


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 # **F95000000741 (7)**
1. Corporation Name
PENNZOIL EXPLORATION AND PRODUCTION COMPANY

Principal Place of Business PO BOX 2967 HOUSTON TX 77252-2967	Mailing Address PO BOX 2967 HOUSTON TX 77252-2967
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/14/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 94-3163847	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 SOUTH 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	1.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CHESEBRO', STEPHEN D.	1.2 NAME	FREDERICK, DONALD A.
STREET ADDRESS	700 MILAM	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	77002-2806
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ALDERSON, DAVID P II	2.2 NAME	
STREET ADDRESS	700 MILAM	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	77002-2806
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	EDMONSON, RICHARD L.	3.2 NAME	
STREET ADDRESS	700 MILAM	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	77002-2806
TITLE	VD	4.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SHADDIX, JAMES W	4.2 NAME	
STREET ADDRESS	700 MILAM	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77252-2967	4.4 CITY-ST-ZIP	77002-2806
TITLE	VS	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CONDIT, LINDA F	5.2 NAME	
STREET ADDRESS	700 MILAM	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	77002-2806
TITLE	AS	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCNEW, JOAN M	6.2 NAME	
STREET ADDRESS	700 MILAM	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77252-2967	6.4 CITY-ST-ZIP	77002-2806

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.

CR2E034 (10/97)

PENNZOIL EXPLORATION AND PRODUCTION COMPANY

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

List of Principal Officers and Directors

Donald A. Frederick	President and Director	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Vice President and Director	700 Milam Houston, TX 77002-2806
Stephen D. Chesebro'	Vice President and Director	700 Milam Houston, TX 77002-2806
Linda F. Condit	Vice President and Secretary	700 Milam Houston, TX 77002-2806
William S. Davis	Vice President	700 Milam Houston, TX 77002-2806
Richard L. Edmonson	Vice President	700 Milam Houston, TX 77002-2806
Gary J. Mabie	Vice President	700 Milam Houston, TX 77002-2806
Michael A. Osborne	Vice President	700 Milam Houston, TX 77002-2806
James W. Shaddix	Vice President and Director	700 Milam Houston, TX 77002-2806
William A. Van Wie	Vice President	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Treasurer	700 Milam Houston, TX 77002-2806
Michael J. Maratea	Controller	700 Milam Houston, TX 77002-2806
Michael P. Schieffer	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Kennion K. Yano	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Bruce T. Maughs	Assistant Secretary	700 Milam Houston, TX 77002-2806
Joan M. McNew	Assistant Secretary	700 Milam Houston, TX 77002-2806
James L. Pate	Director	700 Milam Houston, TX 77002-2806

**NOTE: All terms expire upon the election of successors.
3/13/98**