

No. **C 16980**

**Due no later than Jul 31, 2002**

**Annual Report Form**

Return to:

SECRETARY OF STATE  
700 WEST JEFFERSON  
PO BOX 83720  
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

CONOCO, INC.  
TAX DEPT ML 3005  
600 N DAIRY ASHFORD  
  
HOUSTON, TX 77079

2. Registered Agent and Office **NO PO BOX**

CT CORPORATION SYSTEM  
300 N. 6TH ST.

BOISE, ID 83701

3. New Registered Agent Signature

**NO FILING FEE IF  
RECEIVED BY DUE DATE**

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
--------------------	-------------	-------------------------------	-------------	--------------	------------

**PLEASE SEE ATTACHED**

5. Organized Under the Laws of:

DELAWARE  
C 16980

6.

Signature

*Michael A. Gist*

Date

*06/28/02*

Name

(Typed or  
Printed)

*Michael A. Gist*

Title

*Secretary*

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

<b>TITLE</b>	<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Director, Chairman, President & Chief Executive Officer	Dunham, Archie W.	600 N. Dairy Ashford Houston, TX 77079
Director & Exe. Vice President	McKee III, Robert E.	600 N. Dairy Ashford Houston, TX 77079
Director & Exe. Vice President	Nokes, James W.	600 N. Dairy Ashford Houston, TX 77079
Senior Vice President	Frederickson, Philip L.	600 N. Dairy Ashford Houston, TX 77079
Senior Vice President	Stinson, John M.	600 N. Dairy Ashford Houston, TX 77079
Senior Vice President	Knudson, Thomas C.	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, Legal & General Counsel	Harrington, Rick A.	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	Hamm, William R.	Park House 116 Park Street London W1 & 4NN, England
Vice President	Knickel, Carin S.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Knudsen, James R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	McColgin, James D.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Merriman, Gary A.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Oshlo, Eric L.	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**

<b>TITLE</b>	<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Vice President	Paczkowski, George W.	1000 S. Pine Ponca City, OK 74602
Vice President	Parker, Dennis R.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Severance, Richard W.	600 N. Dairy Ashford Houston, TX 77079
Vice President	Theede, Steven M.	Park House 116 Park Street London W1 & 4NN, England
Vice President	Watkins, George E.	Rubislaw House Anderson Drive Aberdeen AB15 6FZ, Scotland
Vice President	Wilson, Lester D.	600 N. Dairy Ashford Houston, TX 77079
Vice President, Tax	Sherry, Richard A.	600 N. Dairy Ashford Houston, TX 77079
Vice President & Treasurer	Cornelius, Sigmund L.	600 N. Dairy Ashford Houston, TX 77079
Assistant Treasurer	Durbin, John E.	600 N. Dairy Ashford Houston, TX 77079
Assistant Treasurer	McFadin, Charles S.	600 N. Dairy Ashford Houston, TX 77079
Vice President, Controller and Principal Accounting Officer	Welch, W. David	600 N. Dairy Ashford Houston, TX 77079
Chief Information Officer	Nicewarner, Thomas W.	600 N. Dairy Ashford Houston, TX 77079
Chief Procurement Officer	Nahill, William A., Jr.	600 N. Dairy Ashford Houston, TX 77079
Secretary	Gist, Michael A.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Ancelet, Lisa K.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Anderson, Sharon K.	1000 S. Pine Ponca City, OK 74602

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**

<b>TITLE</b>	<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Assistant Secretary	Bechtel, Terri L.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Bishop, Glen Y. S.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Bute, Terri L.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Byers, Wayne C.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Chaney, Jesse M.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Garcia, Jennifer M.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Hayes, Luree A.	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Liles, D. Cherokee	1000 S. Pine Ponca City, OK 74602
Assistant Secretary	Morehead, Bobby L.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Short, Susan F.	600 N. Dairy Ashford Houston, TX 77079
Assistant Secretary	Tole, Mary Ann	600 N. Dairy Ashford Houston, TX 77079

*updated 01/02*