


**2005 LIMITED LIABILITY COMPANY
ANNUAL REPORT**

FILED
Jan 21, 2005 08:00 AM
Secretary of State

DOCUMENT # M98000000619 1. Entity Name HEADINGTON PETROLEUM, L.L.C.	
--	---

Principal Place of Business 7557 RAMBLER ROAD, SUITE 1100 DALLAS, TX 75231	Mailing Address 7557 RAMBLER ROAD, SUITE 1100 DALLAS, TX 75231
--	--



01032005No Chg-LLC

CR2E083 (10/03)

DO NOT WRITE IN THIS SPACE

4. FEI Number 52-2102056	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$5.00 Additional Fee Required

6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	DO NOT WRITE IN THIS SPACE
--	---------------------------------------

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

**Filing Fee is \$50.00
Due by May 1, 2005**

9. MANAGING MEMBERS/MANAGERS	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	MGRM HEADINGTON RESOURCES INC. 7557 RAMBLER ROAD, SUITE 1100 DALLAS, TX 75231
TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	

U000000189443
01/24/05-80096-023 50.00

**DO NOT WRITE
IN THIS SPACE**

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: Julie Ciesielski Secretary,
Managing Member 1-15-05 214-696-7775
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #