

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

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**Apr 29 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # 805696

(2)

1. Corporation Name
AMOCO PRODUCTION COMPANY



Principal Place of Business

**200 E. RANDOLPH DRIVE
CHICAGO IL 60601
US**

Mailing Address

**200 E. RANDOLPH DRIVE
MAIL CODE 2401A
CHICAGO IL 60601-6436
US**

3. Date Incorporated or Qualified
11/12/1943

3a. Date of Last Report
05/01/1996

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

4. FEI Number
73-0466080

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

**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

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	PD FLURY, L.R. G 200 E.RANDOLPH DRIVE CHICAGO IL 60601	<input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VP BRANDIN, P.A. 200 E. RANDOLPH DR. CHICAGO IL 60601	<input checked="" type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	VP BROWN, J.M.. 200 EAST RANDOLPH DRIVE CHICAGO IL 60601	<input checked="" type="checkbox"/> DELETE	2.2 NAME E.D. Newman
CITY- ST- ZIP	S CLAYTON, P.J. 200 E. RANDOLPH DR. CHICAGO IL 60601	<input type="checkbox"/> DELETE	2.3 STREET ADDRESS P.O. Box 200, Station M
CITY- ST- ZIP	AS SIDDALL, J L 200 E RANDOLPH DRIVE CHICAGO IL	<input type="checkbox"/> DELETE	2.4 CITY- ST- ZIP Calgary, Alberta, Canada TAPAH
CITY- ST- ZIP	T WILLIAMS, M.C. 200 E. RANDOLPH DR. CHICAGO IL 60601	<input type="checkbox"/> DELETE	3.1 TITLE VP
CITY- ST- ZIP			3.2 NAME J.C. Burton
CITY- ST- ZIP			3.3 STREET ADDRESS 200 East Randolph Drive
CITY- ST- ZIP			3.4 CITY- ST- ZIP Chicago, Illinois 60601
CITY- ST- ZIP			4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY- ST- ZIP			4.2 NAME
CITY- ST- ZIP			4.3 STREET ADDRESS
CITY- ST- ZIP			4.4 CITY- ST- ZIP
CITY- ST- ZIP			5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY- ST- ZIP			5.2 NAME
CITY- ST- ZIP			5.3 STREET ADDRESS
CITY- ST- ZIP			5.4 CITY- ST- ZIP
CITY- ST- ZIP			6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY- ST- ZIP			6.2 NAME
CITY- ST- ZIP			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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

J.L. Siddall
J.L. Siddall

312-856-4476

CR2E034 (9/96)

**AMOCO PRODUCTION COMPANY
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601**

OFFICERS		
TITLE	NAME	BUSINESS ADDRESS
President	L. R. Flury	200 East Randolph Drive Chicago, IL 60601
Exec. & Group Vice President	J. C. Burton	200 East Randolph Drive Chicago, IL 60601
Exec. & Group Vice President	J. D. Hamrick	200 East Randolph Drive Chicago, IL 60601
Group Vice President	R. A. McDonald	501 Westlake Park Boulevard Houston, TX 77079
Group Vice President	S. D. Urban	501 Westlake Park Boulevard Houston, TX 77079
Vice President, Secretary	P. J. Clayton	200 East Randolph Drive Chicago, IL 60601
Vice President	E. D. Newman	P. O. Box 200, Station M Calgary, Alberta, Canada T2P2H8
Vice President	D. B. Pinkert	200 East Randolph Drive Chicago, IL 60601
Vice President	W. E. Schollnberger	519 South Boston Tulsa, OK 74103
Vice President	T. D. Stacy	501 Westlake Park Boulevard Houston, TX 77079
Vice President	D. H. Welch	501 Westlake Park Boulevard Houston, TX 77079
Vice President	W. L. Wishlinski	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	B. J. Brill	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	W. B. Bryan	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	J. M. Cooley	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	D. A. Dowling	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	L. E. Engstrom	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	R. Gormezano	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	D. L. Gotcher	519 South Boston Tulsa, OK 74103
Assistant Secretary	J. M. Gross	200 East Randolph Drive Chicago, IL 60601

January 24, 1997 (11/25/96)

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AMOCO PRODUCTION COMPANY
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601

Assistant Secretary	A. L. Haws	519 South Boston Tulsa, OK 74103
Assistant Secretary	R. D. Howard	1670 Broadway Denver, CO 80202
Assistant Secretary	J. D. Hudak	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	F. T. Kolb	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	D. E. McClung	519 South Boston Tulsa, OK 74103
Assistant Secretary	R. S. McGee	1670 Broadway Denver, CO 80202
Assistant Secretary	G. L. Paulson	1670 Broadway Denver, CO 80202
Assistant Secretary	D. B. Pinkert	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	B. L. Plummer	519 South Boston Tulsa, OK 74103
Assistant Secretary	S. S. Reilly	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	J. L. Siddall	200 East Randolph Drive Chicago, IL 60601
Assistant Secretary	R. E. Sloan	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	M. J. Stonecipher	519 South Boston Tulsa, OK 74103
Assistant Secretary	H. E. Weidlich, Jr	1340 Poydras Street New Orleans, LA 70113
Assistant Secretary	L. L. Williams	501 Westlake Park Boulevard Houston, TX 77079
Assistant Secretary	G. M. Wilson	200 East Randolph Drive Chicago, IL 60601
Treasurer	M. C. Williams	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	R. K. Burwell	200 East Randolph Drive Chicago, IL 60601
Assistant Treasurer	P. Simonse	200 East Randolph Drive Chicago, IL 60601
Controller	B. W. Busmire	519 South Boston Tulsa, OK 74103
Assistant Controller	A. M. Keith	519 South Boston Tulsa, OK 74103
Assistant Controller	L. G. Kulikovskis	501 Westlake Park Boulevard Houston, TX 77079

AMOCO PRODUCTION COMPANY
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601

Directors		
	L. R. Flury	200 East Randolph Drive Chicago, IL 60601
	J. C. Burton	200 East Randolph Drive Chicago, IL 60601
	J. M. Gross	200 East Randolph Drive Chicago, IL 60601
	J. D. Hamrick	200 East Randolph Drive Chicago, IL 60601

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AMOCO PRODUCTION COMPANY

PRINCIPAL OPERATING OFFICE: 200 East Randolph Drive
Chicago, Illinois 60601

BUSINESS: Oil and gas

INCORPORATION:
State Delaware
Date December 12, 1930

**RESIDENT AGENT IN STATE
OF INCORPORATION:** The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

ANNUAL STOCKHOLDERS MEETING:
Date First Tuesday in February
Location Chicago, Illinois

QUALIFIED TO DO BUSINESS IN: Alabama, Alaska, Arizona,
Arkansas, California, Colorado, Delaware,
Florida, Idaho, Illinois, Indiana, Kansas,
Kentucky, Louisiana, Michigan, Mississippi,
Missouri, Montana, Nebraska, New Mexico,
Nevada, North Carolina, North Dakota,
Oklahoma, Oregon, Pennsylvania,
South Dakota, Tennessee, Texas, Utah,
Virginia, Washington, West Virginia,
Wisconsin, Wyoming and Yukon

CAPITAL STOCK:
Authorized - 1,000 Shares--No Par Value
Outstanding - 1,000 Shares
Ownership - Amoco Company - 100%

OFFICERS

President	L. R. Flury	01-01-96
Executive & Group Vice President	J. C. Burton	04-01-91
Executive & Group Vice President	J. David Hamrick	09-16-96
Group Vice President	R. A. McDonald	07-26-93
Group Vice President	S. D. Urban	01-01-96
Vice President	P. J. Clayton	10-01-96
Vice President	E. D. Newman	11-01-93
Vice President	D. B. Pinkert	10-01-96

AMOCO PRODUCTION COMPANY

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OFFICERS (continued)

Vice President	W. E. Schollnberger	01-31-93
Vice President	T. D. Stacy	08-25-85
Vice President	D. H. Welch	09-02-94
Vice President	W. L. Wislinski	09-02-94
Secretary	P. J. Clayton	12-12-94
Assistant Secretary	B. J. Brill	07-01-96
Assistant Secretary	W. B. Bryan	08-15-94
Assistant Secretary	Jackson M. Cooley	09-01-92
Assistant Secretary	D. A. Dowling	02-07-95
Assistant Secretary	L. E. Engstrom	02-02-92
Assistant Secretary	Rebecca Gormezano	02-01-93
Assistant Secretary	D. L. Gotcher	06-01-88
Assistant Secretary	Jerry M. Gross	12-12-94
Assistant Secretary	A. L. Haws	05-02-91
Assistant Secretary	R. D. Howard	05-01-90
Assistant Secretary	John D. Hudak	10-14-90
Assistant Secretary	F. T. Kolb	08-01-93
Assistant Secretary	D. E. McClung	11-14-94
Assistant Secretary	Rebecca S. McGee	09-01-92
Assistant Secretary	G. L. Paulson	07-01-88
Assistant Secretary	Daniel B. Pinkert	02-01-93
Assistant Secretary	B. L. Plummer	11-14-94
Assistant Secretary	S. S. Reilly	11-11-96
Assistant Secretary	J. L. Siddall	02-01-89
Assistant Secretary	R. E. Sloan	04-15-81
Assistant Secretary	M. J. Stonecipher	10-01-91
Assistant Secretary	H. E. Weidlich, Jr.	08-01-93
Assistant Secretary	L. L. Williams	07-01-94
Assistant Secretary	Gerald M. Wilson	02-01-89
Treasurer	Marsha Williams	10-01-93
Assistant Treasurer	Rosalind K. Burwell	02-10-94
Assistant Treasurer	P. Simonse	10-01-96
Controller	B. W. Busmire	11-25-96
Assistant Controller	A. M. Keith	08-01-94
Assistant Controller	L. G. Kulikovskis	11-25-96

DIRECTORS

L. R. Flury	<u>DATE</u>
J. C. Burton	01-01-96
Jerry M. Gross	04-01-91
J. David Hamrick	04-01-91
	09-16-96

D. A. Dowling
11/25/96