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FILED
May 12, 1999 8:00 am
Secretary of State

05-12-1999 90006 016 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **843236**

1. Corporation Name
MAPCO. PETROLEUM INC.



Principal Place of Business
**1800 SOUTH BALTIMORE AVENUE
 TULSA OK 74119**

Mailing Address
**1800 SOUTH BALTIMORE AVENUE
 TULSA OK 74119**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/15/1979

4. FEI Number

75-1287220

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 **One Williams CTR**

2a. Mailing Address

26 **One Williams CTR**

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

23 **Tulsa, OK**

City & State

28 **Tulsa, OK**

Zip Country

24 **74172** 25 **USA**

Zip Country

29 **74172** 30 **USA**

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	DAILY PETE H.	
STREET ADDRESS	1800 S. BALTIMORE AVE	
CITY-ST-ZIP	TULSA OK 74119	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ALLIGOOD, JAMES C.	
STREET ADDRESS	1800 S BALTIMORE AVE	
CITY-ST-ZIP	TULSA OK	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	SCHAECHTERLE, GORDON E	
STREET ADDRESS	1800 S. BALTIMORE AVE	
CITY-ST-ZIP	TULSA OK 74119	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	PATTERSON, WILLIAM	
STREET ADDRESS	1800 S. BALTIMORE AVE	
CITY-ST-ZIP	TULSA OK	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NEWCOMER, RANDY	
STREET ADDRESS	1800 S BALTIMORE AVE	
CITY-ST-ZIP	TULSA OK 74119	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Ralph A. Hill	
1.3 STREET ADDRESS	ONE Williams CTR	
1.4 CITY-ST-ZIP	TULSA, OK 74172	
2.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	JAMES C. Alligood	
2.3 STREET ADDRESS	ONE Williams CTR	
2.4 CITY-ST-ZIP	TULSA, OK 74172	
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	William G. Miller	
3.3 STREET ADDRESS	ONE WILLIAMS CTR	
3.4 CITY-ST-ZIP	TULSA, OK 74172	
4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	SHAWNA L. Gehres	
4.3 STREET ADDRESS	ONE Williams CTR	
4.4 CITY-ST-ZIP	TULSA, OK 74172	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	ONE Williams CTR	
5.4 CITY-ST-ZIP	TULSA, OK 74172	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Shawna L. Gehres* SHAWNA L. Gehres 4/23/99 (918) 573-2298

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

546598-90000-110
#843236

Directors, Officers Report

MAPCO Petroleum Inc.

Thursday, April 15, 1999

DIRECTORS

Keith E. Bailey Director

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-3258
Home Address: 6070 E. 104th Street South
Tulsa, OK 74137

Ralph A. Hill Director

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-2859
Home Address: 8707 South Winston Ave.
Tulsa, OK 74137

Steven J. Malcolm Director

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-4401
Home Address: 5134 E. 107th St.
Tulsa, OK 74137

OFFICERS

Ralph A. Hill Chairman of the Board & Chief Executive Officer

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-2859
Home Address: 8707 South Winston Ave.
Tulsa, OK 74137

James C. Alligood President

Primary Address: None given
Primary Phone: None given
Home Address: None given

William G. Miller Vice President - Mid South Refining

Primary Address: None given
Primary Phone: None given
Home Address: None given

Randy D. Newcomer Vice President - Alaska Refining

Primary Address: None given
Primary Phone: None given
Home Address: None given

Shawna L. Gehres Secretary

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: None given

540598 - 90006 - 16
#843236

MAPCO Petroleum Inc.

Home Address: 1728 S. Florence Ave.
Tulsa, OK 74104

Michael N. Mears Vice President - Transportation and Terminals

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: None given
Home Address: None given

Paul W. Nelson Controller & Treasurer

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-3272
Home Address: 1523 E. 43rd Place
Tulsa, OK 74105

Kristen E. Cook Assistant Secretary

Primary Address: None given
Primary Phone: None given
Home Address: None given

James G. Ivey Assistant Treasurer

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: 918/588-5551
Home Address: 5423 E. 105th Place
Tulsa, OK 74137

Mark W. Husband Assistant Treasurer

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: None given
Home Address: 3427 South Florence Place
Tulsa, OK 74105

Tony L. Gehres Assistant Secretary

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: None given
Home Address: None given

Barbara J. Mangrum Assistant Secretary

Primary Address: One Williams Center
Tulsa, OK 74172
Primary Phone: None given
Home Address: 525 E. Main St.
Choteau, OK 74337