COR ANNU	PROFIT PORATION AL REPORT 1998	Sandra B Secreta	ITMENT OF STATE J. Mortham Ty of State CORPORATIONS	May 18 Secreta	1998 8: ary of S	
DOCUMENT # 821290 (4) 1. Corporation Name PENNZOIL COMPANY Principal Place of Business Mailing Address						
PENNZOIL PLACE 700 MILAM HOUSTON TX 77002-2808 US		PENNZOIL PLACE P.O. BOX 2967 HOUSTON TX 77252-2967 US		DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified		
Principal Pl	ace of Business	2a. Mailing Address		04/01/1968 4. FEI Number		plied For
]		26		74-1597290	No	t Applicable
Suite, Apt. (¥, elc.	Suite, Apt. #, etc. 27		5. Certificate of Status Desired	\$8.75 / Fee Re	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution	\$5.00	
Zip	Country	Zip	Country	8. This corporation owes or has p	paid the current year Int	angible
	25 9. Name and Address of Cur	29 rent Registered Agent	30	Personal Property Tax due Jun 10. Name and Address of New R] No
120	CORPORATION SYSTEM 0 \$. PINE ISLAND ROAD INTATION FL 33324		81 Name82 Street Ad8384 City	idress (P.O. Box Number is Not Accepte		Code
120 PLA . Pursuant t office or re agent. 1 ar GNATURE	o 5. PINE ISLAND ROAD INTATION FL 33324 o the provisions of Sections 607.0 agistered agent, or both, in the St in familiar with, and accept the ob		62 Street Ad 63 64 City es, the above-named cc authorized by the corpor prida Statutes.	prporation submits this statement for the ration's board of directors. I hereby acco	FL 85 Zip (purpose of changing it ept the appointment as	s registered registered
120 PLA 1. Pursuant t office or re agent. 1 ar	o the provisions of Sections 607.0 ogisterod agent, or both, in the St n familiar with, and accept the ob Storeture typed or printed name of registered OFFICERS	agent and talls of applicable (NOT AND DIRECTORS	B2 Street Ad B3 G4 City	propration submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR	s registered registered
120 PLA office or re agent. 1 ar IGNATURE 2. TLE	0 S. PINE ISLAND ROAD NTATION FL 33324	agent and talle if applicable (NOT	B2 Street Ad B3 B4 City es, the above-named cc authorized by the corpor orida Statutes. E: Registered Agent signature rec 13. 1.1 TILE	propration submits this statement for the ration's board of directors. I hereby accuration when reinstating)	FL 85 Zip (purpose of changing it ept the appointment as	s registered registered IS IN 12
120 PLA office or re agent. 1 ar IGNATURE 2. ILE	o the provisions of Sections 607.0 ogistered agent, or both, in the St n familiar with, and accept the ob- Storature typed or printed name of registered OFFICERS - PD PATE, JAMES L. 700 MILAM STREET	agent and talls of applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named cc authorized by the corpor orida Statutes. Registered Agent signature rec 13.	propration submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change	s registered registered IS IN 12 X Addition
120 PLA office or re agent. 1 ar GNATURE RET ADDRESS IY-ST-ZIP	o the provisions of Sections 607.0 Solitiered agent, or both, in the St in familiar with, and accept the ob Signature typed or preticd name of registered OFFICERS / PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX	egen and tile if applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named cc authorized by the corpor orida Statutes. E: Registered Agent signature rec 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	orporation submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change 77002-280	s registered registered IS IN 12 X Addition
120 PLA • Pursuant t office or re agent. 1 ar GNATURE • • • • • • • • • • • • • • • • • • •	o the provisions of Sections 607.0 Souther provisions of Sections 607.0 Souther degent, or both, in the St in familiar with, and accept the ob Section of the printed name of registered OFFICERS / PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D.	agent and talls of applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named cc authorized by the corpor orida Statutes. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME	propration submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change	s registered registered IS IN 12 X Addition
120 PLA - Pursuant t office or re agent. 1 ar GNATURE t. E. ME REET ADDRESS IV- ST-ZIP LE ME REET ADDRESS	o the provisions of Sections 607.0 so the provisions of Sections 607.0 ogistered agent, or both, in the St n familiar with, and accept the ob Storeture typed or pented reune of regestered OFFICERS - PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP	egen and tile if applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named oc authorized by the corpor orida Statutes. 1.1 TILE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE	orporation submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR IX Change 77002-280	s registered registered IS IN 12 X Addition
120 PLA - Pursuant t office or re agent. 1 ar GNATURE t. RET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE	o the provisions of Sections 607.0 spistered agent, or both, in the St m familiar with, and accept the ob Signature typed or printed name of registered OFFICERS / PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX S CONDIT, LINDA F.	egen and tile if applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named cc authorized by the corpor orida Statutes. Corport Statutes 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-SI-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS	orporation submits this statement for the ration's board of directors. I hereby accu quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change 77002-280	s registered registered IS IN 12 X Addition
120 PLA Pursuant t office or re agent. 1 ar GNATURE t. E REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS	o the provisions of Sections 607.0 spistered agent, or both, in the Si m familiar with, and accept the ob Stonetore typed or printed name of registered OFFICERS PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET	agent and talle if applicatifie (NOT AND DIRECTORS	82 Street Ad 83 84 84 City 85 84 86 City 86 City 87 84 88 City 89 City 89 City 80 City 81 City 82 Street Address 1.1 TILE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.3 STREET ADDRESS	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip of purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR IX Change 77002-280 IX Change 77002-280	s registered registered IS IN 12 IX Addition IA Addition IA Addition
120 PLA • Pursuant t office or re agent. 1 ar GNATURE t. E ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP	o the provisions of Sections 607.0 o the provisions of Sections 607.0 opiatered agent, or both, in the St in familiar with, and accept the ob- Signature typed or printed name of registered OFTICERS PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX	egent and tale if applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 City es, the above-named co authorized by the corpor orida Statutes. City Statutes. City 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR IX Change 77002-280	s registered registered IS IN 12 IX Addition IA Addition IA Addition
120 PLA office or re agent. 1 ar GINATURE LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME ME	o the provisions of Sections 607.6 opiaterod agent, or both, in the St m familiar with, and accept the ob Signature typed or printed name of registered OFTICERS PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX AS MCNEW, JOAN M. 700 MILAM	agent and talle if applicatifie (NOT AND DIRECTORS	82 Street Ad 83 84 84 City 85 84 86 City 86 City 87 84 88 City 89 City 89 City 80 City 81 City 82 Street Address 1.1 TILE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.3 STREET ADDRESS	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change 77002-280 LX Change 77002-280 LX Change 77002-280 LX Change	s registered registered S IN 12 X Addition X Addition 6 X Addition 6 X Addition
120 PLA	o S. PINE ISLAND ROAD NTATION FL 33324	egent and tile if applicable (NOT AND DIRECTORS DELETE DELETE DELETE	B2 Street Ad B3 B4 B4 City es, the above-named ccauthorized by the corporation of the corporating data of the corporation of the corporatin	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip of purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR T7002-280 LX Change 77002-280 T7002-280 LX Change 77002-280 LY Change 77002-280	s registered registered IS IN 12 X Addition X Addition X Addition 06 X Addition 06
120 PLA office or re agent. 1 ar GINATURE REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE ME REET ADDRESS IY-ST-ZIP LE	o the provisions of Sections 607.6 opiaterod agent, or both, in the St m familiar with, and accept the ob Signature typed or printed name of registered OFTICERS PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX AS MCNEW, JOAN M. 700 MILAM	egent and tale if applicable (NOT AND DIRECTORS	B2 Street Ad B3 B4 B4 City es, the above-named ccauthorized by the corpor orida Statutes. E. Registered Agert signature rec 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip 0 purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR LX Change 77002-280 LX Change 77002-280 LX Change 77002-280 LX Change	s registered registered IS IN 12 IX Addition IA Addition IA Addition IA Addition IX Addition
120 PLA	o the provisions of Sections 607.0 o the provisions of Sections 607.0 oplatered agent, or both, in the St in familiar with, and accept the ob- Signature typed or punced requestered OFTICERS PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX 8 CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX 8 CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX 8 MCNEW, JOAN M. 700 MILAM HOUSTON TX 0 BOVAIRD,W.J. 823 S. DETROIT	egent and tile if applicable (NOT AND DIRECTORS DELETE DELETE DELETE	82 Street Ad 83 84 84 City es, the above-named oc authorized by the corpornida Statutes. 1 The above named oc authorized by the corpornida Statutes. 1 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4. CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip of purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR IX Change 77002-280 X Change 77002-280 X Change 77002-280 Change	s registered registered IS IN 12 X Addition X Addition X Addition X Addition X Addition
120 PLA	o S. PINE ISLAND ROAD INTATION FL 33324	egent and tile if applicable (NOT AND DIRECTORS DELETE DELETE DELETE	B2 Street Ad B3 B4 B4 City es, the above-named oc authorized by the corpornida Statutes. 1 Street Aders signature record authorized by the corpornida Statutes. 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.1 TITLE 5.2 NAME 5.2 NAME	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip of purpose of changing it ept the appointment as DATE ICERS AND DIRECTOR T7002-280 LX Change 77002-280 T7002-280 LX Change 77002-280 LY Change 77002-280	s registered registered IS IN 12 X Addition X Addition X Addition X Addition X Addition
120 PLA 1. Pursuant t office or re agent. 1 ar IGNATURE	o S. PINE ISLAND ROAD INTATION FL 33324	egen ard tile if applicable (NOT AND DIRECTORS DELETE DELETE DELETE DELETE DELETE DELETE	B2 Street Ad B3 B4 B4 City es, the above-named oc authorized by the corpornida Statutes. 1 Street Aders signature record authorized by the corpornida Statutes. 13. 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 3.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	auroration submits this statement for the ration's board of directors. I hereby acco quired when reinstating) ADDITIONS/CHANGES TO OFF C/CEO/D P/COO	FL 85 Zip of purpose of changing it epit the appointment as International product of the pr	s registered registered IS IN 12 X Addition X Addition X Addition X Addition X Addition 06 X Addition 9

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, Chief Executive Officer and Director	700 Milam Houston, TX 77002-2806
Stephen D. Chesebro'	President and Chief Operating Officer	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Group Vice President - Finance and Accounting	700 Milam Houston, TX 77002-2806
Clyde W. Beahm	Group Vice President - Products Marketing	700 Milam Houston, TX 77002-2806
Donald A. Frederick	Group Vice President - Oil and Gas	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

• • • •

•

.

•

,

*

and an experimental second second

ŗ

• • • •

.

.

ť

PENNZOIL COMPANY

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. Suite 800 Washington, DC 20004
William J. Bovaird	Director	823 S. Detroit Tulsa, OK 74119
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, Suite 4000 Houston, TX 77002
Alfonso Fanjul	Director	316 Royal Poinciana Plaza Palm Beach, FL 33480
Berdon Lawrence	Director	55 Waugh Dr., 10th Floor Houston, TX 77007
Brent Scowcroft	Director	900 Seventeenth Street, N.W. Suite 500 Washington, DC 20006
Gerald B. Smith	Director	600 Travis Street, Suite 6900 Houston, TX 77002-3007
Cyril Wagner, Jr.	Director	300 N. Marienfeld, Suite 1100 Midland, TX 79701

NOTE: All terms expire upon the election of successors.

- 1999年に、1999年の1999年間では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年 1999年に、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、1999年では、

ł

- **4**4

States of periods of the owner when the second second

 ${\bf y}_{i} \in {\bf y}_{i}$

 $\frac{1}{2}$

• • • •

.

•

,