

No. 032437 Return To Secretary of State Room 203, Statehouse Boise, ID 83720 RECEIVED SEC. OF STATE 87 JUL 28 am 8 30	Idaho Corporation Annual Report Form Due No Later Than November 1, 1987 1. Mailing Address — Please Correct 032437 ASHLAND OIL, INC. CHARLES D. ELLIS P. O. BOX 14000 LEXINGTON, KENTUCKY 40512	2. Registered Agent and Office C. T. CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE, IDAHO 83701 3. Incorporated Under The Laws of STATE OF KENTUCKY ENTERED JUL 30 1987															
4. Names and Addresses of Officers and Directors <table border="1"> <thead> <tr> <th data-bbox="42 361 422 838">Name</th> <th data-bbox="422 361 1073 838">Street or P.O. Address</th> <th data-bbox="1073 361 1181 838">City</th> <th data-bbox="1181 361 1379 838">State</th> <th data-bbox="1379 361 1625 838">Zip</th> </tr> </thead> <tbody> <tr> <td colspan="5" data-bbox="42 457 1625 553"> President: Secretary: Directors: </td> </tr> <tr> <td colspan="5" data-bbox="42 553 1625 838" style="text-align: center;"> SEE SCHEDULE ATTACHED </td> </tr> </tbody> </table>			Name	Street or P.O. Address	City	State	Zip	President: Secretary: Directors:					SEE SCHEDULE ATTACHED				
Name	Street or P.O. Address	City	State	Zip													
President: Secretary: Directors:																	
SEE SCHEDULE ATTACHED																	
5. Nature of Business integrated oil company	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="1"> <tr> <td data-bbox="536 893 1073 936">Signature <i>Charles D. Ellis</i></td> <td data-bbox="1073 893 1625 936">Date July 22, 1987</td> </tr> <tr> <td data-bbox="536 936 1073 967">Name (Typed or Printed) Charles D. Ellis</td> <td data-bbox="1073 936 1625 967">Title Asst. Secretary</td> </tr> </table>		Signature <i>Charles D. Ellis</i>	Date July 22, 1987	Name (Typed or Printed) Charles D. Ellis	Title Asst. Secretary											
Signature <i>Charles D. Ellis</i>	Date July 22, 1987																
Name (Typed or Printed) Charles D. Ellis	Title Asst. Secretary																

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DIRECTORS AND OFFICERS
OF
ASHLAND OIL, INC.
(OFFICE ADDRESSES)

ENTERED
JUL 30 1967

DIRECTORS

OFFICE ADDRESSES

Thomas E. Bolger	Bell Atlantic Corporation 1310 N. Court House Road Arlington, VA 22201
Samuel C. Butler	Cravath, Swaine & Moore One Chase Manhattan Plaza New York, New York 10005
Eugene W. Erickson	3900 Ocean Drive Apartment 14-H Lauderdale-by-the-Sea, FL 33308
James B. Farley	101 Park Avenue New York, New York 10178
Robert D. Gordon, Jr.	50 Penn Place Suite 825 Oklahoma City, OK 73118
John R. Hall	1000 Ashland Drive Russell, Kentucky 41169
Charles J. Luellen	1000 Ashland Drive Russell, Kentucky 41169
Robert T. McCowan	1000 Ashland Drive Russell, Kentucky 41169
Don T. McKone	Trinova Corporation 1705 Indian Wood Circle Maumee, Ohio 43537
Harold S. Mohler	#6 Springcreek Manor Hershey, Pennsylvania 17033
Jane C. Pfeiffer	90 Field Point Circle Greenwich, Connecticut 06830
James R. Rinehart	6224 Schustrich Road Hiram, Ohio 44234
William L. Rouse, Jr.	First Security National Bank & Trust Co. One First Security Plaza Lexington, Kentucky 40502

DIRECTORS

William R. Seaton

Dr. Robert B. Stobaugh

Richard L. Terrell

James W. Vandever

OFFICE ADDRESSES

1000 Ashland Drive
Russell, Kentucky 41169

Harvard Business School
103 Cotting House
Soldiers' Field Road
Boston, Massachusetts 02163

Mailing Address:
4 Ross Road
Belmont, Massachusetts 02178

1330 Spyglass Lane
Naples, Florida 33940

1825 W. Mockingbird Lane
Dallas, Texas 75235

<u>EXECUTIVE OFFICERS</u>	<u>OFFICE ADDRESSES</u>	<u>TITLES</u>
John R. Hall	1000 Ashland Drive Russell, Kentucky 41169	Chairman of the Board and Chief Executive Officer
Robert T. McCowan	1000 Ashland Drive Russell, Kentucky 41169	Vice Chairman of the Board, External Affairs
William R. Seaton	1000 Ashland Drive Russell, Kentucky 41169	Vice Chairman of the Board, Chief Financial Officer
Charles J. Luellen	1000 Ashland Drive Russell, Kentucky 41169	President and Chief Operating Officer
Paul W. Chelgren	1000 Ashland Drive Russell, Kentucky 41169	Senior Vice President and Group Operating Officer
Robert E. Yancey, Jr.	1000 Ashland Drive Russell, Kentucky 41169	Senior Vice President; President, Ashland Petroleum Company
William C. Voss	APAC, Inc. 3340 Peachtree Road, N.E. Tower Place Atlanta, Georgia 30326	Senior Vice President and Group Operating Officer; President, Ashland Exploration, Inc.
Richard W. Spears	1000 Ashland Drive Russell, Kentucky 41169	Senior Vice President, Human Resources and Law
John A. Brothers	Ashland Chemical Company 5200 Blazer Pkwy. Dublin, Ohio 43017	Senior Vice President; President, Ashland Chemical Company
Kenneth B. Denton	1000 Ashland Drive Russell, Kentucky 41169	Administrative Vice President; Controller
William E. Perrine	1000 Ashland Drive Russell, Kentucky 41169	Administrative Vice President
Charles M. Russell, Jr.	1000 Ashland Drive Russell, Kentucky 41169	Administrative Vice President
Harry Malcolm Zachem	1000 Ashland Drive Russell, Kentucky 41169	Administrative Vice President
J. Marvin Quin	1000 Ashland Drive Russell, Kentucky 41169	Treasurer
John P. Ward	1000 Ashland Drive Russell, Kentucky 41169	Secretary
John H. Wallace, Jr.	1000 Ashland Drive Russell, Kentucky 41169	Auditor

ADMINISTRATIVE OFFICERS OFFICE ADDRESSESTITLES

John F. Boehm	3499 Dabney Drive Lexington, Kentucky 40509	Vice President; Chairman and Chief Executive Officer, Valvoline Oil Co.
Charles D. Hoertz	1000 Ashland Drive Russell, Kentucky 41169	Vice President; President, Ashland Development, Inc.
Richard A. Jensen	1240 W. 98th Street Bloomington, MN 55431	Vice President; President, Superamerica
John B. Kebblish	Ashland Coal, Inc. 2205 Fifth St. Rd. Huntington, WV 25701	Vice President; President, Ashland Coal, Inc.
William R. Sawran	Ashland Services Company 3499 Dabney Drive Lexington, Kentucky 40509	Vice President; President, Ashland Services Co.
Thomas L. Feazell	1000 Ashland Drive Russell, Kentucky 41169	Vice President and General Counsel
John W. Dansby	1000 Ashland Drive Russell, Kentucky 41169	Vice President
William H. Harkins	1000 Ashland Drive Russell, Kentucky 41169	Vice President
Franklin P. Justice, Jr.	1000 Ashland Drive Russell, Kentucky 41169	Vice President
James D. Lacy	1000 Ashland Drive Russell, Kentucky 41169	Vice President

<u>OTHER OFFICERS</u>	<u>OFFICE ADDRESSES</u>	<u>TITLES</u>
Kenneth L. Aulen	1000 Ashland Drive Russell, Kentucky 41169	Assistant Controller
Robert H. Compton	1000 Ashland Drive Russell, Kentucky 41169	Assistant Secretary
Thomas F. Davis	Ashland Chemical Company 5200 Blazer Pkwy. Dublin, Ohio 43017	Assistant Secretary
James G. Stephenson	1000 Ashland Drive Russell, Kentucky 41169	Assistant Secretary
Richard P. Thomas	1000 Ashland Drive Russell, Kentucky 41169	Assistant Secretary
T. Cody Wales	1000 Ashland Drive Russell, Kentucky 41169	Assistant Secretary
Lillian D. Williams	3499 Dabney Drive Lexington, Kentucky 40509	Assistant Secretary
Alfred L. Green	1000 Ashland Drive Russell, Kentucky 41169	Assistant Treasurer
Charles M. Hedrick	1000 Ashland Drive Russell, Kentucky 41169	Assistant Treasurer
Daniel B. Huffman	1000 Ashland Drive Russell, Kentucky 41169	Assistant Treasurer
Charles D. Ellis	3499 Dabney Drive Lexington, Kentucky 40509	Assistant Secretary/ Assistant Treasurer
John McD. Ross	3499 Dabney Drive Lexington, Kentucky 40509	Assistant Secretary/ Assistant Treasurer