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FILED
Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 843509 (1)

1. Corporation Name
ANR PRODUCTION COMPANY



Principal Place of Business NINE GREENWAY PLAZA ATTENTION CORP SECRETARY HOUSTON TX 77046 US	Mailing Address NINE GREENWAY PLAZA ATTENTION CORP SECRETARY HOUSTON TX 77046-0902 US
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3. Date Incorporated or Qualified 07/19/1979	3a. Date of Last Report 05/01/1996
4. FEI Number 74-1385847	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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	29
25	30

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 _____ DATE _____
Signature to be printed below name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	WYATT, O.S. JR.
STREET ADDRESS	NINE GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX
TITLE	SVP <input type="checkbox"/> DELETE
NAME	MCCARLEY, B.P.
STREET ADDRESS	NINE GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX
TITLE	SVP <input type="checkbox"/> DELETE
NAME	O'TOOLE, AUSTIN M.
STREET ADDRESS	9 GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX
TITLE	DC <input type="checkbox"/> DELETE
NAME	ARLEDGE, DAVID A.
STREET ADDRESS	9 GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX
TITLE	P <input type="checkbox"/> DELETE
NAME	BULLOCK, JERRY D
STREET ADDRESS	NINE GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX
TITLE	D <input type="checkbox"/> DELETE
NAME	KLINGENSMITH, HARVEY R
STREET ADDRESS	NINE GREENWAY PLAZA
CITY-ST-ZIP	HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	Sr. Vice Pres. & Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	D/P/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	D/SVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> 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:  **04/07/97** (713) 877-1400
DATE DAYTIME PHONE #

CR2E034 (9/96)

EXHIBIT A

ANR PRODUCTION COMPANY

ADDITIONAL DIRECTOR

(Name/Address)

Rodney D. Erskine
Nine Greenway Plaza
Houston, TX 77046

ADDITIONAL OFFICERS

(Name/Title/Address)

Rodney D. Erskine
Nine Greenway Plaza
Houston, TX 77046

Senior Vice President

Donald H. Gullquist
Nine Greenway Plaza
Houston, TX 77046

Senior Vice President

Coby C. Hesse
Nine Greenway Plaza
Houston, TX 77046

Executive Vice President

Randy L. Bartley
Dominion Plaza Bldg.
600 - 17th St.
Denver, CO 80202

Vice President

Charles R. Carpenter
Nine Greenway Plaza
Houston, TX 77046

Vice President

William L. Donnelly
Nine Greenway Plaza
Houston, TX 77046

Vice President

Marvin G. Ginzel
Nine Greenway Plaza
Houston, TX 77046

Vice President

Fred H. Hallman
Nine Greenway Plaza
Houston, TX 77046

Vice President and Controller

Michael A. Heim
Nine Greenway Plaza
Houston, TX 77046

Vice President

Wilson Humphrey
Nine Greenway Plaza
Houston, TX 77046

Vice President

Gregory W. Hutson
Nine Greenway Plaza
Houston, TX 77046

Vice President

Thomas E. Jackson, Jr.
Nine Greenway Plaza
Houston, TX 77046

Vice President

Carl E. Lindberg
Nine Greenway Plaza
Houston, TX 77046

Vice President

John D. Martin
Nine Greenway Plaza
Houston, TX 77046

Vice President

Ronald D. Matthews
Nine Greenway Plaza
Houston, TX 77046

Vice President and Treasurer

John C. McKay
Nine Greenway Plaza
Houston, TX 77046

Vice President

Gordon R. Morris
Nine Greenway Plaza
Houston, TX 77046

Vice President and Assistant
Secretary

Don C. Nelson
Nine Greenway Plaza
Houston, TX 77046

Vice President

John B. Talley
Nine Greenway Plaza
Houston, TX 77046

Vice President

Steven W. Zuckweiler
Nine Greenway Plaza
Houston, TX 77046

Vice President

William G. Laughlin
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Robert A. Shaw, Jr.
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Dale V. Shultz
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Roger F. Mechura
Nine Greenway Plaza
Houston, TX 77046

Assistant Treasurer

Harold R. Natho
Nine Greenway Plaza
Houston, TX 77046

Assistant Controller