

No. C 23354 A	Annual Report Form 1996 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 PHILLIPS PETROLEUM COMPANY D. L. CONE 1250 ADAMS BLDG BARTLESVILLE OK 74004		UNITED STATES CORPORATION 200 N 23RD ST BOISE ID 83702 3. Organized Under the Laws of: DE C 23354 A							
4. Corporations: Enter Names and Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> </table> <p style="text-align:center; margin-top: 20px;">Please See Attached List!</p>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
5. NATURE OF BUSINESS PETROLEUM		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u><i>D. L. Cone</i></u> Date <u>08-14-96</u> Name (Typed or Printed) <u>D. L. Cone</u> Title <u>Asst. Secretary</u>								
ISSUED: 07-06-1996		3712								

PHILLIPS PETROLEUM COMPANY
BOARD OF DIRECTORS

W. W. Allen	Bartlesville, OK 74004-0001
Norman R. Augustine	Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817-1803
George B. Beitzel	29 King Street, Chappaqua, NY 10514-3432
David L. Boren	University of Oklahoma, 660 Parrington Oval, Room 110, Norman, OK 73070
C. L. Bowerman	Bartlesville, OK 74004-0001
Robert E. Chappell, Jr.	3707 Randall Mill Road N.W., Atlanta, GA 30327
Lawrence S. Eagleburger	Baker, Donelson, Bearman & Caldwell, Suite 800, 801 Pennsylvania Avenue, N.W., Washington, DC 20004
James B. Edwards	Medical University of South Carolina, 171 Ashley Avenue, Charleston, SC 29425
Larry D. Horner	Pacific USA Holdings Corp., 110 E. 59th Street, New York, NY 10022
J. J. Mulva	Bartlesville, OK 74004-0001
Randall L. Tobias	Eli Lilly and Company, Lilly Corporate Center, Indianapolis, IN 46285
Victoria J. Tschinkel	Landers & Parsons, 310 West College Ave., P. O. Box 271, Tallahassee, FL 32302
Kathryn C. Turner	Standard Technology, Inc., 6116 Executive Blvd., Suite 700, Rockville, MD 20852

***OFFICERS**

W. W. Allen	Chairman of the Board of Directors and Chief Executive Officer
J. J. Mulva	President and Chief Operating Officer
C. L. Bowerman	Executive Vice President
Knut Am	Senior Vice President Worldwide Exploration and Production
Roberto G. Ceconi	Senior Vice President Corporate Engineering
K. L. Hedrick	Senior Vice President Refining, Marketing and Transportation
J. L. Howe	Senior Vice President NGL, Chemicals and Plastics
J. C. Mihm	Senior Vice President Corporate Technology
T. C. Morris	Senior Vice President and Chief Financial Officer
J. Bryan Whitworth	Senior Vice President and General Counsel
J. R. Benz	Vice President Global Ventures and International Relations - NCP
D. W. Casselberry	Vice President Plastics Two Corporate Plaza, 2625 Bay Area Blvd., Houston, TX 77258
R. M. Coffelt	Vice President Worldwide Exploration
J. L. Gallogly	Vice President North America Production P. O. Box 1967, Houston, TX 77251-1967
E. K. Grigsby	Vice President Investor Relations, Suite 1970, 630 5th Ave., New York, NY 10111
J. W. O'Toole	Vice President and General Tax Officer
L. L. Frantz	Vice President Worldwide Drilling and Production
Barbara Price	Vice President Health, Environment and Safety
J. A. Ross	Vice President Refining
T. L. Sandridge	Vice President International Business Relations
Guy E. Sutherland	Vice President Chemicals
L. F. Francis	Controller
John A. Carrig	Treasurer
Jacqueline K. Wagner	General Auditor
Dale J. Billam	Secretary
Rand C. Berney	Assistant Controller
B. J. Clayton	Assistant General Tax Officer
L. L. McCall	Assistant Treasurer
Joe Cochran	Assistant Secretary, 6330 W. Loop South, Bellaire, TX 77401
D. L. Cone	Assistant Secretary
P. A. McGlasson	Assistant Secretary

*All Officers located in Bartlesville, OK 74004-0001, unless otherwise indicated.

Rev: May 13, 1996