

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

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

PROFIT CORPORATION ANNUAL REPORT 1999



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

05-17-1999 90028 006 ***150.00

DOCUMENT # **810774**

1. Corporation Name
PETROFINA - U.S. INCORPORATED

Principal Place of Business: 8350 N. CENTRAL EXPWY DALLAS TX 75206 US
 Mailing Address: P.O. BOX 2159 DALLAS TX 75221



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 6000 Legacy Drive, Suite, Apt. #, etc.
 City & State: Plano, TX
 Zip: 75024

2a. Mailing Address: 26, 27, 28, 29, 30

3. Date Incorporated or Qualified: 01/27/1956
 4. FEI Number: 13-3223242
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year intangible Personal Property Tax.

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 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: 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	PDO	1.1 TITLE	
NAME	HADDOCK, RONALD W.	1.2 NAME	
STREET ADDRESS	3012 BRYN MAWR	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75225	1.4 CITY-ST-ZIP	
TITLE	DCOB	2.1 TITLE	
NAME	MEEK, PAUL D.	2.2 NAME	
STREET ADDRESS	3111 WELBORN APT #1201	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75219	2.4 CITY-ST-ZIP	
TITLE	VPD	3.1 TITLE	
NAME	GODFREY, CULLEN MICHEAL	3.2 NAME	
STREET ADDRESS	5308 BLACKHAWK	3.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75093	3.4 CITY-ST-ZIP	
TITLE	VCFD	4.1 TITLE	
NAME	PETIT, GEOFFREY	4.2 NAME	
STREET ADDRESS	6605 ROLING VISTA	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75248	4.4 CITY-ST-ZIP	
TITLE	CONT	5.1 TITLE	
NAME	RUPP, KEVIN A.	5.2 NAME	
STREET ADDRESS	3832 NANTUCKETT	5.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75023	5.4 CITY-ST-ZIP	
TITLE	VPST	6.1 TITLE	
NAME	COUCH, MICHAEL J.	6.2 NAME	
STREET ADDRESS	6102 LAKEHURST	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75231	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: *Linda Middleton* Linda Middleton 5/16/99 972-801-2000

CR21034 (1/98)

PETROFINA - U.S. INCORPORATED
(NAME CHANGED FROM U.S. PETROFINA, INCORPORATED)
- A DELAWARE CORPORATION -
INCORPORATED 01-24-56
TAX ID#13-3223242

553487-900286
810774

OFFICERS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS#347-32-7421

President & Chief Executive Officer

Paul D. Meek
3111 Welborn, Apt.#1201
Dallas, TX 75219
SS#450-32-8670

Chairman of the Board

Cullen M. Godfrey
5308 Blackhawk
Plano, TX 75093
SS#453-70-7336

Sr. Vice President & General Counsel

Michael J. Couch
6102 Lakehurst
Dallas, TX 75230
SS#446-56-2867

**Sr. Vice President, Downstream
Southeastern Business Unit**

Howard Patrick Jack
2129 Lattice Court
Plano, TX 75075
SS#252-76-4422

Sr. Vice President, Chemicals

Edward A. Nash
7400 Breakers Lane
Plano, TX 75025
SS#453-78-8161

**Sr. Vice President, Exploration &
Production**

Geoffroy Petit
6605 Rolling Vista
Dallas, TX 75248
SS#629-01-0604

**Vice President, Finance & Chief Financial
Officer**

Richard L. Charter
6911 Hickory Creek Lane
Dallas, TX 75252
SS#233-78-9012

**Vice President of Health, Safety and
Environmental Affairs**

Michel Daumerie
1910 Winter Knoll
Houston, TX 77062
SS#635-03-6323

Vice President, Research and Technology

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OFFICERS
(cont'd)

Richard C. Lindley
5144 Quail Lake Drive
Dallas, TX 75287
SS#440-42-2203

Vice President, Natural Gas Marketing

Jeff D. Morris
950 Ownby
Southlake, TX 76092
SS#466-92-5077

**Vice President, Downstream Southwestern
Business Unit**

Samuel Robert West
7434 La Manga
Dallas, TX 75238
SS#459-60-6881

Vice President of Audit & Compliance

Hilda Kouvelis
3405 Urvan Avenue
Dallas, TX 75227
SS#138-52-8042

Treasurer

Kevin A. Rupp
3832 Nantucket
Plano, TX 75023
SS#454-13-6669

Controller

Linda Middleton
18108 Aramis Lane
Dallas, TX 75252
SS#492-56-6303

Secretary

Robert D. Kilpatrick
9304 Seagrove
Dallas, TX 75252
SS#485-60-5948

Assistant Secretary

DIRECTORS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS#347-32-7421

Cullen M. Godfrey
5308 Blackhawk
Plano, TX 75093
SS#453-70-7336

Paul D. Meek
3111 Welborn, Apt.#1201
Dallas, TX 75219
SS#450-32-8670

BUSINESS ADDRESS

6000 Legacy Drive; Plano, TX 75024