No. C 136783

Return to:
SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

NO FILING FEE IF RECEIVED BY DUE DATE

Due no later than Dec 31, 2002
Annual Report Form

1. Mailing Address - Correct in this box if applicable

TOSCO POWER, INC.
~~LEGAL DEPT PHILLIPS PETROLEUM COMPANY~~
~~1400 S PARK AVE~~ 600 N. Dairy Ashford
~~LINDEN, NJ 07036~~ Houston, TX 77079

2. Registered Agent and Office **NO PO BOX**

CORPORATION SERVICE COMPAN
1401 SHORELINE DR STE 2

BOISE, ID 83702

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	Andrew Kelleher	600 N. Dairy Ashford,	Houston,	TX	77079
Secretary	W. E. Twyman	600 N. Dairy Ashford,	Houston,	TX	77079
Director	Randall Funk	600 N. Dairy Ashford,	Houston,	TX	77079
Director	Andrew Kelleher	600 N. Dairy Ashford,	Houston,	TX	77079
Director	Thomas Nimbley	1400 Park Ave.,	Linden,	NJ	07036

5. Organized Under the Laws of:

DELAWARE
C 136783

6.
Signature J.W. Sheets Date 11/21/02
Name (Typed or Printed) J.W. Sheets Title Vice Pres. and Treasurer

1538

Issued 10/01/2002

Do Not Tape or Staple