

No. C 23354 A Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Jul 31, 2000 Annual Report Form 1. Mailing Address - Correct in this box, if applicable PHILLIPS PETROLEUM COMPANY 1250 ADAMS BLDG BARTLESVILLE, OK 74004	2. Registered Agent and Office NO PO BOX UNITED STATES CORPORATION C 1401 SHORELINE DR BOISE, ID 83702 3. <u>New</u> Registered Agent Signature
--	--	--

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>
Director -	Robert M Devlin	American General Corporation, 2929 Allen Parkway,	Houston,	TX	77019
Director -	Norman R. Augustine:	Lockheed Martin Corporation, 6801 Rockledge Drive,	Bethesda,	MD	20817-1803
Director -	David L. Boren	University of Oklahoma, 660 Parrington Oval, Room 110,	Norman,	OK	73070
Director -	Robert E. Chappell, Jr.	Metropolitan Life Insurance Co., One Madison Avenue, Area 11B,	New York,	NY	10010
Director -	Lawrence S. Eagleburger	Baker, Donelson, Bearman, Ste 800, 801 Pennsylvania Ave. N. W.	Washington,	DC	20004
Director -	Larry D. Horner :	Pacific USA Holdings Corp., 110 E 59th Street,	New York,	NY	10022
Dir., Chairman of Bd., & CEO -	J. J. Mulva	Phillips Petroleum Company, 18th Floor,	Bartlesville,	OK	74004
Director -	Randall L. Tobias :	Eli Lilly and Company, Suite 110, 500 E. 96th Street,	Indianapolis,	IN	46240
Director -	Victoria J. Tschinkel	Landers & Parsons, 310 West College Ave.,	Tallahassee,	FL	32302
Director -	Kathryn C. Turner	Standard Technology, Inc., Ste 1400, 3 Skyline Pl.,	Falls Church,	VA	22041
Secretary -	Dale J. Billam	1234 Adams Building,	Bartlesville,	OK	74004
Assist. Secretary -	N. A. Loftis	1250 Adams Building,	Bartlesville,	OK	74004

5. Organized Under the Laws of: DELAWARE C 23354 A	6. Signature <u><i>N. A. Loftis</i></u> Date <u>7/19/00</u> Name (Typed or Printed) <u>N. A. Loftis, Asst. Secretary</u> Time _____
--	--

Issued 05/10/2000

Do Not Tape or Staple

433