

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

FILED
May 15 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 # 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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 07/19/1979	
4. FEI Number 74-1385847	Applied For <input type="checkbox"/> Not Applicable
6. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
8. 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 checked="" 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
85 Zip Code

FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" 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	SVPS	<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	DPC	<input type="checkbox"/> DELETE
NAME	BULLOCK, JERRY D	
STREET ADDRESS	NINE GREENWAY PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	DSVP	<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	<input 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	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	DPC
5.3 STREET ADDRESS	Erskine, Rodney D
5.4 CITY-ST-ZIP	Nine Greenway Plaza Houston TX
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 on Attachment with an address.

SIGNATURE: _____ DATE: **4/24/98** 713/877-3625

CR2E034 (10/97)

EXHIBIT A

ANR PRODUCTION COMPANY

ADDITIONAL OFFICERS

(Name/Title/Address)

Donald H. Gullquist Nine Greenway Plaza Houston, TX 77046	Senior Vice President
Steven R. Anderson Nine Greenway Plaza Houston, TX 77046	Vice President
Brian K. Ayers Nine Greenway Plaza Houston, TX 77046	Vice President
Randy L. Bartley Nine Greenway Plaza Houston, TX 77046	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
Thomas E. Jackson, Jr. Nine Greenway Plaza Houston, TX 77046	Vice President
Jeffrey B. Levos Nine Greenway Plaza Houston, TX 77046	Vice President
Carl E. Lindberg Nine Greenway Plaza Houston, TX 77046	Vice President

**Richard J. Louden
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
& 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 C. Schmid
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