

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

FILED
Apr 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000003938 (6)

1. Corporation Name

PARKER & PARSLEY PETROLEUM USA, INC.

Principal Place of Business

Mailing Address

PO BOX 3178
MIDLAND TX 79702-3178

PO BOX 3178
MIDLAND TX 79702-3178



2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 08/15/1995	3a. Date of Last Report 05/01/1996
				4. FEI Number 75-2362124	<input type="checkbox"/> Applied For <input type="checkbox"/> 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	

9. Name and Address of Current Registered Agent

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHEFFIELD, SCOTT D	1.2 NAME	
STREET ADDRESS	303 W. WALL, STE. 101	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	1.4 CITY-ST-ZIP	
TITLE	DVS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARK L. WITHROW	2.2 NAME	
STREET ADDRESS	303 W WALL STE 101	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	2.4 CITY-ST-ZIP	
TITLE	VAS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVID W. COPELAND	3.2 NAME	
STREET ADDRESS	303 W. WALL, STE. 101	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	3.4 CITY-ST-ZIP	
TITLE	DV	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEACH, TIMOTHY A	4.2 NAME	
STREET ADDRESS	303 W. WALL, STE. 101	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	4.4 CITY-ST-ZIP	
TITLE	DVTA	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEAL, STEVEN L	5.2 NAME	
STREET ADDRESS	303 W. WALL, STE. 101	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOWARD, W.T.	6.2 NAME	
STREET ADDRESS	303 W. WALL, STE. 101	6.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLAND TX	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: Steven L. Beal 4-7-97 (915) 683-4768

CR2E034 (9/96)

PARKER & PARSELEY PETROLEUM USA, INC.
OFFICERS & DIRECTORS
FEIN 75-2362124

NAME	TITLE
Scott D. Sheffield 450-02-2350	Director and President
Timothy A. Leach 524-84-1158	Director and Executive Vice President
Steven L. Beal 461-21-3965	Director, Senior Vice President and Assistant Secretary
W. T. Howard 452-78-8708	Senior Vice President
Mark L. Withrow 450-82-9678	Director, Senior Vice President and Secretary
Howard P. Bradford 459-66-3130	Vice President and Assistant Secretary
Denny B. Bullard 585-12-4610	Vice President and Assistant Secretary
David A. Chroback 307-66-3844	Director, Senior Vice President and Assistant Secretary
David W. Copeland 464-08-3623	Vice President and Assistant Secretary
Timothy L. Dove 454-23-0037	Senior Vice President
Hermann E. Eben 449-90-2157	Vice President
Danny Kellum 585-60-3670	Vice President and Assistant Secretary
Buddy J. Knight 525-94-4057	Vice President and Assistant Secretary
Larry N. Paulsen 460-76-4270	Vice President and Assistant Secretary
Curt F. Kamradt 585-96-3689	Treasurer
Steven Weatherl 458-11-0822	Vice President
Rich Dealy 533-82-9897	Controller

ADDRESS: 303 W. Wall, Suite 101
Midland, Texas 79701