B. Sheppard	Asst Treasurer	575 Market Street, San Francisco, CA 94105

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

07/15/97