

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

FILED
Jan 23 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 # 824898 (1)
1. Corporation Name
UNION PACIFIC RESOURCES COMPANY

Principal Place of Business 801 CHERRY STREET P.O. BOX 7 MS 2801 FORT WORTH TX 76101-0007 US	Mailing Address 801 CHERRY STREET P.O. BOX 7 MS 2801 FORT WORTH TX 76101 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 801 Cherry St. Suite, Apt. #, etc. 22 City & State 23 Fort Worth, TX Zip 24 76102 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	3. Date Incorporated or Qualified 08/05/1970 4. FEI Number 73-0739973 Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 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
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND RD 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
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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	C MESSMAN, J. L. 801 CHERRY STREET FT. WORTH TX	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MESSMAN, J. L.	1.2 NAME	
STREET ADDRESS	801 CHERRY STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX	1.4 CITY-ST-ZIP	
TITLE	VD EULES, V.R. 801 CHERRY STREET FORT WORTH TX 76101	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EULES, V.R.	2.2 NAME	EULES, V.R.
STREET ADDRESS	801 CHERRY STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WORTH TX 76101	2.4 CITY-ST-ZIP	
TITLE	S KNOUSE, M.S. 801 CHERRY STREET FORT WORTH TX 76101	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KNOUSE, M.S.	3.2 NAME	J.A. LaSala, Jr.
STREET ADDRESS	801 CHERRY STREET	3.3 STREET ADDRESS	801 Cherry St.
CITY-ST-ZIP	FORT WORTH TX 76101	3.4 CITY-ST-ZIP	Fort Worth, TX 76102
TITLE	T LAMKIN, B M 801 CHERRY STREET FORT WORTH TX	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAMKIN, B M	4.2 NAME	
STREET ADDRESS	801 CHERRY STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WORTH TX	4.4 CITY-ST-ZIP	
TITLE	VP SMITH, M B 801 CHERRY STREET FT. WORTH TX	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, M B	5.2 NAME	
STREET ADDRESS	801 CHERRY STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 in an attachment with an address.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

CR2E034 (10/97)

01/09/98

Officers & Directors

Union Pacific Resources Company (01)

Directors

V. Richard Eales	Director
Joseph A. LaSala Jr.	Director
George Lindahl III	Director
Jack L. Messman	Director

Title

Officers

Jack L. Messman	Chairman of the Board
	Chief Executive Officer
George Lindahl III	President
	Chief Operating Officer
V. Richard Eales	Executive Vice President
Morris B. Smith	Chief Financial Officer
Joseph A. LaSala Jr.	Vice President
Morris B. Smith	Vice President
Joseph A. LaSala Jr.	General Counsel
Prentiss W. Bolin	Vice President - Federal Relations
John B. Vering	Vice President - Exploration and Production Services
Donald W. Niemiec	Vice President - Marketing
Anne M. Franklin	Vice President - People
Thomas R. Blank	Vice President State, Regulatory and Public Affairs
Joseph A. LaSala Jr.	Secretary
Christina Andrews	Assistant Secretary
Jerry W. Burt	Assistant Secretary
Leslie H. Flores	Assistant Secretary
S. L. Groman	Assistant Secretary
Mark L. Jones	Assistant Secretary
B. M. Lamkin	Treasurer
	Director Financial Services
Matthew Loynachan	Assistant Treasurer
Peter G. Schreck	Assistant Treasurer
Malcolm E. Calkins	Director of Taxes