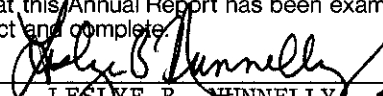
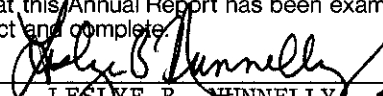
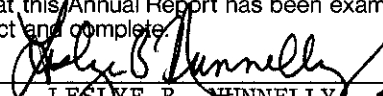


No. 37135 A Return To Secretary of State Room 203, Statehouse Boise, ID 83720 NO FEE REQUIRED	Idaho Corporation Annual Report Form <i>Due No Later Than November 1, 1990</i> 1. Mailing Address — <i>Please Correct</i> RICHFIELD OIL CORPORATION TAX DEPARTMENT 515 S. FLOWER STREET AP-4865 LOS ANGELES CA 90071	2. Registered Agent and Office C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701 585 3. Incorporated Under The Laws of DE NO: 037135 A																									
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">President:</td> </tr> <tr> <td colspan="5">Secretary:</td> </tr> <tr> <td colspan="5">Directors:</td> </tr> <tr> <td colspan="5" style="text-align: center; vertical-align: middle;"> 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				
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President:																											
Secretary:																											
Directors:																											
SCHEDULE ATTACHED																											
5. Nature of Business INACTIVE NAMEHOLDER	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: 60%;"> Signature  Name (Typed or Printed) LESLIE B. NUNNELLY SED </td> <td style="width: 40%;"> Date 10/22/90 Title ASSISTANT SECRETARY </td> </tr> </table>		Signature  Name (Typed or Printed) LESLIE B. NUNNELLY SED	Date 10/22/90 Title ASSISTANT SECRETARY																							
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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 91302		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
2/20/90