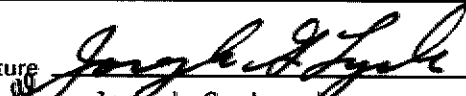
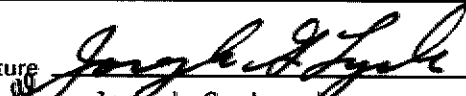
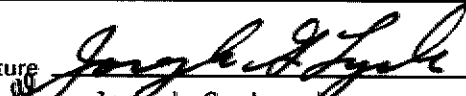


No. C 46475	Annual Report Form Due No Later Than November 30, 1997		2. Registered Agent and Office NOT A P.O. BOX							
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1. Mailing Address - Please Correct, If Not Correct EXXON CORPORATION P. O. BOX 392, ROOM 493 HOUSTON TX 77001		CORPORATION SERVICE COMPANY 200 N 23RD ST BOISE ID 83702 3. Organized Under the Laws of: NJ C 46475							
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="0" style="width:100%"> <tr> <td style="width:15%"><u>Office held</u></td> <td style="width:15%"><u>Name</u></td> <td style="width:35%"><u>Street or P.O. Address</u></td> <td style="width:15%"><u>City</u></td> <td style="width:10%"><u>State</u></td> <td style="width:10%"><u>Zip</u></td> </tr> </table> <div style="text-align: center; font-size: 2em; font-weight: bold; margin-top: 20px;">SEE ATTACHED</div>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
5.		6. <table border="0" style="width:100%"> <tr> <td style="width:30%">Signature </td> <td style="width:20%">Date <u>7-22-97</u></td> </tr> <tr> <td>Name <small>(Printed or Typed)</small> <u>Joseph G. Lynch</u></td> <td>Title <u>Assistant Secretary</u></td> </tr> </table>			Signature 	Date <u>7-22-97</u>	Name <small>(Printed or Typed)</small> <u>Joseph G. Lynch</u>	Title <u>Assistant Secretary</u>		
Signature 	Date <u>7-22-97</u>									
Name <small>(Printed or Typed)</small> <u>Joseph G. Lynch</u>	Title <u>Assistant Secretary</u>									

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

4329

ANSEL L. CONDRAY
PRESIDENT

January 13, 1997

MAI -3-97

(Revision of MAI-12-96
dated November 26, 1996)
Management Authority Instrument

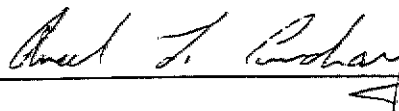
Pursuant to the authority vested in me as the designated President of Exxon Company, U.S.A., under the By-Laws of Exxon Corporation and Resolutions of its Board of Directors, the persons listed below are hereby appointed Assistant Secretaries of Exxon Corporation commencing January 1, 1997 and until December 31, 1997 or until their successors are appointed, whichever event occurs first.

The list of Assistant Secretaries of Exxon Corporation appointed by this and prior Management Authority Instruments is as follows:

R. G. Caserta
M. T. Flores
J. C. Glaubig
J. J. Hermes
D. L. Hinshaw
K. J. Hogan
L. J. Johnson
S. A. LePlatt
J. G. Lynch

G. G. Meneilly
J. A. Podraza
J. T. Pryor, Jr.
W. C. Riggs
T. J. Stilbert
B. Y. Taylor
R. J. Thatcher
S. M. Walker

APPROVED AND EXECUTED this 13th day of JANUARY 1997.



A. L. Condray

FORM
APPROVED
[Signature]

c:\data\winword\mai\asstsecr.doc

CERTIFICATE

I, J. E. Crawford, an Assistant Secretary of Exxon Corporation, hereby certify that the following is a true and correct list of the Directors and Principal Officers of Exxon Corporation as of May 1, 1996:

Directors

<u>Name</u>	<u>Business Address</u>
Michael J. Boskin	Stanford University HHMB-Room 213 Stanford, CA 94350
David Wayne Calloway	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577
Jess Hay	Texas Commerce Tower Suite 4300 East 2200 Ross Avenue Dallas, TX 75201
James R. Houghton	80 East Market Street 2nd Floor Corning, NY 14830
William R. Howell	J. C. Penney Company, Inc. 6501 Legacy Drive Plano, TX 75024
Philip E. Lippincott	Former Chairman Scott Paper Company
Harry J. Longwell	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Marilyn Carlson Nelson	Carlson Holdings, Inc. 12755 Highway 55 Minneapolis, MN 55441
Lee R. Raymond	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039

Name

Business Address

John H. Steele

Woods Hole Oceanographic Institute
Crowell House
#5 School Street
Woods Hole MA 02543

Robert E. Wilhelm

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Joseph D. Williams

Warner-Lambert Company
182 Tabor Road
Morris Plains, NJ 07950

Officers

Name

Business Address

Lee R. Raymond
Chairman of the Board and President

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Rene' Dahan
Senior Vice President

Exxon Company, International
200 Park Avenue, Building 222
Florham Park, NJ 07932

Edwin J. Hess
Senior Vice President

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Harry J. Longwell
Senior Vice President

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Robert E. Wilhelm
Senior Vice President

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Anthony W. Atkiss
Vice President - Public Affairs

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Ansel L. Condray
Vice President

Exxon Company, U.S.A.
800 Bell Street
Houston, Texas 77002

<u>Name</u>	<u>Business Address</u>
William Bruce Cook Vice President & Controller	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
James P. Harris General Manager - Corporate Planning	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Charles W. Matthews Vice President & General Counsel	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Thomas J. McDonagh, M.D. Vice President - Medicine and Occupational Health	Exxon Company, International 222 Park Avenue Florham Park, NJ 07932
Ray B. Nesbitt Vice President	Exxon Chemical Company 580 Westlake Park Blvd. Houston, TX 77079
Edgar A. Robinson Vice President & Treasurer	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Charles D. Roxburgh Vice President	Exxon Coal & Minerals Company 2401 S. Gessner Houston, TX 77063
Daniel S. Sanders Vice President - Human Resources	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Donald E. Smiley Vice President - Washington Office	Exxon Corporation 2001 Pennsylvania, N.W. Suite 300 Washington, D.C. 20006
Frank B. Sprow Vice President- Environment & Safety	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Paul E. Sullivan Vice President & General Tax Counsel	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039

Name

Business Address

Jon L. Thompson
Vice President

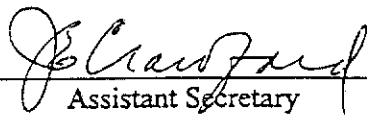
Exxon Exploration Company
233 Benmar
Houston, TX 77060

T. Peter Townsend
Vice President - Investor Relations & Secretary

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Witness my hand and the seal of said Corporation to the foregoing certificate this 6th day of May, 1996.

(Corporate Seal)


Assistant Secretary

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