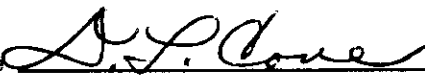


No. <b>C 23354 A</b>	<b>Annual Report Form 1998</b> <i>Due No Later Than November 30,</i>		2. Registered Agent and Office <b>NOT A P.O. BOX</b>							
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FEE REQUIRED</b>  <b>* FIRST NOTICE *</b>	1. Mailing Address - Please Correct, If Not Correct		<b>UNITED STATES CORPORATION</b> <b>200 N 23RD ST</b>  <b>BOISE ID 83702</b>							
	<b>PHILLIPS PETROLEUM COMPANY</b> <b>D. L. CONE</b> <b>1250 ADAMS BLDG</b>  <b>BARTLESVILLE OK 74004</b>									
4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)  <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> </table> <p style="text-align:center; margin-top: 20px;"><b>Please See Attached List!</b></p>					<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. Signature of New Registered Agent		6. Signature <u></u> Date <u>8-25-98</u> Name (Typed or Printed) <u>D. L. Cone</u> Title <u>Asst. Secretary</u>								

ISSUED: 07-03-1998

↓ DO NOT TAPE OR STAPLE ↓

4233

**PHILLIPS PETROLEUM COMPANY**  
**BOARD OF DIRECTORS**

W. W. Allen  
Norman R. Augustine  
George B. Beitzel  
David L. Boren  
C. L. Bowerman  
Robert E. Chappell, Jr.  
Lawrence S. Eagleburger

Larry D. Horner  
J. J. Mulva  
Randall L. Tobias  
Victoria J. Tschinkel  
Kathryn C. Turner

Bartlesville, OK 74004-0001  
Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817-1803  
29 King Street, Chappaqua, NY 10514-3432  
University of Oklahoma, 660 Parrington Oval, Room 110, Norman, OK 73070  
Bartlesville, OK 74004-0001  
3707 Randall Mill Road N.W., Atlanta, GA 30327  
Baker, Donelson, Bearman & Caldwell, Suite 800, 801 Pennsylvania Avenue, N.W.,  
Washington, DC 20004  
Pacific USA Holdings Corp., 110 E. 59th Street, New York, NY 10022  
Bartlesville, OK 74004-0001  
Eli Lilly and Company, Lilly Corporate Center, Indianapolis, IN 46285  
Landers & Parsons, 310 West College Ave., P. O. Box 271, Tallahassee, FL 32302  
Standard Technology, Inc., 6116 Executive Blvd., Suite 700, Rockville, MD 20852

**\*OFFICERS**

W. W. Allen  
J. J. Mulva  
C. L. Bowerman  
K. L. Hedrick  
Knut Am  
  
Roberto G. Ceconi  
J. L. Howe  
J. C. Mihm  
T. C. Morris  
M. J. Panatier

B. Z. Parker  
J. Bryan Whitworth  
Wayne E. Anderson  
P. D. Bairrington  
Rand C. Berney  
W. B. Berry  
J. L. Bowles

John A. Carrig  
R. M. Coffelt  
L. L. Frantz

J. L. Gallogly

E. K. Grigsby  
Raj K. Gupta  
Mary Jane Hagenson  
J. W. O'Toole  
Barbara Price  
A. W. Risley  
J. A. Ross  
Greg G. Maxwell  
Dale J. Billam  
B. J. Clayton  
R. B. Gisi  
J. W. Sheets  
Joe Cochran  
D. L. Cone  
P. A. McGlasson

Chairman of the Board of Directors and Chief Executive Officer  
President and Chief Operating Officer  
Executive Vice President  
Executive Vice President  
Senior Vice President Exploration and Production  
Technology Development  
Senior Vice President Corporate Engineering  
Senior Vice President Chemicals and Plastics  
Senior Vice President Corporate Technology  
Senior Vice President and Chief Financial Officer  
Senior Vice President Gas Processing and Marketing  
1300 Post Oak Blvd., Suite 800, Houston, TX 77056  
Senior Vice President Refining, Marketing and Transportation  
Senior Vice President and General Counsel  
Vice President Marketing Operations  
Vice President Marketing and Transportation  
Vice President and Controller  
Vice President Exploration and Production Eurasia  
Vice President Exploration and Production Americas  
P. O. Box 1967, Houston, TX 77251-1967  
Vice President and Treasurer  
Vice President Worldwide Exploration  
Vice President Exploration and Production Drilling, Production and  
Major Projects Technology  
Vice President Olefins and Polyolefins  
Two Corporate Plaza, 2625 Bay Area Blvd., Houston, TX 77258  
Vice President Investor Relations, Suite 1970, 630 5th Ave., New York, NY 10111  
Vice President Strategic Planning  
Vice President Specialty Chemicals and Specialty Plastics  
Vice President and General Tax Officer  
Vice President Health, Environment and Safety  
Vice President LNG, Gas and Coal  
Vice President Refining  
General Auditor  
Secretary  
Assistant General Tax Officer  
Assistant Treasurer  
Assistant Treasurer  
Assistant Secretary, 6330 W. Loop South, Bellaire, TX 77401  
Assistant Secretary  
Assistant Secretary

\*All Officers located in Bartlesville, OK 74004-0001, unless otherwise indicated.