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May 15 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 # 821290

(4)

1. Corporation Name
PENNZOIL COMPANY

Principal Place of Business
PENNZOIL PLACE
700 MILAM
HOUSTON TX 77002-2806
US

Mailing Address
PENNZOIL PLACE
P.O. BOX 2967
HOUSTON TX 77252-2967
US



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

25

29

30

3. Date Incorporated or Qualified
04/01/1968

3a. Date of Last Report
04/24/1996

4. FEI Number
74-1597290

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME PATE, JAMES L.
STREET ADDRESS 700 MILAM STREET
CITY- ST- ZIP HOUSTON TX ☐ DELETE

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

TITLE EVP
NAME HAMILTON, THMAS M.
STREET ADDRESS 700 MILAM ST
CITY- ST- ZIP HOUSTON TX ☐ DELETE

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

CHESEBRO', STEPHEN D.

TITLE S
NAME CONDIT, LINDA F.
STREET ADDRESS 700 MILAM STREET
CITY- ST- ZIP HOUSTON TX ☐ DELETE

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

TITLE AS
NAME MCNEW, JOAN M.
STREET ADDRESS 700 MILAM
CITY- ST- ZIP HOUSTON TX ☐ DELETE

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

TITLE D
NAME BOVAIRD, W.J.
STREET ADDRESS 823 S. DETROIT
CITY- ST- ZIP TULSA OK ☐ DELETE

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

TITLE D
NAME COCKRELL, ERNEST H
STREET ADDRESS 1800 SMITH STE 4600
CITY- ST- ZIP HOUSTON TX ☐ DELETE

6.1 TITLE ☐ Change ☐ Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

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:

Joan M. McNew

4/18/97 (713) 546-8907

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Assistant Corporate Secretary

Daytime Phone #

CR2E034 (9/96)

PENNZOIL COMPANY

700 MILAM, P. O. BOX 2967
HOUSTON, TEXAS 77252-2967

List of Principal Officers and Directors

James L. Pate	Chairman of the Board, President, Chief Executive Officer and Director	700 Milam Houston, TX 77002-2806
Stephen D. Chesebro'	Executive Vice President	700 Milam Houston, TX 77002-2806
Clyde W. Beahm	Group Vice President - Products Marketing	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Group Vice President - Finance and Accounting	700 Milam Houston, TX 77002-2806
William M. Robb	Group Vice President - Products Manufacturing	700 Milam Houston, TX 77002-2806
James M. Wheat	Group Vice President - Franchise Operations	700 Milam Houston, TX 77002-2806
James W. Shaddix	General Counsel	700 Milam Houston, TX 77002-2806
Linda F. Condit	Vice President and Corporate Secretary	700 Milam Houston, TX 77002-2806
Michael J. Maratea	Vice President and Controller	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Vice President and Treasurer	700 Milam Houston, TX 77002-2806
Michael P. Schieffer	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Kennion K. Yano	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Joan M. McNew	Assistant Corporate Secretary	700 Milam Houston, TX 77002-2806
Bruce T. Maughs	Assistant Secretary	700 Milam Houston, TX 77002-2806

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700 MILAM, P. O. BOX 2967
HOUSTON, TEXAS 77252-2967

List of Principal Officers and Directors

Howard H. Baker, Jr.	Director	801 Pennsylvania Ave., N.W. Washington, DC 20004
William J. Bovaird	Director	823 S. Detroit, Tulsa, OK 74120
W. L. Lyons Brown, Jr.	Director	501 4th Avenue, Suite 601 Louisville, KY 40202
Ernest H. Cockrell	Director	1600 Smith St., Suite 4600 Houston, TX 77002-7348
Harry H. Cullen	Director	601 Jefferson Houston, TX 77002
Alfonso Fanjul	Director	316 Royal Poinciana Plaza Palm Beach, FL 33480
Berdon Lawrence	Director	55 Waugh Dr. Houston, TX 77007
Brent Scowcroft	Director	1750 K Street, N.W., Suite 810 Washington, DC 20006
Cyril Wagner, Jr.	Director	300 N. Marlenfeld, Ste. 1100 Midland, TX 79701

NOTE: All terms expire upon the election of successors.