

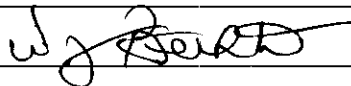
No. C 23465	Due no later than Oct 31, 2000 Annual Report Form	2. Registered Agent and Office NO PO BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable CHEVRON U.S.A. INC. TAX DEPARTMENT 575 MARKET ST 2613 CAMINO RAMON ROOM 2648 ROOM 5319 SAN FRANCISCO, CA 94105 SAN RAMON, CA. 94583	PRENTICE-HALL CORP SYSTEM 1401 SHORELINE DR BOISE, ID 83702 3. <u>New</u> Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office held	Name	Street or P.O. Address	City	State	Zip
PRESIDENT/DIR.	P. A. WOERTZ	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
SECRETARY	L. I. BEEBE	575 MARKET STREET, SAN FRANCISCO,	CA.		94105
DIRECTOR	L. I. BEEBE	575 MARKET STREET, SAN FRANCISCO,	CA.		94105
DIRECTOR	MY J. FOEHR	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR	G. L. KIRKLAND	1301 MCKINNEY, HOUSTON,	TX.		77010
DIRECTOR	P. J. ROBERTSON	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR	P. A. WOERTZ	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR	T. R. THORNTON	1301 MCKINNEY, HOUSTON,	TX.		77010

5. Organized Under the Laws of:

PENNSYLVANIA
C 23465

6. Signature  Date **AUG 24 2000**

Name (Typed or Printed) W. J. BRECHTEL Title ASST. SECRETARY

Issued 08/01/2000

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CHEVRON U.S.A. INC.

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<u>Directors</u>	<u>Business Address</u>
L. I. Beebe	575 Market Street, San Francisco, CA 94105
M. J. Foehr	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
G. L. Kirkland	1301 McKinney, Houston, TX. 77010
T. R. Thornton	1301 McKinney, Houston, TX. 77010
P. J. Robertson	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
P. A. Woertz	6001 Bollinger Canyon Rd, San Ramon, CA. 94583

<u>Name</u>	<u>Officers</u>	<u>Business Address</u>
P. A. Woertz	President	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
G. L. Kirkland	Executive V/P	1301 McKinney, Houston, TX. 77010
L. I. Beebe	Vice-President & Secretary	575 Market Street, San Francisco, CA 94105
P. V. Bennett	Vice-President & Treasurer	6400 S. Fiddler's Green Circle, Englewood, CO. 80111
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
M. J. Foehr	Vice-President	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
T. R. Thornton	Vice-President	1301 McKinney, Houston, TX. 77010
D. M. Krattbol	Vice-President	575 Lennon Lane, Walnut Creek, CA 94598
S. C. Woodruff	Vice-President	6001 Bollinger Canyon Rd, San Ramon, CA 94583
O. F. Baldwin II	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
S. A. Berg	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
D. T. Berlin	Asst Secretary	11111 S. Wilcrest, Houston, TX. 77099
W. J. Brechtel	Asst Secretary	2613 Camino Ramon, San Ramon, CA 94583
W. A. Brommelsiek	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
T. R. Brown	Asst Secretary	5750 Johnston Street, , Lafayette, LA 70503
R. M. Buelow	Asst Secretary	5001 California Ave., Bakersfield, CA 93309
V. L. Byers III	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
G. R. Cain	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
P. D. Cannon	Asst Secretary	2811 Hayes Rd., Houston, TX. 77082
M. L. Carthew	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
R. P. Cohagan	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79705
R. K. Connon	Asst Secretary	#2 Portman Street, W1H OAN, England
J. W. Crowley	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
G. L. Darnsteadt	Asst Secretary	6001 Bollinger Canyon Road, San Ramon, CA. 94583
T. J. Daughtrey-Kram	Asst Secretary	2811 Hayes Rd., Houston, TX 77082
H. P. Davis, Jr.	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, GA 30339
R. E. Eckhoff	Asst Secretary	6001 Bollinger Canyon Road, San Ramon, CA. 94583
D. L. Ely	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
J. J. Ely	Asst Secretary	2613 Camino Ramon, San Ramon, Ca. 94583
C. R. Farber	Asst Secretary	575 Market Street, San Francisco, CA 94105
D. L. Farr	Asst Secretary	935 Gravier Street, New Orleans, LA. 70112
B. T. Fish	Asst Secretary	5959 Corporate Driver, Houston, TX. 77036
M. H. Forman	Asst Secretary	1301 McKinney, Houston, TX 77010
C. D. Frisbie	Asst Secretary	15 Smith Rd. , Midland, TX 79705
E. J. Graber	Asst Secretary	11111 S. Wilcrest, Houston, TX. 77099
C. H. Guthrie	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
D. Haley	Asst Secretary	575 Lennon Lane, Walnut Creek, CA 94598
R. J. Harris	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
M. Hauser	Asst Secretary	11111 S. Wilcrest, Houston, TX 77236
G. D. Henderson	Asst Secretary	4900 California Ave., Bakersfield, CA 93302
R. G. Howard	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
M. A. Humphrey	Asst Secretary	500 Fifth Avenue, S.W., Calgary, T2P OL7, Canada
R. E. Jackson	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79702-1150
L. W. Johns	Asst Secretary	3300 Monte Cristo Road, Bakersfield, CA 93308
J. H. Jones, Jr.	Asst Secretary	575 Market Street, San Francisco, CA 94105
C. L. Jones-Cervante	Asst Secretary	575 Market Street, San Francisco, CA. 94105

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D. D. Kauffman	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
R.J. Kolb	Asst Secretary	1301 McKinney, Houston, TX. 77251
J. G. Larre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
J. S. Lastrapes	Asst Secretary	1301 McKinney, Houston, TX 77010
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 30339
P. Lovett	Asst Secretary	575 Market Street, San Francisco, CA 94105
S. E. Lystad	Asst Secretary	1300 Beach Boulevard, La Habra, CA 90631
C. N. Macfarlane	Asst Secretary	575 Market Street, San Francisco, CA 94105
J. F. Mailey	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
M. A. McCulloch	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
M. W. McNeill	Asst Secretary	575 Market Street, San Francisco, CA 94105
M. B. Meyer	Asst Secretary	1301 McKinney, Houston, TX 77010
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
L. J. Oliver	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
R. A. Palmer	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
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	1301 McKinney, Houston, TX 77010
W. M. Sellers	Asst Secretary	1301 McKinney, Houston, TX 77010
D. T. Sherman	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
E. Simonson	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. H. Singer	Asst Secretary	2613 Camino Ramon, 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	6001 Bollinger Canyon Rd, San Ramon, CA 94583
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
M. E. Sullivan	Asst Secretary	841 Chevron Way, Richmond, CA 94802
R. B. Taylor	Asst Secretary	4900 California Avenue, Ste., Bakersfield, CA 93309
G. H. Thomas, Jr.	Asst Secretary	5959 Corporate Drive, Houston, TX 77036
T. R. Thornton	Asst Secretary	1301 McKinney, Houston, TX. 77010
C. C. Thut	Asst Secretary	100 Chevron Way, Richmond, CA 94802
W. K. Turner	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. H. Uzzell	Asst Secretary	1301 McKinney, Houston, TX 77010
A. H. Vance	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
E. T. Van Reet	Asst Secretary	15 Smith Rd., Midland, TX, 79702-1150
A. E. Wacker	Asst Secretary	1301 McKinney, Houston, TX 77251
R. B. Wagstaff	Asst Secretary	1301 McKinney, Houston, TX 77010
P. G. Walker	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
L. M. Wallach	Asst Secretary	1300 Beach Blvd., La habra CA. 90631
B. J. Walley	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
D. J. Wechsler	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
D. H. Wilson	Asst Secretary	1301 McKinney, Houston, TX 77010
E. G. Wong	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
C. Woolington	Asst Secretary	1301 McKinney, Houston, TX 77010
D. K. Wright	Asst Secretary	1301 McKinney, Houston, TX 77010
P. E. Yarrington	Asst Secretary	1500, 1050 West Pender Street, Vancouver, V6E, 3T4
R. R. Yemma	Asst Secretary	575 Market Street, San Francisco, CA. 94105
W. J. Young	Asst Secretary	2300 Windy Ridge Pkwy, Suite 800, Atlanta, GA 30339
D. A. Greenspan	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA 94583
R. E. Lee	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
J. D. Lyness	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
R. S. Richards	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
J. W. Rath	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA 94583

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H. B. Sheppard	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
A. P. Ziarnik	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583

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