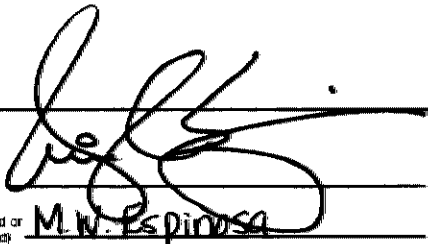


No. C, 16980	Annual Report Form 1999 <i>Due No Later Than November 30,</i>		2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct CONOCO, INC. TAX DEPT ML 3005 600 N DAIRY ASHFORD HOUSTON TX 77079		CT CORPORATION SYSTEM 300 N. 6TH ST. BOISE ID 83701
			3. Organized Under the Laws of: DE C 16980

Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of ☐ **Managers** or ☐ **Members** (check one)

Office held Name Street or P.O. Address City State Zip

PLEASE SEE ATTACHED

5. Signature of New Registered Agent	6.		Date <u>10-12-99</u>
	Signature _____ Name (Typed or Printed) <u>M.W. Espinosa</u>		Title <u>Treasurer</u>

ISSUED: 07-03-1999

4920

CONOCO INC.
600 N. DAIRY ASHFORD
HOUSTON, TX 77079
LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
President, CEO & Director	Dunham, Archie W.	600 N. Dairy Ashford Houston, TX 77079
Exec. Vice President & Director	Edwards, Gary W.	600 N. Dairy Ashford Houston, TX 77079
Exec. Vice President & Director	McKee III, Robert E.	600 N. Dairy Ashford Houston, TX 77079
Sr. Vice President, Finance & Chief Financial Officer	Goldman, Robert W.	600 N. Dairy Ashford Houston, TX 77079
Sr. Vice President & General Counsel	Harrington, Rick A.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Davis, Ted E.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Frederickson, Philip L.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Henkel, Thomas R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Hopkins, John R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Johnson, Michael L.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Kem, David O.	Park House 116 Park Street London W1 & 4NN, England
Vice President	Kemp III, John R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Knudson, Thomas C.	Park House 116 Park Street London W1&4NN, England
Vice President	Lashbrooke, Paul W.	Suite 16.01 Wisma Goldhill 67 Jalan Raja Chulan 50200 Kuala Lumpur, Malaysia
Vice President	Minton, Harvey D.	1007 Market Street

The above listed officers and directors will hold their title until a successor is chosen and qualified

**CONOCO INC.
600 N. DAIRY ASHFORD
HOUSTON, TX 77079
LIST OF OFFICERS AND DIRECTORS**

<u>TITLE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
		Wilmington, DE 19898
Vice President	Nokes, James W.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Oshlo, Eric L.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Parker, Dennis R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Rocconi Jr, Mario	600 N. Dairy Ashford Houston, TX 77079
Vice President	Stinson, John M.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Watkins, George E.	Rubislaw House Anderson Drive Aberdeen AB15 6FZ, Scotland
Vice President	Wilson, Lester D.	1000 S. Pine Ponca City, OK 74602
Treasurer	Espinosa, Miguel W.	600 N. Dairy Ashford Houston, TX 77079
Assistant Treasurer	Adams, A. Loyd	1007 Market Street Wilmington, DE 19898
Controller	Welch, W. David	600 N. Dairy Ashford Houston, TX 77079
Secretary	Gist, Mike A.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Anderson, Sharon K.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Bute, Terri L.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Byers, W. C.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Cobb, Llewella B.	600 N. Dairy Ashford Houston, TX 77079

The above listed officers and directors will hold their title until a successor is chosen and qualified

CONOCO INC.
600 N. DAIRY ASHFORD
HOUSTON, TX 77079
LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Assistant Secretary	Cohenour, N. Deanna	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Hayes, Luree A.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Lancaster, L. B.	1007 Market Street Wilmington, DE 19898
Assistant Secretary	Liles, D. Cherokee	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Mahood, Robert W.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Morehead, Bobby L.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Roberts, T. M.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Schwiderski, Dennis J.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Sherry, Richard A.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Short, Susan F.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Thomas, Veronica A.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Williams, Kate G.	600 N. Dairy Ashford Houston, TX 77079

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