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Feb 25 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 855516 (1)

1. Corporation Name
BASS ENTERPRISES PRODUCTION CO.

Principal Place of Business

2300 FIRST CITY BANK TOWER
201 MAIN STREET
FT WORTH TX 76102

Mailing Address

2300 FIRST CITY BANK TOWER
201 MAIN STREET
FT WORTH TX 76102-3105

3. Date Incorporated or Qualified 02/11/1983	3a. Date of Last Report 04/08/1996
4. FEI Number 75-1076930	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	BASS, SID R.	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MEDARY, WILLIAM H.	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BASS, LEE M.	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BASS, PERRY R.	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BASS, EDWARD P.	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	
TITLE	VCS	<input type="checkbox"/> DELETE
NAME	COTHAM, W. ROBERT	
STREET ADDRESS	201 MAIN ST	
CITY - ST - ZIP	FT WORTH TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	See Attached
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR W. Robert Cotham

Daytime Phone #

CR2E034 (9/96)

BASS ENTERPRISES PRODUCTION CO.
EIN 75-1076930

OFFICER

OFFICER TITLE

SID R. BASS

CHAIRMAN

PETER STERLING
WILLIAM P. HALLMAN, JR.
FRANK MILLET
JAMES GREVE
STEWART L. HENRY
W. FRANK MCCREIGHT
JOEL GLENN
JACK T. WHITE
MARK L. HART, JR.
GARY W. REESE
DORSEY D. CROUSE

VP-FINANCE, C F O & ASST SECY
V PRESIDENT AND ASS'T SECRETARY
V PRESIDENT AND ASS'T SECRETARY
V PRESIDENT AND ASS'T SECRETARY
V PRESIDENT AND ASS'T SECRETARY
V PRESIDENT AND ASS'T SECRETARY
V PRESIDENT-SECURITY AFFAIRS
ASSISTANT SECRETARY
ASSISTANT SECRETARY
TREASURER
ASSISTANT SECRETARY

DIRECTORS

ROBERT M. BASS

ADDRESS FOR ALL OF THE ABOVE:

201 Main Street, Suite 2300
Fort Worth, Texas 76102