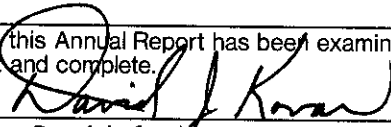
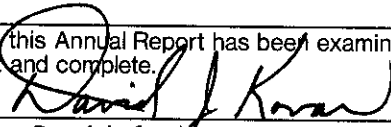
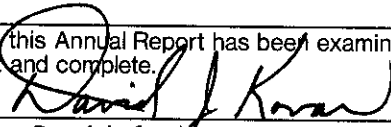


No. 63297	Idaho Corporation Annual Report Form		2. Registered Agent and Office											
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 NO FEE REQUIRED	Due No Later Than November 1, 1990		C.T. CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701											
	1. Mailing Address — Please Correct													
	CARTER OIL COMPANY (THE) TAX DEPARTMENT P.O. BOX 392, ROOM 364 493 HOUSTON TX 77001		3. Incorporated Under The Laws of DE NO: 063297											
4. Names and Addresses of Officers and Directors <table border="1"> <thead> <tr> <th data-bbox="54 418 753 450"><u>Name</u></th> <th data-bbox="753 418 1182 450"><u>Street or P.O. Address</u></th> <th data-bbox="1182 418 1381 450"><u>City</u></th> <th data-bbox="1381 418 1496 450"><u>State</u></th> <th data-bbox="1496 418 1637 450"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="54 471 753 556"> President: Secretary: Directors: </td> <td colspan="4" data-bbox="753 471 1637 556" style="text-align: center;">SEE ATTACHED</td> </tr> </tbody> </table>					<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	President: Secretary: Directors:	SEE ATTACHED			
<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
President: Secretary: Directors:	SEE ATTACHED													
5. Nature of Business Limited marketing		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. <table border="1"> <tr> <td data-bbox="546 918 1232 988"> Signature  Name (Typed or Printed) David J. Kovar </td> <td data-bbox="1232 918 1637 988"> Date July 13, 1990 Title Assistant Secretary </td> </tr> </table>			Signature  Name (Typed or Printed) David J. Kovar	Date July 13, 1990 Title Assistant Secretary								
Signature  Name (Typed or Printed) David J. Kovar	Date July 13, 1990 Title Assistant Secretary													

THE CARTER OIL COMPANY

SCHEDULE OF OFFICERS & DIRECTORS

<u>Title</u>	<u>Name</u>	<u>Street Addresses</u>		<u>Stock Owned</u>	<u>Time De- voted to Business</u>	<u>Compensation</u>
		<u>Business*</u>	<u>Residential</u>			
<u>OFFICERS</u>						
President	Richard A. Rabinow	800 Bell Street Houston, TX 77002	10650 Memorial Drive Houston, TX 77024	None	Nominal	None
Vice President	Darrell G. Warner	800 Bell Street Houston, TX 77002	2106 Golden Pond Dr. Kingwood, TX 77339	None	Nominal	None
Vice President	Gerard G. Meneilly	800 Bell Street Houston, TX 77002	13607 Alchester Lane Houston, TX 77079	None	Nominal	None
Secretary	Peter A. Nolan	800 Bell Street Houston, TX 77002	4934 Pine Cliff Drive Houston, TX 77084	None	Nominal	None
Treasurer	Thomas H. Crichlow, Jr.	800 Bell Street Houston, TX 77002	607 Electra Houston, TX 77079	None	Nominal	None
Assistant Secretary	David J. Kovar	800 Bell Street Houston, TX 77002	1015 Deerfield Road Richmond, TX 77469	None	Nominal	None

DIRECTORS

Richard A. Rabinow	800 Bell Street Houston, TX 77002	10650 Memorial Drive Houston, TX 77024	None	Nominal	None
Darrell G. Warner	800 Bell Street Houston, TX 77002	2106 Golden Pond Dr. Kingwood, TX 77339	None	Nominal	None
Thomas H. Crichlow, Jr.	800 Bell Street Houston, TX 77002	607 Electra Houston, TX 77079	None	Nominal	None

*Mailing Address for all
Officers & Directors:
P. O. Box 392
Houston, TX 77001

ALL TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED. NEXT ANNUAL MEETING MARCH 19, 1991.