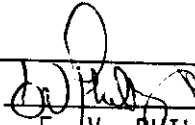


C-128803--

No. C 128803	Due no later than May 31, 2002 Annual Report Form		2. Registered Agent and Office NO PO BOX												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	SHELL CAPITAL INC. 910 LOUISIANA STREET HOUSTON, TX 77002		CORPORATION SERVICE COMPAN 1401 SHORELINE DRIVE STE 2 BOISE, ID 83702												
NO FILING FEE IF RECEIVED BY DUE DATE			3. <u>New</u> Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <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 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 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 ATTACHED															
5. Organized Under the Laws of: DELAWARE C 128803	6. Signature  Date 5/13/2002 (Typed or Name Printed) E. V. PHILLIPS Title SECRETARY														

Issued 05/03/2002

Do Not Tape or Staple

Fold, seal and mail this portion.

C

SHELL CAPITAL INC.
(Formerly Shell Finance Company)

DIRECTORS

Duncan J. Palmer

910 Louisiana
Houston, TX 77002

Ronald W. Leftwich

910 Louisiana
Houston, TX 77002

Michael Treanor

Shell Centre
London SE1 7NA, England

OFFICERS

Ronald W. Leftwich

President

910 Louisiana
Houston, TX 77002

Richard W. Bohan

Senior Vice President,
General Counsel & Director
of Legal

910 Louisiana
Houston, TX 77002

Duncan J. Palmer

Senior Vice President -
Finance & Director of
Finance

910 Louisiana
Houston, TX 77002

Jeanne F. Bridgers

Senior Vice President &
General Tax Counsel

910 Louisiana
Houston, TX 77002

Galen D. Neill

Vice President

910 Louisiana
Houston, TX 77002

Charan J. Chanana

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

Michael C. McMurray

Vice President

100 W. Broadway, Ste 5000
Long Beach, CA 90802

SHELL CAPITAL INC.
(Formerly Shell Finance Company)

Troy E. Doughman	Vice President	910 Louisiana Houston, TX 77002
Zalman A. Vitenson	Vice President	910 Louisiana Houston, TX 77002
J. Dave Culbertson	Vice President	910 Louisiana Houston, TX 77002
Robert L. Roberts	Vice President	910 Louisiana Houston, TX 77002
Christopher C. Hilgert	Vice President	910 Louisiana Houston, TX 77002
Doug A. Ayars	Vice President	910 Louisiana Houston, TX 77002
H. J. Tim Hardy	Vice President	910 Louisiana Houston, TX 77002
Steven Pantano	Vice President	910 Louisiana Houston, TX 77002
Raymond P. Silliere	Vice President	910 Louisiana Houston, TX 77002
Daniel E. Weber	Vice President	910 Louisiana Houston, TX 77002
Juanito M. Canlas	Vice President	301 Merritt 7 Norwalk, CT 06851
Greg E. LaDoe	Vice President	910 Louisiana Houston, TX 77002
Clint S. Wetmore	Vice President	910 Louisiana Houston, TX 77002

SHELL CAPITAL INC.

(Formerly Shell Finance Company)

Dean T. Morgan	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
E. Vaughn Phillips	Secretary	910 Louisiana Houston, TX 77002
Stephen J. Paul	Assistant Secretary	910 Louisiana Houston, TX 77002