

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

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 MC 2401A CHICAGO IL 60601-7125 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/31/1933	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-2440313	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	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
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	T WILLIAMS, M.C.	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	200 E RANDOLPH DR	12 NAME	
STREET ADDRESS	CHICAGO IL 60601	13 STREET ADDRESS	
CITY-ST-ZIP		14 CITY-ST-ZIP	
TITLE	AS	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIDDALL, J. L. (ASST)	22 NAME	
STREET ADDRESS	200 E RANDOLPH DR	23 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60601	24 CITY-ST-ZIP	
TITLE	S	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLAYTON, P.J.	32 NAME	
STREET ADDRESS	200 E RANDOLPH DR	33 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60601	34 CITY-ST-ZIP	
TITLE	PD	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FORD, W. D	42 NAME	
STREET ADDRESS	200 E RANDOLPH DR	43 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60601	44 CITY-ST-ZIP	
TITLE	D	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINTERS, S. R.	52 NAME	
STREET ADDRESS	200 E RANDOLPH DR	53 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60601	54 CITY-ST-ZIP	
TITLE	D	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STANHOPE, J.E.	62 NAME	
STREET ADDRESS	200 E RANDOLPH DR	63 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	64 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.

SIGNATURE: *J.L. Siddall* **J.L. SIDDALL** 2/27/98 312/856-4476

CP2E034 (10/97)

AMOCO OIL COMPANY
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601

OFFICERS		
TITLE	NAME DATE OF OFFICE	BUSINESS ADDRESS
President	William D. Ford 07/01/92	200 East Randolph Drive Chicago, IL 60601
Group Vice President-- Petroleum Products Marketing	Daniel E. Pittard 04/01-96	200 East Randolph Drive Chicago, IL 60601
Group Vice President-- Refining	Allen A. Kozinski 07/02/89	200 East Randolph Drive Chicago, IL 60601
Group Vice President--Supply & Logistics	John E. Stanhope 11/15/93	200 East Randolph Drive Chicago, IL 60601
Vice President--Brand Marketing	Matthew M. Drohan 01/27/97	200 East Randolph Drive Chicago, IL 60601
Vice President--Business Development	Keith C. Forsgren 03/01/94	200 East Randolph Drive Chicago, IL 60601
Vice President--Commercial Sales	Robert L. Gamrath 07/01/88	200 East Randolph Drive Chicago, IL 60601
Vice President--Engineering & Construction	William L. Wishlinski 07/01/94	550 Westlake Park Boulevard Houston, TX 77079
Vice President--Int'l. Business Development	Anna C. Catalano 08/26/96	One Mid-America Plaza Oak Brook, IL 60181
Vice President--Sales Operations	James E. Boyajian 02/14/93	200 East Randolph Drive Chicago, IL 60601
Secretary	Paula J. Clayton 02/01/95	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	M. Azalea Abney 05/20/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Bradley J. Brill 07/29/96	509 South Boston Tulsa, OK 74133
Assistant Secretary	Thomas J. Ciechanowski 12/22/97	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Russell J. Coutinho 02/17/97	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Debra A. Dowling 02/01/95	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Brenda J. Greene 07/01/94	509 South Boston Tulsa, OK 74133
Assistant Secretary	Vonnie J. Keyes 02/17/97	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Marguerite E. McDermed 04/08/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Valerie A. Remmert 02/25/97	200 East Randolph Drive Chicago, IL 60601

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Assistant Secretary	Carson Schuler 01/10/88	509 South Boston Tulsa, OK 74103
Assistant Secretary	James L. Siddall 02/01/89	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Frank J. Sroka 02/17/97	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Diana L. Tringl 05/20/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Jessie M. Waters 08/12/96	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	Gerald M. Wilson 02/01/89	200 East Randolph Drive Chicago, IL 60601
Treasurer	Marsha C. Williams 10/01/93	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	Rosalind K. Burwell 02/10/94	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	Peter Simonse 04/08/96	200 East Randolph Drive Chicago, IL 60601
Controller	Alexander M. Keith 04/14/97	509 South Boston Tulsa, OK 74133
Directors		
	William D. Ford 02/01/91	200 East Randolph Drive Chicago, IL 60601
	John E. Stanhope 11/05/93	200 East Randolph Drive Chicago, IL 60601
	Stephen R. Winters 07/02/89	200 East Randolph Drive Chicago, IL 60601

January 26, 1998 (12/22/97)