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**Apr 10 1998 8:00am  
Secretary of State**

<b>NONPROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Morham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 833575 (4)**

1. Corporation Name  
**AMERICAN PETROLEUM INSTITUTE**



Principal Place of Business 1220 L STREET N.W. WASHINGTON DC 20005-4018		Mailing Address 1220 L ST. NW WASHINGTON DC 20005-4018 US	
2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 01/02/1975	4. FEI Number 13-0433430
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	Applied For <input type="checkbox"/> Not Applicable
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No
Zip 24	Country 25	Zip 29	Country 30

DB-03712-X-X-9177

5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	Applied For <input type="checkbox"/> Not Applicable
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	COB	<input checked="" type="checkbox"/> DELETE
NAME	RAYMOND, LEE R	
STREET ADDRESS	5959 LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039-2298	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CAVANEY, RED	
STREET ADDRESS	1220 L STREET N.W.	
CITY-ST-ZIP	WASHINGTON DC 20005	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	JANDROWITZ, FRANK J.	
STREET ADDRESS	1220 L STREET N.W.	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CANES, MICHAEL	
STREET ADDRESS	1220 L STREET N.W.	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	O'KEEFE, WILLIAM F.	
STREET ADDRESS	1220 L STREET N.W.	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WIESE, ARTHUR E.	
STREET ADDRESS	1220 L STREET N.W.	
CITY-ST-ZIP	WASHINGTON DC	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<i>see attached</i>
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *William F. O'Keefe* 2/20/98 202-682-8000

CR2E037 (10/97)

**1998 OFFICERS OF AMERICAN PETROLEUM INSTITUTE**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
H. Laurance Fuller	Chairman of the Board	Amoco Corporation 200 E. Randolph Drive Chicago, IL 60601
Red Cavaney	President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
William F. O'Keefe	Executive Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Michael E. Canes	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Frank J. Jandrowitz	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Ronald L. Jones	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Charles E. Sandler	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Arthur E. F. Wiese	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
G. William Frick	Vice President, General Counsel & Secretary	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Mike R. Bowlin	Treasurer	ARCO 515 S. Flower Street Los Angeles, CA 90071

Listed below are the names and addresses of five members of API's Board of Directors:

**Mr. W. W. Allen**  
Chairman and Chief Executive Officer  
Phillips Petroleum Company  
18 Phillips Building  
Bartlesville, OK 74004

**Mr. Keith E. Bailey**  
Chairman, President and Chief Executive Officer  
The Williams Companies, Inc.  
One Williams Center, St. 4900  
Tulsa, OK 74172

**Mr. Collis P. Chandler, Jr.**  
Chairman and Chief Executive Officer  
The Chandler Company  
475 17th Street, St. 1000  
Denver, CO 80202

**Mr. Ray L. Hunt**  
Chairman and Chief Executive Officer  
Hunt Oil Company  
1445 Ross Avenue  
Dallas, TX 75202-2785

**Mr. William E. Wade**  
President  
ARCO  
515 South Flower Street  
Los Angeles, CA 90071

January 15, 1998

**American Petroleum Institute**

**Board of Directors**

**1998**

**Mr. Charles W. Alcorn, Jr.**  
Director  
VAALCO Energy, Inc.  
P. O. Box 2879  
Victoria, TX 77902

**Mr. W. W. Allen**  
Chairman and Chief Executive  
Officer  
Phillips Petroleum Company  
18 Phillips Building  
Bartlesville, OK 74004

**Mr. Robert J. Allison, Jr.**  
Chairman, President and Chief  
Executive Officer  
Anadarko Petroleum Corporation  
P. O. Box 1330  
Houston, TX 77251-1330

**Mr. Eugene L. Ames, Jr.**  
Chairman  
Venus Exploration, Inc.  
1250 N.E. Loop 410, Suite 1000  
San Antonio, TX 78209

**Mr. Gordon M. Anderson**  
Chairman of the Board  
Santa Fe International Corp.  
Two Lincoln Centre, Suite 1100  
5420 LBJ Freeway  
Dallas, TX 75240

**Mr. Philip F. Anschutz**  
Chairman and Chief Executive  
Officer  
The Anschutz Corporation  
555 17th Street, Suite 2400  
Denver, CO 80202

**Mr. Keith E. Bailey**  
Chairman, President and Chief  
Executive Officer  
The Williams Companies, Inc.  
One Williams Center  
Suite 4900  
Tulsa, OK 74172

**Mr. James E. Barnes**  
Chairman of the Board, President  
and Chief Executive Officer  
MAPCO Inc.  
P. O. Box 645  
Tulsa, OK 74101-0645

**Mr. Victor G. Beghini**  
President  
Marathon Oil Company  
P. O. Box 3128  
Houston, TX 77253-3128

**Mr. Peter I. Bijur**  
Chairman of the Board and  
Chief Executive Officer  
Texaco Inc.  
2000 Westchester Avenue  
White Plains, NY 10650

Mr. Charles Robert Black  
Senior Vice President  
Texaco Inc.  
2000 Westchester Avenue  
White Plains, NY 10650

Mr. Edward A. Blair  
President and Group General  
Manager  
BHP Petroleum Americas, Inc.  
1360 Post Oak Boulevard, Suite 500  
Houston, TX 77056-3020

Mr. Charles L. Bowerman  
Executive Vice President, Planning  
and Corporate Relations & Services  
Phillips Petroleum Company  
18 Phillips Building  
Bartlesville, OK 74004

Mr. Mike R. Bowlin  
Chairman and Chief Executive  
Officer  
ARCO  
515 South Flower Street  
Los Angeles, CA 90071

Mr. John B. Brock  
Chairman and Chief Executive  
Officer  
United Meridian Corporation  
1201 Louisiana, Suite 1400  
Houston, TX 77002-5603

Mr. J. A. "Fred" Brothers  
Executive Vice President  
Ashland Inc.  
P. O. Box 391  
Ashland, KY 41114

Mr. James L. Bryan  
Senior Vice President  
Dresser Industries, Inc.  
P. O. Box 6504  
Houston, TX 77265

Mr. Richard C. Campbell  
President  
BP Exploration (Alaska) Inc.  
P. O. Box 196612  
Anchorage, AK 99516-6612

Mr. William E. Carl  
President  
Carl Oil & Gas Company  
P. O. Box 698  
Beeville, TX 78104

Mr. Philip J. Carroll  
President and Chief Executive Officer  
Shell Oil Company  
P. O. Box 2463  
Houston, TX 77252-2463

Mr. Collis P. Chandler, Jr.  
Chairman and Chief Executive  
Officer  
The Chandler Company  
475 17th Street, Suite 1000  
Denver, CO 80202

Mr. Paul W. Chellgren  
Chairman and Chief Executive  
Officer  
Ashland Inc.  
P. O. Box 391  
Ashland, KY 41114

Mr. Richard B. Cheney  
Chairman of the Board and  
Chief Executive Officer  
Halliburton Company  
3600 Lincoln Plaza  
500 North Akard Street  
Dallas, TX 75201-3391

Mr. Donald W. Clayton  
Chairman of the Board and  
Chief Executive Officer  
Howell Corporation  
1500 Howell Building  
1111 Fannin  
Houston, TX 77002-6923

Mr. Ansel L. Condray  
President  
Exxon Company, U.S.A.  
P. O. Box 2180  
Houston, TX 77252-2180

Mr. Luke R. Corbett  
Chairman of the Board and  
Chief Executive Officer  
Kerr-McGee Corporation  
P. O. Box 25861  
Oklahoma City, OK 73125

Mr. Thomas C. DeLoach  
Chief Financial Officer and  
Senior Vice President  
Mobil Corporation  
3225 Gallows Road  
Fairfax, VA 22037

Mr. Claiborne P. Deming  
President and Chief Executive  
Officer  
Murphy Oil Corporation  
P. O. Box 7000  
El Dorado, AR 71731-7000

Mr. Kenneth T. Derr  
Chairman and Chief Executive  
Officer  
Chevron Corporation  
575 Market Street  
San Francisco, CA 94105

Mr. Cortlandt S. Dietler  
Chairman of the Board  
TransMontaigne Oil Company  
P. O. Box 5660  
Denver, CO 80217

Mr. Archie W. Dunham  
President and Chief Executive  
Officer  
Conoco Inc.  
P. O. Box 2197  
Houston, TX 77252-2197

Mr. Gary Edwards  
Executive Vice President,  
Refining, Marketing, Supply &  
Transportation  
Conoco Inc.  
P. O. Box 2197  
Houston, TX 77252-2197

Mr. Anthony G. Fernandes  
Executive Vice President  
ARCO  
515 South Flower Street  
Suite 5174  
Los Angeles, CA 90071

Mr. William D. Ford  
Executive Vice President  
Petroleum Products Sector  
Amoco Corporation  
200 East Randolph Drive  
Mail Code 3000  
Chicago, IL 60601

Mr. J. Louis Frank  
President  
Marathon Ashland Petroleum LLC  
539 South Main Street  
Findlay, OH 45840

Mr. H. Laurance Fuller  
Chairman and Chief Executive  
Officer  
Amoco Corporation  
200 East Randolph Drive  
Chicago, IL 60601

Mr. Barry J. Galt  
Chairman and Chief Executive  
Officer  
Seagull Energy Corporation  
1001 Fannin - Suite 1700  
Houston, TX 77002-6794

**Mr. Carl P. Giardini**  
Executive Vice President -  
Exploration and Production  
Marathon Oil Company  
P. O. Box 3128  
Houston, TX 77253

**Mr. D. Duane Gilliam**  
President  
Ashland Petroleum Company  
P. O. Box 391  
Ashland, KY 41114

**Mr. Russell E. Ginn**  
Chairman, President and Chief  
Executive Officer  
The Flexitallic Group, Inc.  
450 Gears Road, Suite 790  
Houston, TX 77067

**Mr. Bruce C. Gottwald**  
Chairman and Chief Executive  
Officer  
Ethyl Corporation  
330 South Fourth Street  
Richmond, VA 23219

**Mr. Floyd D. Gottwald, Jr.**  
Chairman of the Board  
Albemarle Corporation  
330 South Fourth Street  
Richmond, VA 23218-2189

**Mr. Ron W. Haddock**  
President and Chief Executive  
Officer  
FINA, Inc.  
P. O. Box 2159  
Dallas, TX 75221

**Mr. Michel T. Halbouty**  
Chairman of the Board and  
Chief Executive Officer  
Michel T. Halbouty Energy Co.  
5100 Westheimer Road  
Houston, TX 77056

**Mr. Frederic C. Hamilton**  
Chairman  
The Hamilton Companies  
1560 Broadway, Suite 2000  
Denver, CO 80202

**Mr. Albert Hrubetz**  
President  
Hrubetz Oil Company  
5949 Sherry Lane, Suite 525  
Dallas, TX 75225

**Mr. Roy M. Huffington**  
Chairman and Chief Executive  
Officer  
Roy M. Huffington, Inc.  
P. O. Box 4337  
Houston, TX 77210-4337

**Mr. Ray L. Hunt**  
Chairman and Chief Executive  
Officer  
Hunt Oil Company  
1445 Ross Avenue  
Dallas, TX 75202-2785

**Mr. W. Herbert Hunt**  
Petro-Hunt Corporation  
3900 Thanksgiving Tower  
Dallas, TX 75201

**Dr. Ray R. Irani**  
Chairman and Chief Executive  
Officer  
Occidental Petroleum Corporation  
10889 Wilshire Boulevard  
Los Angeles, CA 90024

**Mr. Sidney J. Jansma, Jr.**  
President and Chief Executive  
Officer  
Dominion Midwest Energy, Inc.  
One Riverfront Plaza  
Grand Rapids, MI 49503-2616

Mr. A. V. Jones, Jr.  
Van Operating, Ltd.  
Box 787  
Albany, TX 76430

Mr. James F. Justiss, Jr.  
President  
Justiss Oil Company, Inc.  
Box 1385  
Jena, LA 71342-1385

Dr. Dale R. Laurance  
President  
Occidental Petroleum Corporation  
10889 Wilshire Boulevard  
Los Angeles, CA 90024

Ms. Virginia B. Lazenby  
Chairman  
Bretagne Corporation  
Suite 122  
220 Great Circle Road  
Nashville, TN 37228

Mr. David L. Lemmon  
President and Chief Executive  
Officer  
Colonial Pipeline Company  
945 East Paces Ferry Road  
Resurgens Plaza  
Atlanta, GA 30326-0855

Mr. Jack E. Little  
President and Chief Executive  
Officer  
Shell Exploration & Production  
Company  
P. O. Box 2463  
Houston, TX 77252

Mr. William G. Lowrie  
President  
Amoco Corporation  
200 East Randolph Drive  
Mail Code 3000  
Chicago, IL 60601-7125

Mr. Max L. Lukens  
Chairman, President and  
Chief Executive Officer  
Baker Hughes Incorporated  
P. O. Box 4740  
Houston, TX 77210-4740

Mr. Frederick R. Mayer  
President  
Petroro Corporation  
P. O. Box 5083  
Denver, CO 80217

Mr. Tom J. McDaniel  
Vice Chairman of the Board  
Kerr-McGee Corporation  
P. O. Box 25861  
Oklahoma City, OK 73125

Mr. R. E. McKee  
Executive Vice President,  
Exploration Production  
Conoco Inc.  
P. O. Box 2197  
Houston, TX 77252

Mr. Jack L. Messman  
Chairman and Chief Executive  
Officer  
Union Pacific Resources Group Inc.  
P. O. Box 7  
Fort Worth, TX 76101-0007

Mr. C. John Miller  
Chief Executive Officer  
Miller Energy, Inc.  
7900 Moorsbridge Road  
Kalamazoo, MI 49024

Mr. J. M. Morgan\*  
President and Chief Executive Officer  
Shell Oil Products Company  
P. O. Box 2463  
Houston, TX 77252-2463

\*(Note: will serve as President & CEO of Equilon  
Enterprises LLC -- location t.b.a.)



Mr. James J. Mulva  
President and Chief Operating  
Officer

Phillips Petroleum Company  
18 Phillips Building  
Bartlesville, OK 74004

Mr. Joseph H. Netherland  
Vice President - FMC Energy &  
Transportation Equipment General  
Manager

FMC Corporation  
P. O. Box 3091  
Houston, TX 77253

Mr. James E. Nielson  
President and Chief Executive Officer  
Nielson & Associates  
P. O. Box 2850  
Cody, WY 82414

Mr. Lucio A. Noto  
Chairman and Chief Executive Officer  
Mobil Corporation  
3225 Gallows Road  
Fairfax, VA 22037-0001

Mr. David J. O'Reilly  
President  
Chevron Products Co.  
575 Market Street, 21st Floor  
San Francisco, CA 94105

Mr. C. R. Palmer  
Chairman of the Board, Chief  
Executive Officer and President  
Rowan Companies, Inc.  
5450 Transco Tower  
2800 Post Oak Boulevard  
Houston, TX 77056-6196

Mr. Robert L. Parker  
Chairman  
Parker Drilling Company  
Eight East Third Street  
Tulsa, OK 74103

Mr. James L. Pate  
Chairman of the Board, President  
and Chief Executive Officer  
Pennzoil Company  
P. O. Box 2967  
Houston, TX 77252-2967

Mr. Steven W. Percy  
Chairman and Chief Executive Officer  
BP America Inc.  
200 Public Square, 10-3851-C  
Cleveland, OH 44114-2375

Mr. Ross J. Pillari  
Senior Vice President Marketing  
Director Oil, U.S.A.  
BP Oil Company  
200 Public Square, 6-B-3704  
Cleveland, OH 44114

Mr. Chesley Pruet  
Owner  
Pruet Oil Company  
P. O. Box 31  
El Dorado, AR 71731

Mr. Lee R. Raymond  
Chairman and Chief Executive  
Officer  
Exxon Corporation  
5959 Las Colinas Boulevard  
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Mr. Eugene A. Renna  
Executive Vice President  
Mobil Corporation  
3225 Gallows Road  
Fairfax, VA 22037-0001

Mr. Corbin J. Robertson, Jr.  
President  
Quintana Minerals Corp.  
601 Jefferson, 36th Floor  
Houston, TX 77002

Mr. Douglas L. Rock  
Chairman and Chief Executive Officer  
Smith International, Inc.  
16740 Hardy Street  
Houston, TX 77032

Mr. Robert E. Rose  
President and Chief Executive Officer  
Diamond Offshore Drilling, Inc.  
P. O. Box 4558  
Houston, TX 77210

Mr. Neil A. Smoak  
Senior Vice President  
Fina Oil and Chemical Company  
P. O. Box 2159  
Dallas, TX 75221-2159

Mr. H. Leighton Steward  
Vice Chairman, Chairman Executive  
Committee  
Burlington Resources  
P. O. Box 60350  
New Orleans, LA 70160

Mr. James N. Sullivan  
Vice Chairman of the Board  
Chevron Corporation  
575 Market Street  
San Francisco, CA 94105

Mr. William L. Thacker  
Chairman, President and Chief  
Executive Officer  
Texas Eastern Products Pipeline  
Company (TEPPCO)  
P. O. Box 1642  
Houston, TX 77251-1642

Mr. Jerry E. Thompson  
Vice President  
CITGO Petroleum Corporation  
P. O. Box 3758  
Tulsa, OK 74102

Mr. Glenn F. Tilton  
Senior Vice President and  
President, Global Businesses  
Texaco Inc.  
2000 Westchester Avenue  
White Plains, NY 10650

Mr. David J. Tippeconnic  
President and Chief Executive Officer  
CITGO Petroleum Corporation  
P. O. Box 3758  
Tulsa, OK 74102

Mr. H. A. True, III  
President  
Belle Fourche Pipeline Co.  
P. O. Box 2360  
Casper, WY 82602

Mr. William E. Wade  
President  
ARCO  
515 South Flower Street  
Los Angeles, CA 90071

Mr. Lew O. Ward  
Chairman and Chief Executive Officer  
Ward Petroleum Corporation  
P. O. Box 1187  
Enid, OK 73702

Mr. John L. Whitmire  
Chairman and Chief Executive  
Officer  
Union Texas Petroleum  
P. O. Box 2120  
Houston, TX 77252-2120

Mr. John A. Yates, Sr.  
President  
Yates Petroleum Corporation  
105 South Fourth Street  
Artesia, NM 88210

Mr. W. J. (Zeke) Zeringue  
President  
Halliburton Energy Services  
5151 San Felipe, Suite 2500  
Houston, TX 77056