

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

FILED  
May 20 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P41042** (3)  
1. Corporation Name  
**BECHTEL GENERATING COMPANY, INC.**



Principal Place of Business <b>50 BEALE ST C/O TAX DEPT SAN FRANCISCO CA 94105 US</b>	Mailing Address <b>50 BEALE ST C/O TAX DEPT SAN FRANCISCO CA 94105 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/20/1992</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>94-3071990</b>		Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24 Zip	25 Country	29 Zip		30 Country	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324**

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PD</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CARTER, JOHN D.</b>	1.2 NAME	
STREET ADDRESS	<b>50 BEALE STREET</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	1.4 CITY-ST-ZIP	
TITLE	<b>EVPD</b>	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CAIN, F.J.</b>	2.2 NAME	
STREET ADDRESS	<b>50 BEALE STR</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>S</b>	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SEDAR, B.D.</b>	3.2 NAME	
STREET ADDRESS	<b>50 BEALE STREET</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	3.4 CITY-ST-ZIP	
TITLE	<b>SVPT</b>	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>UNRUH, V. P.</b>	4.2 NAME	
STREET ADDRESS	<b>50 BEALE STREET</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	4.4 CITY-ST-ZIP	
TITLE	<b>AS</b>	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LOOMIS, RICHARD M.</b>	5.2 NAME	
STREET ADDRESS	<b>50 BEALE STREET</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	5.4 CITY-ST-ZIP	
TITLE	<b>VPCT</b>	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PROCTOR, G.C.</b>	6.2 NAME	
STREET ADDRESS	<b>50 BEALE STREET</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	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.

**M. E. MARTELLO**  
Assistant Controller  
Authorized Officer

4/14/98 11:00:25m

CR2E034 (10/97)

Federal Employer Identification Number: 94-3071990

**BECHTEL GENERATING COMPANY, INC.**

**BGCI**

**DIRECTORS AND OFFICERS**

**Entity Code: S9**

CARTER, J. D.	President and Director
CAIN, F. J.	Executive Vice President and Director
UNRUH, V. P.	Senior Vice President and Treasurer
WEISER, J. W.	Senior Vice President
PROCTOR, G. C.	Vice President, Controller and Assistant Treasurer
SEDAR, B. D.	Secretary
LOOMIS, R. M.	Assistant Secretary
MARTELLO, M. E.	Assistant Controller
NAKAMURA, J. R.	Assistant Secretary

**Board of Directors**

Authorized	3
Vacancies	1
Quorum	2