

No. **C 23465**

Due no later than Oct 31, 2002
Annual Report Form

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

PRENTICE-HALL CORP SYSTEM
1401 SHORELINE DR STE 2

BOISE, ID 83702

3. New Registered Agent Signature

Return to:

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

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

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

CHEVRON U.S.A. INC.
TAX DEPARTMENT
2613 CAMINO RAMON
ROOM 5319
SAN RAMON, CA 94583

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>
PRESIDENT	- R. I. WILCOX	1111 BAGBY ST.	HOUSTON, TX.		77002
SECRETARY	- L. I. BEEBE	575 MARKET ST.	SAN FRANCISCO, CA.		94105
DIRECTOR	- L. I. BEEBE	575 MARKET ST.	SAN FRANCISCO, CA.		94105
DIRECTOR	- M. J. FOEHR	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR	- R. I. WILCOX	1111 BAGBY ST.	HOUSTON, TX.		77002
DIRECTOR	- D. C. REEVES	6001 BOLLINGER CANYON RD.	SAN RAMON, CA.		94583
DIRECTOR	- T. R. THORNTON	1301 MCKINNEY,	HOUSTON, TX.		77010

5. Organized Under the Laws of:

PENNSYLVANIA
C 23465

6.

Signature

(Typed or
Name Printed) W. J. BRECHTEL

Date

AUG 21 2002

Title

ASST. SECRETARY

4131

Do Not Tape or Staple

CHEVRON U.S.A. INC.

25-0527925

Directors

L. I. Beebe
M. J. Foehr
R. I. Wilcox
D. C. Reeves
T. R. Thornton

Business Address

575 Market Street, San Francisco, CA 94105
6001 Bollinger Canyon Rd., San Ramon, CA. 94583
1111 Bagby St., Houston, TX. 77002
6001 Bollinger Canyon Rd, San Ramon, CA 94583
1301 McKinney, Houston, TX. 77010

Name

Officers

Business Address

R. I. Wilcox	President	1111 Bagby St., Houston, TX. 77002
D. C. Reeves	Executive V/P	6001 Bollinger Canyon Rd, San Ramon, CA 94583
L. I. Beebe	Vice-President & Secretary	575 Market Street, San Francisco, CA 94105
P. V. Bennett	Vice-President & Treasurer	2005 Diamond Blvd, Concord, CA 94520
W. C. Taylor	Vice-President & Asst Secretary	575 Market Street, San Francisco, CA. 94105
P. T. Cavanaugh	Vice-President	1401 I Street, NW, Ste 1200, Washington, DC 20005
M. J. Foehr	Vice-President	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
G. H. Hagstrom	Vice-President	575 Market St. San Francisco, CA. 94105
E. B. Scott	Vice-President	6001 Bollinger Canyon Rd, San Ramon, CA 94583
T. R. Thornton	Vice-President	1301 McKinney, Houston, TX. 77010
O. F. Baldwin II	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
S. A. Berg	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
W. J. Brechtel	Asst Secretary	2613 Camino Ramon, San Ramon, CA 94583
W. A. Brommelsiek	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
T. R. Brown	Asst Secretary	5750 Johnston Street, , Lafayette, LA 70503
R. M. Buelow	Asst Secretary	5001 California Ave., Bakersfield, CA 93309
V. L. Byers III	Asst Secretary	4900 California Avenue, Bakersfield, CA 93309
W. F. Byers	Asst Secretary	1301 McKinney, Houston, TX. 77010
G. R. Cain	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
P. D. Cannon	Asst Secretary	2811 Hayes Rd., Houston, TX. 77082
M. L. Carthew	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
K. F. Clever	Asst Secretary	2300 Windy Ridge Pkwy Ste 800, Atlanta, Georgia 30339-5673
R. P. Cohagan	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
J. W. Crowley	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
G. L. Darnsteadt	Asst Secretary	6001 Bollinger Canyon Road, San Ramon, CA. 94583
T. J. Daughtrey-Kramer	Asst Secretary	2811 Hayes Rd., Houston, TX 77082
H. P. Davis Jr.	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, GA 30339
J. T. DeClaire	Asst Secretary	2003 Diamond Blvd., Concord CA. 94520-5738
D. M. Drago	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, Ca. 94583
R. E. Eckhoff	Asst Secretary	6001 Bollinger Canyon Road, San Ramon, CA. 94583
D. L. Ely	Asst Secretary	2005 Diamond Blvd, Concord, CA. 94520
J. J. Ely	Asst Secretary	2613 Camino Ramon, San Ramon, Ca. 94583
D. L. Farr	Asst Secretary	935 Gravier Street, New Orleans, LA. 70112
M. H. Forman	Asst Secretary	1301 McKinney, Houston, TX 77010
C. D. Frisbie	Asst Secretary	15 Smith Rd. , Midland, TX 79705
J. D. Gass	Asst Secretary	Avenida Lenine #77 Caixa Postal 2950, Luanda, Angola
J. Gaston	Asst Secretary	1400 Woodlands Forest Dr., The Woodlands TX. 77380
N. Godfrey	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
C. H. Guthrie	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
D. R. Haley	Asst Secretary	30 Raffles Place , Singapore, 0923
R. J. Harris	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
M. Hauser	Asst Secretary	11111 S. Wilcrest, Houston, TX 77236

CHEVRON U.S.A. INC.

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G. Hejtmanek	Asst Secretary	6101 Bollinger Canyon Dr., San Ramon, CA. 94583
G. D. Henderson	Asst Secretary	4900 California Ave., Bakersfield, CA 93302
C. Ho	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
R. G. Howard	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
M. A. Humphrey	Asst Secretary	500 Fifth Avenue, S.W., Calgary, T2P OL7, Canada
R. E. Jackson	Asst Secretary	15 Smith Rd., Claydessa Bldg., Midland, TX 79702-1150
L. W. Johns	Asst Secretary	3300 Monte Cristo Road, Bakersfield, CA 93308
J. H. Jones, Jr.	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
R. J. Kolb	Asst Secretary	1301 McKinney, Houston, TX 77251
J. G. Larre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
J. S. Lastrapes	Asst Secretary	1301 McKinney, Houston, TX 77010
R. Lavorerio	Asst Secretary	1200 State Street, Perth Amboy, NJ 08861
G. L. LeBeau	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
T. J. Linardi	Asst Secretary	2300 Windy Ridge Pkwy., Atlanta, GA 30339
S. E. Lystad	Asst Secretary	145 S. State college, Brea. Ca. 92821
C. N. Macfarlane	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
J. F. Mailey	Asst Secretary	11111 S. Wilcrest, Houston, TX 77099
C. B. Marley	Asst Secretary	575 Market Street, San Ramon, CA. 94583
P. Massih	Asst Secretary	1331 Lamar, Houston, Tx. 77010
M. McDaniel	Asst Secretary	Four Houston Center , Houston, TX 77042
M. B. Meyer	Asst Secretary	1301 McKinney, Houston, TX 77010
J. B. Mott	Asst Secretary	1301 McKinney, Houston, TX 77010
A. J. Naquin	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
M. A. Nelson	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
N. A. Norris	Asst Secretary	145 S. State College, Brea, Ca. 92821
L. J. Oliver	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
A. M. Payne	Asst Secretary	575 Market Street, San Francisco, CA. 94105
R. M. Petersen	Asst Secretary	1301 McKinney, Houston, TX 77010
R. D. Pitre	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
H. Porkert	Asst Secretary	6101 Bollinger Canyon Dr., San Ramon, CA. 94583
C. A. Quartana	Asst Secretary	1301 McKinney, Houston, TX 77010
T. W. Reich	Asst Secretary	1301 McKinney, Houston, TX. 77010
D. R. Retz	Asst Secretary	2003 Diamond Blvd., Concord, CA 94520-5738
P. A. R. Rixon	Asst Secretary	#2 Portman Street, London, WH1 OAN, England
C. K. L. Robertson	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. S. Robinson	Asst Secretary	1301 McKinney, Houston, TX 77010
K. C. Schafer	Asst Secretary	575 Market Street, San Francisco, Ca. 94105
E. S. Schaffer	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
G. D. Schuman	Asst Secretary	1301 McKinney, Houston, Tx. 77010
W. M. Sellers	Asst Secretary	1301 McKinney, Houston, TX 77010
D. T. Sherman	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
A. H. Singer	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
M. C. Smith	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
F. G. Soler	Asst Secretary	575 Market Street, San Francisco, CA 94105
A. M. Sparks	Asst Secretary	145 S. State College, Brea, Ca. 92821
G. R. Steinbach	Asst Secretary	646 Country Square Drive, Ventura, CA. 93003
D. R. Stevenson	Asst Secretary	1301 McKinney, Houston, TX 77010
M. E. Sullivan	Asst Secretary	1200 State St., Perth Amboy, NJ. 08861
P. L. Tai	Asst Secretary	575 Market Street, San Francisco, CA 94105
R. B. Taylor	Asst Secretary	4900 California Avenue, Ste., Bakersfield, CA 93309
C. C. Thut	Asst Secretary	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
D. J. Triplitt	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
W. K. Turner	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
A. H. Uzzell	Asst Secretary	1301 McKinney, Houston, TX 77010
A. H. Vance	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA. 94583

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E. T. Van Reet	Asst Secretary	15 Smith Rd., Midland, TX, 79702-1150
A. E. Wacker	Asst Secretary	1301 McKinney, Houston, TX 77251
R. B. Wagstaff	Asst Secretary	1301 McKinney, Houston, TX 77010
D. M. Walker	Asst Secretary	2300 Windy Ridge PKWY, STE 800, Atlanta, GA. 30339-5673
E. L. Walker	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
P. G. Walker	Asst Secretary	935 Gravier Street, New Orleans, LA 70112
B. J. Walley	Asst Secretary	2613 Camino Ramon, San Ramon, CA. 94583
T. O. Watson	Asst Secretary	145 S. State College, Brea, Ca. 92821
D. J. Wechsler	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
D. H. Wilson	Asst Secretary	1301 McKinney, Houston, TX 77010
E. G. Wong	Asst Secretary	6001 Bollinger Canyon Rd, San Ramon, CA 94583
C. Woolington	Asst Secretary	1301 McKinney, Houston, TX 77010
D. K. Wright	Asst Secretary	1301 McKinney, Houston, TX 77010
H. Xun	Asst Secretary	575 Market Street, San Francisco, CA. 94105
P. E. Yarrington	Asst Secretary	575 Market Street, San Francisco, CA. 94105
W. J. Young	Asst Secretary	2300 Windy Ridge Pkwy, Suite 800, Atlanta, GA 30339
R. C. Gordan	Asst Treasurer	6001 Bollinger Canyon Rd., San Ramon, CA. 94583
D. A. Greenspan	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA 94583
R. E. Lee	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
J. D. Lyness	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
S. H. Peth	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583
H. B. Sheppard	Asst Treasurer	6001 Bollinger Canyon Rd, San Ramon, CA. 94583

Term Expires: On next annual meeting of stockholders or upon election or appointment of successors.

08/14/02