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**Feb 26 1997 8:00 am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



**FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS**

DOCUMENT # P09520 (8)
1. Corporation Name
CHEVRON STATIONS INC.



Principal Place of Business: **575 MARKET ST
SAN FRANCISCO CA 94105
US**
Mailing Address: **225 BUSH ST
SAN FRANCISCO CA 94104-4207
US**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		03/25/1986	05/01/1996
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 City & State		28 City & State		84-0818607	Not Applicable
24 Zip		29 Zip		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25 Country		30 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent
THE PRENTICE HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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: _____ DATE: _____
Signature required for the name of registered agent and file if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	WOOLAND, C.P.	1.2 NAME	M. R. Klitten
STREET ADDRESS	575 MARKET STREET	1.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	San Francisco, CA. 94105
TITLE	AS	2.1 TITLE	
NAME	JONES, J. H. JR.	2.2 NAME	
STREET ADDRESS	225 BUSH STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	S
NAME	SMITHSON, B.W.	3.2 NAME	H. P. Walker
STREET ADDRESS	7225 LANGTRY SUITE 100	3.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	HOUSTON TX 77040	3.4 CITY-ST-ZIP	San Francisco, CA. 94105
TITLE	SD	4.1 TITLE	DT
NAME	GROVES, T.H. (ASST.)	4.2 NAME	G. K. Carter
STREET ADDRESS	575 MARKET STREET	4.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	SAN FRANCISCO CA	4.4 CITY-ST-ZIP	San Francisco, CA. 94105
TITLE	AT	5.1 TITLE	
NAME	SHEPPARD, H. B.	5.2 NAME	
STREET ADDRESS	225 BUSH STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	400002099744
STREET ADDRESS		6.3 STREET ADDRESS	-02/27/97--01032--038
CITY-ST-ZIP		6.4 CITY-ST-ZIP	***165.00

14. I do 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.

SIGNATURE: _____ **FEB 10 1997** **415-694-7700**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

CHEVRON STATIONS, INC.

94-1610249

<u>Directors</u>	<u>Business Address</u>
L. I. Beebe	575 Market Street, San Francisco, CA 94105
G. K. Carter	575 Market Street, San Francisco, CA 94105
M. R. Klitten	575 Market Street, San Francisco, CA 94105
H. P. Walker	575 Market Street, San Francisco, CA 94105

<u>Name</u>	<u>Officers</u>	<u>Business Address</u>
M. R. Klitten	President	575 Market Street, San Francisco, CA 94105
H. P. Walker	Vice-President & Secretary	575 Market Street, San Francisco, CA 94105
G. K. Carter	Vice-President & Treasurer	575 Market Street, San Francisco, CA 94105
C. R. Farber	Asst Secretary	575 Market Street, San Francisco, CA 94105
J. H. Jones, Jr.	Asst Secretary	225 Bush Street, San Francisco, CA 94104
C. N. Macfarlane	Asst Secretary	225 Bush Street, San Francisco, CA 94104
R. F. Dautel	Asst Treasurer	575 Market Street, San Francisco, CA 94105
M. J. Foehr	Asst Treasurer	575 Market Street, San Francisco, CA 94105
J. E. Mooney	Asst Treasurer	575 Market Street, San Francisco, CA 94105
H. B. Sheppard	Asst Treasurer	575 Market Street, San Francisco, CA 94105

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

01/20/97