

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F95000000979

1. Corporation Name  
U.S. PIPELINE, INC.

Principal Place of Business  
363 N. SAM HOUSTON PKWY., E., #300  
HOUSTON TX 77060

Mailing Address  
363 N. SAM HOUSTON PKWY., E., #300  
HOUSTON TX 77060

FILED  
Mar 17, 1999 8:00 am  
Secretary of State

03-17-1999 90082 025 \*\*\*150.00



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/28/1995

4. FEI Number

76-0426690

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax.

Yes No

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

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	V	1.1 TITLE	V
NAME	ALLCORN, JOHN K	1.2 NAME	Allcorn, John K.
STREET ADDRESS	363 N SAM HOUSTON PKWY E #300	1.3 STREET ADDRESS	11767 Katy Freeway, Suite 100
CITY-ST-ZIP	HOUSTON TX 77060	1.4 CITY-ST-ZIP	Houston, Texas 77079
TITLE	VS	2.1 TITLE	VS
NAME	NUNNERY, DORIS M	2.2 NAME	Nunnery, Doris M.
STREET ADDRESS	363 N. SAM HOUSTON PKWY., E., #300	2.3 STREET ADDRESS	11767 Katy Freeway, Suite 100
CITY-ST-ZIP	HOUSTON TX 77060	2.4 CITY-ST-ZIP	Houston, Texas 77079
TITLE	VD	3.1 TITLE	VD
NAME	CROTTS, BOBBY A	3.2 NAME	Crotts, Bobby A.
STREET ADDRESS	363 N. SAM HOUSTON PKWY., E., #300	3.3 STREET ADDRESS	11767 Katy Freeway, Suite 100
CITY-ST-ZIP	HOUSTON TX 77060	3.4 CITY-ST-ZIP	Houston, Texas 77079
TITLE	S	4.1 TITLE	
NAME	MCLEOD, DONALD J	4.2 NAME	
STREET ADDRESS	335 8TH AVE S.W., #1900	4.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY ALBERTA T2P 1C9	4.4 CITY-ST-ZIP	
TITLE	VSD	5.1 TITLE	
NAME	DITTMER, ROBERT G	5.2 NAME	
STREET ADDRESS	335 8TH AVE S.W., #1900	5.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY ALBERTA T2P 1C9	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	TAYLOR, ALEXANDER	6.2 NAME	
STREET ADDRESS	2233 ARGENTIA RD., #400	6.3 STREET ADDRESS	
CITY-ST-ZIP	MISSISSAUGA ONTARIO L5N 2X7	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 an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Doris Nunnery

1/15/99

281-531-6100

Date

Daytime Phone #

CR2E034 (11/98)

**OFFICERS  
OF  
U.S. PIPELINE, INC.**

240298-90082-25  
#F9500000979

**Randolph H. Metcalfe**      **President/Director**  
11767 Katy Freeway  
Suite 100  
Houston, Texas 77079  
Phone      281/531-6100  
Fax      281/531-6700

**Bobby A. Crotts**      **Chief Operating Officer/Executive Vice President**  
11767 Katy Freeway  
Suite 100  
Houston, Texas 77079  
Phone      281/531-6100  
Fax      281/531-6700

**John K. Allcorn**      **Senior Vice President**  
11767 Katy Freeway  
Suite 100  
Houston, Texas 77079  
Phone      281/531-6100  
Fax      281/531-6700

**Doris M. Nunnery**      **Vice President/Assistant Secretary**  
11767 Katy Freeway  
Suite 100  
Houston, Texas 77079  
Phone      281/531-6100  
Fax      281/531-6700

**Robert Dittmer**      **Vice President/Secretary/Treasurer/Director**  
335 8<sup>th</sup> Avenue S.W.  
Suite 19900  
Calgary, Alberta T2P 1C9  
Phone      403/263-9606  
Fax:      403/263-9676

**Donald J. McLeod**      **Assistant Secretary**  
335 8<sup>th</sup> Avenue S.W.  
Suite 19900  
Calgary, Alberta T2P 1C9  
Phone      403/263-9606  
Fax:      403/263-9676