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**Apr 29 1997 8:00am
Secretary of State**



PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # 804179 (0)
1. Corporation Name
AMOCO OIL COMPANY



Principal Place of Business
**200 EAST RANDOLPH DRIVE
CHICAGO IL 60601-7125
US**

Mailing Address
**200 EAST RANDOLPH DRIVE
CHICAGO IL 60601-8436
US**

3. Date Incorporated or Qualified
10/31/1933

3a. Date of Last Report
05/01/1996

4. FEI Number
36-2440313

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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24 25

2a. Mailing Address
26 Suite, Apt. #, etc.
27 **MC 2401A**
28 City & State
29 Zip Country
30

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
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 (Type or print name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

T WILLIAMS, M.C. DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

AS SIDALL, J. L. (ASST) DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

S CLAYTON, P.J. DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

PD FORD, W. D. DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

D WINTERS, S. R. DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

D RAUSCHER, R.J. DELETE
200 E RANDOLPH DR
CHICAGO IL 60601

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME **D J.E. Stanhope**
6.3 STREET ADDRESS **200 East Randolph Drive**
6.4 CITY-ST-ZIP **Chicago, IL 60601**

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: *J.L. Siddall* **J.L. SIDALL** 2/18/97 312-856-4476
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**AMOCO OIL COMPANY
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601**

OFFICERS		
TITLE	NAME DATE OF OFFICE	BUSINESS ADDRESS
President	W. D. Ford 07/01/92	200 East Randolph Drive Chicago, IL 60601
Group Vice President-- Petroleum Products Marketing	D. E. Pittard 04/01-96	200 East Randolph Drive Chicago, IL 60601
Group Vice President-- Refining	A. A. Kozinski 07/02/89	200 East Randolph Drive Chicago, IL 60601
Group Vice President--Supply & Logistics	J. E. Stanhope 11/05/93	200 East Randolph Drive Chicago, IL 60601
Vice President--Brand Marketing	C. W. Robertson 04/12/93	200 East Randolph Drive Chicago, IL 60601
Vice President--Business Development	K. C. Forsgren 03/01/94	200 East Randolph Drive Chicago, IL 60601
Vice President--Commercial Sales	R. L. Gamrath 05/26/91	200 East Randolph Drive Chicago, IL 60601
Vice President--Engineering & Construction	W. L. Wishlinski 07/01/94	501 Westlake Park Boulevard Houston, TX 77079
Vice President--Int'l. Business Development	A. C. Catalano 8/26/96	501 Westlake Park Boulevard Houston, TX 77079
Vice President--Sales Operations	J. E. Boyajian 02/14/93	200 East Randolph Drive Chicago, IL 60601
Secretary	P. J. Clayton 02/01/95	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	M. A. Abney 05/20/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	D. M. Barrett 05/20/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	B. J. Brill 8/12/96	501 South Boston Tulsa, OK 74133
Assistant Secretary	D. A. Dowling 02/01/95	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	B. J. Greene 07/01/94	4300 Westown Parkway West Des Moines, IA 50265
Assistant Secretary	M. E. McDermid 04/08/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	C. Schuler 01/01/88	4300 Westown Parkway West Des Moines, IA 50265
Assistant Secretary	J. L. Siddall 02/01/89	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	P. M. Spellman 09/01/92	200 East Randolph Drive Chicago, IL 60601

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Assistant Secretary	D. L. Tringl 05/20/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	J. M. Waters 8/12/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	R. A. Wilkens 06/09/94	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	G. M. Wilson 02/01/89	200 East Randolph Drive Chicago, IL 60601
Treasurer	M. C. Williams 10/01/93	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	R. K. Burwell 02/10/94	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	P. Simons 04/08/96	200 East Randolph Drive Chicago, IL 60601
Controller	W. L. Bridgman 07/01/94	200 East Randolph Drive Chicago, IL 60601
Directors		
	W. D. Ford 02/01/91	200 East Randolph Drive Chicago, IL 60601
	J. E. Stanhope 11/05/93	200 East Randolph Drive Chicago, IL 60601
	S. R. Winters 07/02/89	200 East Randolph Drive Chicago, IL 60601

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AMOCO OIL COMPANY

PRINCIPAL OPERATING OFFICE:

200 East Randolph Drive
Chicago, Illinois 60601

INCORPORATION:

State - Maryland
Date - January 3, 1922
Existence - Perpetual
Merger - Sing Oil Company merged with Amoco Oil Company on December 31, 1994

ANNUAL STOCKHOLDERS MEETING:

Date - Second Monday in April
Location - Chicago, Illinois

**RESIDENT AGENT
IN STATE OF
INCORPORATION:**

The Prentice-Hall Corporation System, Inc.
1123 N. Eutaw Street
Baltimore, Maryland 21201

**QUALIFIED TO DO
BUSINESS IN:**

Fifty States and the District of Columbia

CAPITAL STOCK:

Authorized - 131,700 Shares - \$50 Par Value
Outstanding - 131,700 Shares
Ownership - Amoco Company - 100%

OFFICERS

**EFFECTIVE
DATE**

President	W. D. Ford	07-01-92
Group Vice President--Petroleum Products Marketing	D. E. Pittard	04-01-96
Group Vice President--Refining	A. A. Kozinski	07-02-89
Group Vice President--Supply & Logistics	J. E. Stanhope	11-15-93
Vice President--Brand Marketing	C. W. Robertson	04-12-93
Vice President--Business Development	K. C. Forsgren	03-01-94
Vice President--Commercial Sales	R. L. Gamrath	07-01-88
Vice President--Engineering & Construction	W. L. Wishlinski	07-01-94
Vice President--International Business Development	A. C. Catalano	08-26-96
Vice President--Sales Operations	J. E. Boyajian	02-14-93

D. A. Dowling
08/26/96

