


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

FILED

Apr 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
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DOCUMENT # **P34367** (3)
1. Corporation Name
UMC PETROLEUM CORPORATION

Principal Place of Business 1201 LOUISIANA ST. SUITE 1400 HOUSTON TX 77002	Mailing Address 1201 LOUISIANA ST. SUITE 1400 HOUSTON TX 77002-5603
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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 06/13/1991	3a. Date of Last Report 04/15/1996
				4. FEI Number 73-0939067	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 type="checkbox"/> No	

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	
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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	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAILEY, RALPH E.	1.2 NAME	
STREET ADDRESS	1201 LOUISIANA ST.	1.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	1.4 CITY - ST - ZIP	
TITLE	C <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROCK, JOHN B.	2.2 NAME	
STREET ADDRESS	1201 LOUISIANA ST.	2.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	2.4 CITY - ST - ZIP	
TITLE	VPD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARKSON, JONATHAN M.	3.2 NAME	
STREET ADDRESS	1201 LOUISIANA ST.	3.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	SEE ATTACHED LIST
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 included 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:  **CHRISTOPHER E. CRAGG** 4/11/97 (713) 654-9110
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

UMC PETROLEUM CORPORATION**EIN 73-0939067****OFFICERS**

Office	Officer	Address
Chief Executive Officer	John B. Brock ✓	1201 Louisiana, Suite 1400 Houston, TX 77002
President and Chief Operating Officer	James L. Dunlap	1201 Louisiana, Suite 1400 Houston, TX 77002
Executive Vice President- International	Jim E. Smitherman	1201 Louisiana, Suite 1400 Houston, TX 77002
Executive Vice President and Chief Financial Officer	Jonathan M. Clarkson ✓	1201 Louisiana, Suite 1400 Houston, TX 77002
Senior Vice President-Gulf Coast Division Manager	Lee B. Backsen	410 17th Street, Suite 1400 Denver, CO 80202
Senior Vice President-Denver Division Manager	Gary R. McGregor	410 17th Street, Suite 1400 Denver, CO 80202
Senior Vice President, General Counsel and Assistant Secretary	John J. Patton	1201 Louisiana, Suite 1400 Houston, TX 77002
Senior Vice President- International Operations and Production	Stephen C. Rose	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President and Controller	Christopher E. Cragg	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President and Group Manager-Capital and Planning	Daniel P. Foley	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Exploration, Denver Division	Gerald R. Grocock	410 17th Street, Suite 1400 Denver, CO 80202
Vice President-Operations, Gulf Coast Division	C. E. Hackstedt	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Planning, Evaluations, and Joint Interests- International	Jack M. McFarland	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Land, Denver Division	Edward L. McLaughlin	410 17th Street, Suite 1400 Denver, CO 80202
Vice President and Treasurer	Kevin D. McMillan	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Capital Formation Group	Britann E. Miller	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Oil and Gas Marketing	Pamela S. Newton	1201 Louisiana, Suite 1400 Houston, TX 77002

UMC PETROLEUM CORPORATION

OFFICERS

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Office	Officer	Address
Vice President-Exploration, Gulf Coast Division	Charles E. Saltzer	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Land, Gulf Coast Division	David N. Wilkes	1201 Louisiana, Suite 1400 Houston, TX 77002
Vice President-Operations, Denver Division	Jim L. Wolfe	410 17th Street, Suite 1400 Denver, CO 80202
Secretary	Marya M. Ingram	1201 Louisiana, Suite 1400 Houston, TX 77002
Assistant Secretary	Janet L. Kagie	410 17th Street, Suite 1400 Denver, CO 80202
Assistant Secretary	Kathleen A. Schlager	410 17th Street, Suite 1400 Denver, CO 80202

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EIN 73-0939067

DIRECTORS

Director	Address
John B. Brock	1201 Louisiana, Suite 1400 Houston, TX 77002
Jonathan M. Clarkson	1201 Louisiana, Suite 1400 Houston, TX 77002
James L. Dunlap	1201 Louisiana, Suite 1400 Houston, TX 77002
Jim E. Smitherman	1201 Louisiana, Suite 1400 Houston, TX 77002