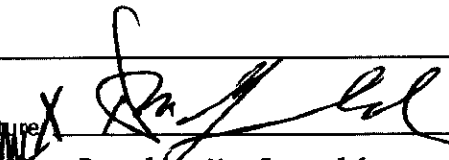


No. C 97185	Annual Report Form 1999 <i>Due No Later Than November 30.</i>		2. Registered Agent and Office NOT A P.O. BOX																									
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, if Not Correct		CORPORATION SERVICE CONF 1401 SHORELINE DR BOISE ID 83702																									
	REYNOLDS METALS COMPANY P O BOX 85587 RICHMOND VA 23285 5587		3. Organized Under the Laws of: DE C 97185																									
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>Chairman & CEO</td> <td>Jeremiah J. Sheehan</td> <td>6601 West Broad St.,</td> <td>Richmond,</td> <td>VA</td> <td>23230</td> </tr> <tr> <td>Secretary & Ass't. Gen. Counsel</td> <td>Donna C. Dabney</td> <td>6601 West Broad St.,</td> <td>Richmond,</td> <td>VA</td> <td>23230</td> </tr> <tr> <td>Directors:</td> <td colspan="5">SEE ATTACHED LIST</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>	Chairman & CEO	Jeremiah J. Sheehan	6601 West Broad St.,	Richmond,	VA	23230	Secretary & Ass't. Gen. Counsel	Donna C. Dabney	6601 West Broad St.,	Richmond,	VA	23230	Directors:	SEE ATTACHED LIST				
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5. Signature of New Registered Agent	6. Signature  Date <u>11/2/99</u> Name <small>(Typed or Printed)</small> <u>Douglas M. Jerrold</u> Title <u>Vice President</u>																											

ISSUED: 07-03-1999

1621

REYNOLDS METALS COMPANY

OFFICERS

Chairman of the Board & Chief Executive Officer	Jeremiah J. Sheehan	6601 West Broad Street, Richmond, VA
Vice Chairman & Executive Officer	Randolph N. Reynolds	6601 West Broad Street, Richmond, VA
Executive Vice President & Chief Financial Officer	William E. Leahey, Jr.	6601 West Broad Street, Richmond, VA
Senior Vice President	Thomas P. Christino	6603 West Broad Street, Richmond, VA
Senior Vice President	Donald T. Cowles	6603 West Broad Street, Richmond, VA
Senior Vice President	Eugene M. Desvermine	6601 West Broad Street, Richmond, VA
Senior Vice President & Controller	Allen M. Earehart	6601 West Broad Street, Richmond, VA
Senior Vice President & General Counsel	D. Michael Jones	6601 West Broad Street, Richmond, VA
Senior Vice President	John M. Lowrie	6603 West Broad Street, Richmond, VA
Senior Vice President	Paul Ratki	6603 West Broad Street, Richmond, VA
Senior Vice President	C. Stephen Thomas	6603 West Broad Street, Richmond, VA
Vice President	Douglas M. Jerrold	6601 West Broad Street, Richmond, VA
Vice President	Ruth J. Mack	6603 West Broad Street, Richmond, VA
Vice President	Lou Anne J. Nabhan	6601 West Broad Street, Richmond, VA
Vice President	F. Robert Newman	6601 West Broad Street, Richmond, VA
Vice President	Edmund H. Polonitza	6601 West Broad Street, Richmond, VA
Vice President	William G. Reynolds, Jr.	6601 West Broad Street, Richmond, VA
Vice President	John F. Rudin	6603 West Broad Street, Richmond, VA
Vice President, Treasurer	Julian H. Taylor	6601 West Broad Street, Richmond, VA
Secretary & Assistant General Counsel	Donna C. Dabney	6601 West Broad Street, Richmond, VA
Assistant General Counsel	John B. Donohue, Jr.	6601 West Broad Street, Richmond, VA
Assistant Secretary	Carol L. Dillon	6601 West Broad Street, Richmond, VA
Assistant Secretary	Brenda A. Hart	6601 West Broad Street, Richmond, VA
Assistant Treasurer	Charles D. McLane, Jr.	6601 West Broad Street, Richmond, VA
Assistant Controller	James J. Wright	6601 West Broad Street, Richmond, VA

DIRECTORS

Chairman	Jeremiah J. Sheehan	6601 West Broad Street, Richmond, VA
	Patricia C. Barron	Xerox Engineering Systems, 300 Main Street, E. Rochester, NY
	John R. Hall	Ashland Oil Co., 1000 Ashland Drive, Russell, KY
	Robert L. Hintz	6601 West Broad Street, Richmond, VA
	William H. Joyce	Union Carbide Corporation, 39 Old Ridgebury Road, Danbury, CT
	Mylle B. Mangum	Holiday Inn Worldwide, Three Ravinia Drive, Atlanta, GA
	D. Larry Moore	Honeywell, Inc., 2701 4th Avenue South Minneapolis, MN
	Randolph N. Reynolds	6601 West Broad Street, Richmond, VA
	James M. Ringler	Premark International, Inc., 1717 Deerfield Road, Deerfield, IL
	Samuel C. Scott, III	CPC International, Inc., 700 Sylvan Avenue Englewood Cliffs, NJ
	Joe B. Wyatt	Vanderbilt University, 211 Kirkland Hall Nashville, TN