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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90120 024 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P13669

1. Corporation Name
AMOCO CORPORATION



Principal Place of Business Mailing Address
200 E RANDOLPH DR **200 E RANDOLPH DR**
CHICAGO IL 60601-7125 **MC 2401**
US **CHICAGO IL 60601-7125**
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 26
 Suite, Apt. #, etc Suite Apt #, etc
 22 27
 City & State City & State
 23 28
 Zip Country Zip Country
 24 25 29 30

3. Date Incorporated or Qualified
03/18/1987
 4. FEI Number Applied For
36-1812780 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
 7. This corporation owes the current year Intangible Personal Property Tax. 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '2	
TITLE	V <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MITCHELL, D.R.	12 NAME	
STREET ADDRESS	200 E RANDOLPH DR	13 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	14 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPINDLER, G.S.	22 NAME	
STREET ADDRESS	200 E RANDOLPH DR	23 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	24 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUTCHINSON, W.R.	32 NAME	
STREET ADDRESS	200 E RANDOLPH DR	33 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	34 CITY-ST-ZIP	
TITLE	ACS <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAMOS, E.J.	42 NAME	
STREET ADDRESS	200 E RANDOLPH DR	43 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	44 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	51 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLAYTON, P.J.	52 NAME	
STREET ADDRESS	200 E RANDOLPH DR	53 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	54 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	61 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, M.C.	62 NAME	
STREET ADDRESS	200 E RANDOLPH DR	63 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	64 CITY-ST-ZIP	

51 TITLE **ACS**
 52 NAME
 53 STREET ADDRESS
 54 CITY-ST-ZIP
 61 TITLE **AT**
 62 NAME **R.K BURWELL**
 63 STREET ADDRESS
 64 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, with all other like empowered.

SIGNATURE: *[Signature]* **D. R. MITCHELL** Date: **3/12/99** **856-4476**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (11/98)

200-P/3669
235240-9020-24

BP AMOCO CORPORATION
200 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601

OFFICERS

TITLE	NAME	BUSINESS ADDRESS
Chairman	H. L. Fuller	200 East Randolph Drive, Chicago, Illinois 60601
President	G. S. Spindler	200 East Randolph Drive, Chicago, Illinois 60601
Sr. Exec. Vice President-Strategic Planning & International Business Development	J. E. Fligg	200 East Randolph Drive, Chicago, Illinois 60601
Executive Vice President	J. L. Carl	200 East Randolph Drive, Chicago, Illinois 60601
Executive Vice President-Chemicals Sector	B. Sanderson	200 East Randolph Drive, Chicago, Illinois 60601
Executive Vice President-Petroleum Products Sector	W. D. Ford	200 East Randolph Drive, Chicago, Illinois 60601
Executive Vice President-Exploration & Production Sector	L. R. Flury	200 East Randolph Drive, Chicago, Illinois 60601
Sr. Vice President-Law & Corporate Affairs	G. S. Spindler	200 East Randolph Drive, Chicago, Illinois 60601
Sr. Vice President-Human Resources	J. F. Campbell	200 East Randolph Drive, Chicago, Illinois 60601
Sr. Vice President-Shared Services	D. F. Work	200 East Randolph Drive, Chicago, Illinois 60601
Vice President, General Counsel	S. F. Gates	200 East Randolph Drive, Chicago, Illinois 60601
Vice President	W. R. Hutchinson	200 East Randolph Drive, Chicago, Illinois 60601
Vice President & Controller	A. J. Nocchiero	200 East Randolph Drive, Chicago, Illinois 60601
Vice President & Treasurer	E. A. Kamerick	200 East Randolph Drive, Chicago, Illinois 60601
Vice President & General Tax Counsel	D. R. Mitchell	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Investor Relations	C. K. Koepke	200 East Randolph Drive, Chicago, Illinois 60601

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TITLE	NAME	BUSINESS ADDRESS
Vice President-Planning	R. C. Carr	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Government Relations	S. A. Elbert	1615 M St. NW, Washington, DC 20036
Vice President-Diversity & Human Resources Planning	C. A. Bullock	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Human Resources (Exploration & Production Sector)	D. F. Cone	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Human Resources (Worldwide Exploration & Int'l Energy Operations)	J. D. Yates	501 Westlake Park Blvd., Houston, Texas 77253
Vice President-Human Resources (Petroleum Products Sector)	P. T. Argyris	501 Westlake Park Blvd., Houston, Texas 77253
Vice President-Human Resources (Chemical Sector)	T. F. Gaye	501 Westlake Park Blvd., Houston, Texas 77253
Vice President-Human Resources (North American E&P)	Vacant	
Vice President-Compensation, Benefits & Policies	C. P. Marinacci	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Human Resources Shared Services Operations	M. S. Wojcik	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Environment, Health & Safety	W. R. Quanstrom	130 East Randolph Drive, Chicago, Illinois 60601
Vice President-Amoco Business Services	S. E. Schubert	15 East 5th Street, Tulsa, Oklahoma 74103
Vice President-Information Technology	M. T. Jones	200 East Randolph Drive, Chicago, Illinois 60601
Vice President-Progress	D. E. Tornberg	200 East Randolph Drive, Chicago, Illinois 60601
Assistant Corporate Secretary	P. J. Clayton	200 East Randolph Drive, Chicago, Illinois 60601
Assistant Corporate Secretary	E. J. Ramos	200 East Randolph Drive, Chicago, Illinois 60601
Assistant Corporate Secretary	D. L. Gotcher, Jr.	P. O. Box #591, Tulsa, Oklahoma 74102
Assistant Corporate Secretary	R. A. Swiech	501 Westlake Park Blvd., Houston, Texas 77253

3/1/99 (12/31/98)

Assistant Corporate Secretary	D. A. Dowling	200 East Randolph Drive, Chicago, Illinois 60601
Assistant Controller	C. L. Hall	200 East Randolph Drive, Chicago, Illinois 60601

3/1/99 (12/31/98)

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