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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. C 42695</b><br>Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FILING FEE IF<br/>RECEIVED BY DUE DATE</b> | <b>Due no later than Aug 31, 2000<br/>Annual Report Form</b><br>1. Mailing Address - Correct in this box, if applicable<br>CHEVRON PIPE LINE COMPANY<br>TAX DEPARTMENT<br><del>575 MARKET ST</del> 2613 CAMINO RAMON<br><del>ROOM 2648</del> RM. 5319<br><del>SAN FRANCISCO, CA 94105</del><br>SAN RAMON, CA. 94583 | 2. Registered Agent and Office <b>NO PO BOX</b><br>PRENTICE-HALL CORP. SYSTEM<br>1401 SHORELINE DR<br>BOISE, ID 83702<br><br>3. New Registered Agent Signature |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|

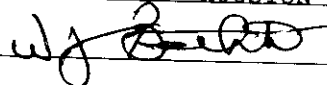
  

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.
 

| Office held | Name         | Street or P.O. Address     | City           | State | Zip   |
|-------------|--------------|----------------------------|----------------|-------|-------|
| PRESIDENT   | J. S. BINDRA | 2811 HAYES ROAD            | HOUSTON        | TX    | 77082 |
| SECRETARY   | L. I. BEEBE  | 575 MARKET STREET          | SAN FRANCISCO  | CA    | 94105 |
| DIRECTOR    | J. S. BINDRA | 2811 HAYES ROAD            | HOUSTON        | TX    | 77082 |
| DIRECTOR    | M. G. BOWIN  | 2811 HAYES ROAD            | HOUSTON        | TX    | 77082 |
| DIRECTOR    | K. B. CLARK  | 4000 EXECUTIVE PKWY        | SAN RAMON      | CA    | 94583 |
| DIRECTOR    | D. J. FAHY   | 1400 WOODLOCH FOREST DRIVE | THE WOODLANDS  | TX    | 77380 |
| DIRECTOR    | M. D. FORDE  | 2811 HAYES ROAD            | HOUSTON        | TX    | 77082 |
| DIRECTOR    | G. A. McKEE  | 5250 S. 300 WEST, #300     | SALT LAKE CITY | UT    | 84107 |
| DIRECTOR    | W. M. OUTLAW | 2811 HAYES ROAD            | HOUSTON        | TX    | 77082 |
| DIRECTOR    | W. C. TAYLOR | 1301 MCKINNEY              | HOUSTON        | TX    | 77010 |

5. Organized Under the Laws of:  
  
 DELAWARE  
 C 42695

6. Signature   
 Name (Typed or Printed) W. J. BRECHTEL  
 Title: ASST. SECRETARY  
 Date JUL 05 2000

Issued 06/01/2000

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3754

# CHEVRON PIPE LINE COMPANY

94-1529160

| <u>Directors</u> | <u>Business Address</u>                              |
|------------------|------------------------------------------------------|
| J. S. Bindra     | 2811 Hayes Road, Houston, TX 77082                   |
| M. G. Bowin      | 2811 Hayes Road, Houston, TX 77082                   |
| K. B. Clark      | 4000 Executive Pkwy - BR #8, San Ramon, CA. 94583    |
| D. J. Fahy       | 1400 Woodloch Forest Drive, The Woodlands, TX 77380  |
| M. D. Forde      | 2811 Hayes Rd., Houston TX. 77082                    |
| G. A. McKee      | 5250 S. 300 West, Ste.#300, Salt Lake City, UT 84107 |
| W. M. Outlaw     | 2811 Hayes Road , Houston, TX 77082                  |
| W. C. Taylor     | 1301 McKinney, Houston, TX 77010                     |

| <u>Name</u>          | <u>Officers</u>                                  | <u>Business Address</u>                              |
|----------------------|--------------------------------------------------|------------------------------------------------------|
| J. S. Bindra         | President                                        | 2811 Hayes Road, Houston, TX 77082                   |
| W. C. Taylor         | Vice-President                                   | 1301 McKinney, Houston, TX 77010                     |
| H. P. Walker         | Vice-President<br>& Asst Secretary               | 575 Market Street, San Francisco, CA 94105           |
| L. I. Beebe          | Secretary                                        | 575 Market Street, San Francisco, CA 94105           |
| G. K. Carter         | Treasurer                                        | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583      |
| K. B. Clark          | Comptroller, Asst<br>Secretary & Asst. Treasurer | 4000 Executive Pkwy - BR #8, San Ramon, CA. 94583    |
| C. S. Anderson       | Asst Secretary<br>& Asst Treasurer               | 5250 S. 300 West, Ste.#300, Salt Lake City, UT 84107 |
| T. J. Daughtrey-Kram | Asst Secretary                                   | 1301 McKinney, Houston, TX 77010                     |
| R. E. Green          | Asst Secretary<br>& Asst Treasurer               | 15 Smith Rd., Claydessa Bdlg., Midland, TX 79705     |
| S. A. Berg           | Asst Secretary                                   | 2613 Camino Ramon, San Ramon, CA. 94583              |
| C. R. Farber         | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| W. J. Brechtel       | Asst Secretary                                   | 2613 Camino Ramon, 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              |
| J. H. Jones, Jr.     | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| D. D. Kauffman       | Asst Secretary                                   | 2613 Camino Ramon, San Ramon, CA. 94583              |
| P. Lovett            | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| C. N. Macfarlane     | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| R. B. Marsh          | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| M. A. McCulloch      | Asst Secretary                                   | 2613 Camino Ramon, San Ramon, CA. 94583              |
| D. S. Mitchell       | Asst Secretary                                   | 2613 Camino Ramon, San Ramon, CA. 94583              |
| J. N. Robbins        | Asst Secretary                                   | 4000 Executive Pkwy - BR #8, San Ramon, CA 94583     |
| D. E. Russell        | Asst Secretary                                   | 4000 Executive Pkwy - BR #8, 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              |
| F. G. Soler          | Asst Secretary                                   | 575 Market Street, San Francisco, CA 94105           |
| R. R. Yemma          | Asst Secretary                                   | 575 Market Street, San Francisco, CA. 94105          |
| J. D. Lyness         | Asst Secretary                                   | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583       |

|                |                |                                                |
|----------------|----------------|------------------------------------------------|
| R. S. Richards | Asst Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| J. W. Rath     | Asst Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA 94583  |
| A. P. Ziarnik  | Asst Treasurer | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| H. B. Sheppard | 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.

06/22/00