


2004 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Feb 10, 2004 8:00 am
Secretary of State

02-10-2004 90023 045 ***150.00

DOCUMENT # P16004

1. Entity Name
TEXACO OVERSEAS HOLDINGS, INC.



Principal Place of Business
**6001 BOLLINGER CANYON RD.
 SAN RAMON, CA 94583 US**


Mailing Address
**2613 CAMINO RAMON
 RM 5319
 SAN RAMON, CA 94583 US**

2. Principal Place of Business
 Suite, Apt. #, etc.

3. Mailing Address
 Suite, Apt. #, etc.

City & State
 City & State

Zip Country Zip Country



01132004 Chg-P CR2E034 (10/03)

4. FEI Number
58-1594519 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE, FL 32301**

7. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00

9. Election Campaign Financing Trust Fund Contribution. **\$5.00 May Be Added to Fees**

| 10. OFFICERS AND DIRECTORS | | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 | |
|--|---|---|---|
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | CP KIRKLAND, G L 1301 MCKINNEY HOUSTON, TX 77010 <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | S TAYLOR, W C 6001 BOLLINGER CANYON RD. SAN RAMON, CA 94583 <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | T SHEPPARD, H B 6001 BOLLINGER CANYON RD SAN RAMON, CA 94583 <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | AS BRECHTEL, WJ 2613 CAMINO RAMON SAN RAMON, CA 94583 <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  **W. J. BRECHTEL** **FEB 05 2004** 925-842-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

see attached

p1608 of 7~~3~~
44009456

Texaco Overseas Holdings Inc.

58-1594519

Directors

Business Address

| | |
|----------------|--|
| J. R. Hawn | 1 Westferry Circus Canary Wharf, London E14 4HA, England |
| G. L. Kirkland | 1301 McKinney, Houston, TX. 77010 |
| J. D. McKenzie | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| D. A. Walsh | 6001 Bollinger Canyon Rd, San Ramon, CA 94583 |

Name

Officers

Business Address

| | | |
|------------------|-----------------------|--|
| G. L. Kirkland | Chairman & President | 1301 McKinney, Houston, TX. 77010 |
| J. R. Hawn | Senior Vice-President | 1 Westferry Circus Canary Wharf, London E14 4HA, E |
| J. D. McKenzie | Senior Vice-President | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| D. A. Walsh | Senior Vice-President | 6001 Bollinger Canyon Rd, San Ramon, CA 94583 |
| D. A. Walsh | Senior Vice-President | 6001 Bollinger Canyon Rd, San Ramon, CA 94583 |
| B. J. Koc | Vice-President | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| G. Matiuk | Vice-President | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583 |
| P. J. Oakford | Vice-President | 2000 Westchester Ave., White Plains, NY 10650 |
| R. B. Roberts | Vice-President | 1111 Bagby Street, Houston, TX. 77002 |
| R. N. Ryan, Jr. | Vice-President | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583 |
| E. B. Scott | Vice-President | 6001 Bollinger Canyon Rd, San Ramon, CA 94583 |
| B. C. Wong | Vice-President | 2000 Westchester Avenue, White Plains, NY 10650 |
| W. C. Taylor | Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| H. B. Sheppard | Treasurer | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| W. J. Brechtel | Asst Secretary | 2613 Camino Ramon, San Ramon, CA 94583 |
| C. M. Duncan | Asst Secretary | 6101 Bollinger Canyon Rd., San Rmaon, Ca. 94583 |
| Y. N. Guzdar | Asst Secretary | 6001 Bollinger Canyon Rd., San Ramon, CA 94583 |
| J. H. Jones, Jr. | Asst Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| J. Plentz | Asst Secretary | 2333 Ponce De Leon Blvd., Coral Gables, FL. 33134 |
| K. C. Schafer | Asst Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| F. G. Soler | Asst Secretary | 6001 Bollinger Canyon Rd, San Ramon, CA. 94583 |
| M. Southern | Asst Secretary | 30 Raffles Place, Singapore 48644 |
| G. Tsuchiya | Asst Secretary | 2613 Camino Ramon, San Ramon, CA. 94583 |
| M. G. Winston | Asst Secretary | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583 |
| H. Xun | Asst Secretary | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583 |
| C. S. Ziemba | Asst Secretary | 1111 Bagby Street, Houston, TX 77020 |
| R. C. Gordan | Asst Treasurer | 6001 Bollinger Canyon Rd., San Ramon, CA. 94583 |
| S. H. Peth | 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 |

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

01/12/04