

INSTRUCTIONS ON REVERSE SIDE

No. 937135	Idaho Corporation Annual Report Form		2. Registered Agent and Office											
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 REC'D SEC. OF STATE 89 OCT 12 PM 2 10	Due No Later Than November 1, 1989		C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE, IDAHO 83701											
	1. Mailing Address — Please Correct 937135													
	RICHFIELD OIL CORPORATION ----- 515 SOUTH FLOWER AP-4869 LOS ANGELES, CALIFORNIA 90071		3. Incorporated Under The Laws of STATE OF DELAWARE											
4. Names and Addresses of Officers and Directors <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: center;"><u>Name</u></th> <th style="text-align: center;"><u>Street or P.O. Address</u></th> <th style="text-align: center;"><u>City</u></th> <th style="text-align: center;"><u>State</u></th> <th style="text-align: center;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="5" style="text-align: center; vertical-align: middle;"> President: Secretary: Directors: SCHEDULE ATTACHED </td> </tr> </tbody> </table>					<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	President: Secretary: Directors: SCHEDULE ATTACHED				
<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
President: Secretary: Directors: SCHEDULE ATTACHED														
5. Nature of Business INACTIVE NAME HOLDER		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"> Signature <i>Barbara M. Hinds</i> Name (Typed or Printed) Barbara M. Hinds </td> <td style="width: 20%; text-align: center;"> Date 10/5/89 </td> <td style="width: 50%; text-align: center;"> Title Assistant Secretary </td> </tr> </table>			Signature <i>Barbara M. Hinds</i> Name (Typed or Printed) Barbara M. Hinds	Date 10/5/89	Title Assistant Secretary							
Signature <i>Barbara M. Hinds</i> Name (Typed or Printed) Barbara M. Hinds	Date 10/5/89	Title Assistant Secretary												

RICHFIELD OIL CORPORATION
F.E.I.N. # 13-2563027

LIST OF OFFICERS & DIRECTORS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Henry H. Paige	Director & President	515 S. Flower Street Los Angeles, CA 90071	1540 Kenmore Rd. Pasadena, CA 91106		12/02/85
Kenneth R. Dickerson	Director & Vice President	515 S. Flower Street Los Angeles, CA 90071	655 Hillcrest Avenue LaCanada-Flintridge, CA 91011		12/02/85
Howard L. Edwards	Director, Vice President & Secretary	515 S. Flower St. Los Angeles, CA 90071	756 Greenridge Dr. LaCanada-Flintridge, CA 91011		12/02/85
Martin C. Recchuite	Treasurer	515 S. Flower St. Los Angeles, CA 90071	22940 Dekalb Dr. Calabasas, CA 91105		06/27/88
Steven J. Shapiro	Assistant Treasurer	515 S. Flower St. Los Angeles, CA 90071	4045 Via Marina Marina Del Rey, CA 90292		04/24/89
Barbara M. Hinds	Assistant Secretary	515 S. Flower St. Los Angeles, CA 90071	270 S. Berkeley Ave. Pasadena, CA 91107		12/02/85
Leslye B. Nunnelly	Assistant Secretary	515 S. Flower St. Los Angeles, CA 90071	1275 Kenilworth Ave. San Marino, CA 91108		07/25/88

Preparer:ACG
10/05/89