

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

FILED  
May 18 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/01/1968	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 74-1597290	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	Zip	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

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

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

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	PD PATE, JAMES L. 700 MILAM STREET HOUSTON TX CITY-ST-ZIP	1.1 TITLE	C/CEO/D
	<input type="checkbox"/> DELETE	1.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	EVP CHESEBRO', STEPHEN D. 700 MILAM ST HOUSTON TX CITY-ST-ZIP	1.3 STREET ADDRESS	77002-2806
	<input type="checkbox"/> DELETE	1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	S CONDIT, LINDA F. 700 MILAM STREET HOUSTON TX CITY-ST-ZIP	2.1 TITLE	P/COO
	<input type="checkbox"/> DELETE	2.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	AS MCNEW, JOAN M. 700 MILAM HOUSTON TX CITY-ST-ZIP	2.3 STREET ADDRESS	77002-2806
	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	D BOVAIRD, W.J. 823 S. DETROIT TULSA OK CITY-ST-ZIP	3.1 TITLE	V/S
	<input type="checkbox"/> DELETE	3.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	D COCKRELL, ERNEST H 1800 SMITH STE 4800 HOUSTON TX CITY-ST-ZIP	3.3 STREET ADDRESS	77002-2806
	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		4.1 TITLE	
		4.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		4.3 STREET ADDRESS	77002-2806
		4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		5.1 TITLE	
		5.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		5.3 STREET ADDRESS	74119
		5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		6.1 TITLE	
		6.2 NAME	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		6.3 STREET ADDRESS	77002-7348
		6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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.

4/28/98 (713) 546-8907

CR2E034 (10/97)

## **PENNZOIL COMPANY**

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

### **List of Principal Officers and Directors**

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

## **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.