

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # F95000000979

1. Corporation Name
U.S. PIPELINE, INC.

Principal Place of Business
363 N. SAM HOUSTON PKWY... E.. #300
HOUSTON TX 77060

Mailing Address
363 N. SAM HOUSTON PKWY... E.. #300
HOUSTON TX 77060

FILED
Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90082 025 ***150.00



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/28/1995

4. FEI Number

76-0426690

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V ALLCORN, JOHN K 363 N SAM HOUSTON PKWY E #300 HOUSTON TX 77060	1.1 TITLE	V Allcorn, John K. 11767 Katy Freeway, Suite 100 Houston, Texas 77079
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VS NUNNERY, DORIS M 363 N. SAM HOUSTON PKWY., E., #300 HOUSTON TX 77060	2.1 TITLE	VS Nunnery, Doris M. 11767 Katy Freeway, Suite 100 Houston, Texas 77079
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VD CROTTS, BOBBY A 363 N. SAM HOUSTON PKWY., E., #300 HOUSTON TX 77060	3.1 TITLE	VD Crotts, Bobby A. 11767 Katy Freeway, Suite 100 Houston, Texas 77079
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	S MCLEOD, DONALD J 335 8TH AVE S.W., #1900 CALGARY ALBERTA T2P 1C9	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VSD DITTMER, ROBERT G 335 8TH AVE S.W., #1900 CALGARY ALBERTA T2P 1C9	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D TAYLOR, ALEXANDER 2233 ARGENTIA RD., #400 MISSISSAUGA ONTARIO L5N 2X7	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

Doris M. Nunnery
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Doris Nunnery

1/15/99

281-531-6100

Date

Daytime Phone #

CR2E034 (11/98)

**OFFICERS
OF
U.S. PIPELINE, INC.**

240298-90082-25
#F9500000979

Randolph H. Metcalfe **President/Director**
11767 Katy Freeway
Suite 100
Houston, Texas 77079
Phone 281/531-6100
Fax 281/531-6700

Bobby A. Crotts **Chief Operating Officer/Executive Vice President**
11767 Katy Freeway
Suite 100
Houston, Texas 77079
Phone 281/531-6100
Fax 281/531-6700

John K. Allcorn **Senior Vice President**
11767 Katy Freeway
Suite 100
Houston, Texas 77079
Phone 281/531-6100
Fax 281/531-6700

Doris M. Nunnery **Vice President/Assistant Secretary**
11767 Katy Freeway
Suite 100
Houston, Texas 77079
Phone 281/531-6100
Fax 281/531-6700

Robert Dittmer **Vice President/Secretary/Treasurer/Director**
335 8th Avenue S.W.
Suite 19900
Calgary, Alberta T2P 1C9
Phone 403/263-9606
Fax: 403/263-9676

Donald J. McLeod **Assistant Secretary**
335 8th Avenue S.W.
Suite 19900
Calgary, Alberta T2P 1C9
Phone 403/263-9606
Fax: 403/263-9676