

ISSUED JULY 1, 1989

No. 23465	Idaho Corporation Annual Report Form	2. Registered Agent and Office
Return To	Due No Later Than November 1, 1989	C T CORPORATION SYSTEM 300 NORTH SIXTH STREET
Secretary of State Room 203, Statehouse Boise, ID 83720 NO FEE REQUIRED	1. Mailing Address — Please Correct 23465	
	CHEVRON U.S.A. INC. TAX DEPARTMENT 225 BUSH STREET SAN FRANCISCO CA 94104	BOISE ID 83701 3. Incorporated Under The Laws of PENNSYLVANIA 23465

4. Names and Addresses of Officers and Directors

NameStreet or P.O. AddressCityStateZip

President:

Secretary:

Directors:

SEE SCHEDULE ATTACHED

5. Nature of Business

TO ENGAGE IN ALL PHASES
OF THE PETROLEUM INDUSTRY

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

Name (Typed or Printed)

H. P. WALKER

Date

SEP 22 1989

Title

ASSISTANT SECRETARY

List of Officers and Directors*

Name	Office	Business Address
W. J. Price	*President	575 Market Street, San Francisco CA 94105
R. E. Galvin	*Senior Vice-President	575 Market Street, San Francisco CA 94105
D. R. Hoyer	*Senior Vice-President	575 Market Street, San Francisco CA 94105
J. R. Baroffio	Vice-President	575 Market Street, San Francisco CA 94105
D. W. Callahan	Vice-President	1350 South Boulder, Tulsa, Oklahoma 74119
G. K. Carter	*Vice-President	575 Market Street, San Francisco CA 94105
J. W. Dewes	Vice-President	575 Market Street, San Francisco CA 94105
B. D. Frollich	Vice-President	575 Market Street, San Francisco CA 94105
C. M. Ghylin	Vice-President	1700 "K" St., N. W. Suite 1204, Washington D. C.
P. S. Hobin	*Vice-President	575 Market Street, San Francisco CA 94105
P. R. Larson	Vice-President	575 Market Street, San Francisco CA 94105
C. H. Mackdanz	Vice-President	575 Market Street, San Francisco CA 94105
D. C. Smith	Vice-President	575 Market Street, San Francisco CA 94105
J. T. Cameron	Regional Vice-President	6001 Bollinger Canyon Road, San Ramon CA 94583-0938
W. J. Fassler	Regional Vice-President	700 S. Flower, Suite 1426, Los Angeles, CA 90017
F. Robin	Regional Vice-President	935 Gravier Street, New Orleans, LA 70112
J. L. Rowland	Regional Vice-President	1301 McKinney, Houston, TX 77010
M. J. McAuley	Secretary	225 Bush Street, San Francisco, CA 94104
A. D. Cornwell	Treasurer	2120 Diamond Blvd., Concord, CA 94520
P. J. Robertson	Comptroller	575 Market Street, San Francisco CA 94105
J. J. Anderson	Assistant Secretary	6001 Bollinger Canyon Road, San Ramon, CA 94583-0938
J. A. Belk	Assistant Secretary	2003 Diamond Blvd, Concord, CA 94520
G. L. Boots	Assistant Secretary	1350 South Boulder, Tulsa, OK 74119
G. R. Cain	Assistant Secretary	6400 S. Fiddler's Green Circle, Englewood, CO 80111
M. W. Conway	Assistant Secretary	575 Market Street, San Francisco CA 94105
S. J. Crower	Assistant Secretary	575 Lennon Lane, Walnut Creek, CA 94598
O. F. Baldwin	*Assistant Secretary	6001 Bollinger Canyon Rd., San Ramon, CA 94583
C. J. Boger	Assistant Secretary	6400 S. Fiddler's Green Circle, Englewood, CO 80111
B. T. Dumas	Assistant Secretary	1301 McKinney, Houston, TX 77010
C. R. Farber	Assistant Secretary	225 Bush Street, San Francisco, CA 94104
M. H. Forman	Assistant Secretary	1301 McKinney, Houston, TX 77010
M. J. Fratterolo	Assistant Secretary	1200 State Street, Perth Amboy, NJ 08861
G. D. Greenwood	Assistant Secretary	1301 McKinney, Houston, TX 77010
J. P. Harrington	Assistant Secretary	6001 Bollinger Canyon Rd., San Ramon, CA 94583
R. J. Harris	Assistant Secretary	6001 Bollinger Canyon Rd., San Ramon, CA 94583
E. R. Jones	Assistant Secretary	1301 McKinney, Houston, TX 77010
S. L. Key	Assistant Secretary	340 Interstate North Parkway, Suite 200, Atlanta, GA 30339
J. O. Kistler	Assistant Secretary	93 Wigmore Street, London, England W1H-9AA
D. M. Krattbol	Assistant Secretary	2003 Diamond Blvd, Concord, CA 94520
D. H. MacLean	Assistant Secretary	1301 McKinney, Houston, TX 77010
D. H. Messer	Assistant Secretary	15 Smith Rd., Claydesta Bldg., Midland, TX 79705
M. N. Reid	Assistant Secretary	6400 S. Fiddler's Green Circle, Englewood, CO 80111
A. J. Naquin	Assistant Secretary	935 Gravier Street, New Orleans, LA 70112
H. L. Newville	Assistant Secretary	6400 S. Fiddler's Green Circle, Englewood, CO 80111
C. L. Orman	Assistant Secretary	1200 State Street, Perth Amboy, NJ 08861
H. P. Davis, Jr.	Assistant Secretary	4199 Summit Way, Marietta, GA 3006
R. K. Sims	Assistant Secretary	935 Gravier Street, New Orleans, LA 70112
C. M. Smith	Assistant Secretary	93 Wigmore Street, London, England W1H-9AA
M. C. Smith	Assistant Secretary	1350 South Boulder, Tulsa, OK 74119
G. P. Thurmond	Assistant Secretary	1301 McKinney, Houston, TX 77010
H. P. Walker	Assistant Secretary	225 Bush Street, San Francisco, CA 94104
C. D. Croy	Assistant Treasurer	2120 Diamond Blvd., Concord, CA 94520
R. F. Dautel	Assistant Treasurer	225 Bush Street, San Francisco, CA 94104
H. B. Sheppard	Assistant Treasurer	225 Bush Street, San Francisco, CA 94104
D. P. Smay	Assistant Treasurer	225 Bush Street, San Francisco, CA 94104
L. E. Wright	Assistant Treasurer	225 Bush Street, San Francisco, CA 94104
A. E. Hollingsworth	Assistant Treasurer	2293 Washington #2, San Francisco, CA 94115

*Director's Term Expires: On next annual meeting of stockholders or upon election or appointment of successor.

Officer's Term Expires: On next annual meeting of Board of Directors or upon election or appointment of successor.

3-8-89

S.S. No.