

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Feb 10 1997 8:00am
Secretary of State

DOCUMENT # F96000003887 (4)

1. Corporation Name

NORTHRIDGE PETROLEUM MARKETING U.S., INC.

Principal Place of Business

1200. 421 - 7TH AVENUE S.W.
CALGARY
ALBERTA CANADA T2P 4K9

Mailing Address

1200. 421 - 7TH AVENUE S.W.
CALGARY
ALBERTA CANADA T2P 4K9



3. Date Incorporated or Qualified

07/31/1996

3a. Date of Last Report

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

4. FEI Number

98-0073128

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes

No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
PD	REULBACH, GREGG	SUITE 105, 23621 PARK SORRENTO	CALABASAS CA	<input type="checkbox"/>
VD	LETWIN, STEPHEN	1400, 421 - 7TH AVENUE S.W.	ALBERTA CANADA	<input type="checkbox"/>
S	MCMASTER, SEAN D	1400, 421 - 7TH AVENUE S.W.	ALBERTA CANADA	<input type="checkbox"/>
VT	BROWN, EDWARD	1400, 421 - 7TH AVENUE S.W.	ALBERTA CANADA	<input type="checkbox"/>
AS	LOVE, ALISON T	111 - FIFTH AVENUE S.W.	ALBERTA CANADA	<input type="checkbox"/>
AT	PENROSE, GARY G	111 - FIFTH AVENUE S.W.	ALBERTA CANADA	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	Change	Addition	
	See Schedule attached for complete list of Officers and Directors				<input type="checkbox"/>	<input type="checkbox"/>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	Change	Addition	
C.F.O.	Stephen J.J. Letwin	4 Greenspoint Plaza, Suite 1200	16945 Northchase Drive, Houston, Texas 77060	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	Change	Addition	
				<input type="checkbox"/>	<input type="checkbox"/>	
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	Change	Addition	
				<input type="checkbox"/>	<input type="checkbox"/>	
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	Change	Addition	
				<input type="checkbox"/>	<input type="checkbox"/>	
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	Change	Addition	
				<input type="checkbox"/>	<input type="checkbox"/>	

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:

Sean D. McMaster
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jan. 20/97

Date

(403)262-6800

Daytime Phone #

0528711

CR2E034 (9/96)

Schedule 1

Officers and Directors of Northridge Petroleum Marketing U.S., Inc. are:

Office	Name and Address
Director	G. Lawrence Spackman 530 - 8th Avenue S.W. Calgary, AB, Canada T2P 3S8
Director and Chief Executive Officer	Stephen J.J. Letwin 4 Greenspoint Plaza, Suite 1200 16945 Northchase Drive Houston, Texas 77060
Director and President	Gregg Reulbach Suite 105, 23621 Park Sorrento Calabasas, CA 91302
Vice President & General Counsel	Graham R. Bennett 1400, 421 - 7th Avenue S.W. Calgary, AB, Canada T2P 4K9
Vice President Corporate & Treasurer	Edward J. Brown 1400, 421 - 7th Avenue S.W. Calgary, AB, Canada T2P 4K9
Vice President Marketing	Lawrence V. Avakian Suite 105, 23621 Park Sorrento Calabasas, CA 91302
Vice President Refined Products Supply	Kyle S. Lansford 4 Greenspoint Plaza, Suite 1200 16945 Northchase Drive Houston, Texas 77060
Vice President Products	Robert C. Patton Suite 105, 23621 Park Sorrento Calabasas, CA 91302
Vice President Refined Products Marketing	Dennis Straw 5500 Executive Centre Drive, Suite 143 Charlotte, NC 28212
Secretary	Sean D. McMaster 1400, 421 - 7th Avenue S.W. Calgary, AB, Canada T2P 4K9
Assistant Secretary	Alison T. Love 111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5
Assistant Treasurer	Gary G. Penrose 111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5
Assistant Treasurer	Bruce A. Westell 111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5
Controller	Elyse A. Taylor 4 Greenspoint Plaza, Suite 1200 16945 Northchase Drive Houston, Texas 77060