



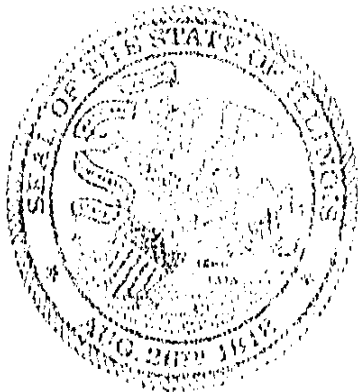
Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF TEXACO REFINING AND MARKETING INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF Delaware HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and voice to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 21st *day of* May *AD 19 90 and of the Independence of the United States the two hundred and* 14th



Jim Edgar
SECRETARY OF STATE

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BCA-13.15 (Rev. Dec. 1987)

File #

Submit in Duplicate

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

This Space For Use By Secretary of State	
Date	5-21-90
License Fee	\$ 2983.03
Franchise Tax	\$ 5766.07
Filing Fee	\$ 75.00
Penalties	\$
Total \$ 9024.10	

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Texaco Refining and Marketing Inc.
(Shall contain the word "corporation", "company", "incorporated",

or "limited"; or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation Delaware ; Date of Incorporation 12/28/89 ; Period of Duration perpetual

3. The address of its principal office, wherever located, is 1111 Rusk Street, Houston, Texas, 77002

and the address of its principal office in Illinois is none

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent The Prentice-Hall Corporation System, Inc.
First Name Middle Name Last Name

Registered Office 33 North LaSalle Street
Number Street Suite # (A P.O. box alone is not acceptable)
Chicago, Illinois 60602 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are: Applying to all 50

6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President				
Secretary	see attached			
Director				
Director				
Director				

If more than 3, attach list

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of the size

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as permitted by the Illinois Business Corporation Act.

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$100.00	10	10

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "no".

9. The amount of paid-in capital** is \$ 1,897,000,000

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 4,500,000,000
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 3,400,000
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 492,552,000
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 12,300,000

11. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
see below*
- (b) The number of shares of all classes owned by residents of Illinois is:
none
- (c) The number of shares of all classes owned by non-residents of Illinois is:
10 shares of common
- (d) Is the corporation transacting business in this State at this time?
No.
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

*** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

*11. (a) **Texaco Refining and Marketing Inc.**
1111 Rusk Street, Houston, Texas 77002

and

Texaco Refining and Marketing Inc.
2000 Westchester Avenue, White Plains, New York 10650

90217734

Form BCA-1315

File No

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee
and franchise tax

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FILED

MAY 21 1990

JIM EDGAR
Secretary of State

Corporation Department
Secretary of State

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DEPT-01 RECORDING 118.00
147777 FROM 4340 05/29/90 11:06:00
43321 + F * - 90 - 247731
COOK COUNTY RECORDER

18245206

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated March 29, 19 90

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
 R. E. Koch, Assistant Secretary
(Type or Print Name and Title)

by [Signature]
(Name of Corporation)
 Texaco Refining and Marketing Inc.

Allen J. Krowe, Vice President
(Type or Print Name and Title)

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TEXACO REFINING AND MARKETING INC.
(Delaware)

OFFICERS AND DIRECTORS LIST

<u>Name</u>	<u>Office</u>	<u>Home Address</u>
James L. Dunlap	Director and Chairman of the Board	3606 Chevy Chase Houston, TX 77019
Glen F. Tilton	Director, President and CEO	2107 Sunshine Point Kingwood, TX 77345
Allen J. Krowe	Director and Vice President	236 Davenport Drive Stamford, CT 06902
Raymond A. O'Joherty	Vice President	14 Shadbrush Lane Darien, CT 06820
Robert C. Delkers	Vice President	2629 East 65th Place Tulsa, OK 74136
Lester A. Amidei, Jr.	Vice President	4124 Towhee Calabasas, CA 91302
Kenneth F. Wells	Vice President	13635 Perthshire Houston, TX 77079
Carl B. Davidson	Secretary	608C Heritage Hills Somers, NY 10589
David C. Crikelair	Treasurer	43 N. Greenwich Road Armonk, NY 10504
Patrick J. Lynch	Comptroller	6 Lang Court Park Ridge, NJ 07656
Arthur G. Taylor	General Counsel	12 Sunset Avenue Bronxville, NY 10708
Robert S. Bevan	General Tax Counsel	6 Longbow Road Suffern, NY 10901
Mari-Ann A. Akiyama	Assistant Secretary	11684 Ventura Blvd. Studio City, CA 91604
Bridget H. Crist	Assistant Secretary	4842 So. 67th East Ave. Tulsa, OK 74145
Pauline S. Cowart	Assistant Secretary	8638 Alcott Houston, TX 77080
Lowell N. Elsen	Assistant Secretary	502 Eden Isles Drive Slidell, LA 70458
Eugene F. Gervino	Assistant Secretary	2520 E. 70th Street Tulsa, OK 74136

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Robert E. Koch	Assistant Secretary	333 E. 68th Street New York, NY 10021
Stephen M. Mazoff	Assistant Secretary	22520 Harney Place Woodland Hills, CA 91364
William L. Soula	Assistant Secretary	15710 Four Leaf Drive Houston, TX 77084
Brian R. Ashley	Assistant Treasurer	3743 Darcus St., Southside Pl. Houston, TX 77005
John A. Hewitt	Assistant Treasurer	Scarborough Manor Scarborough, NY 10510
George M. Holston	Assistant Treasurer	187 Geranium Court Paramus, NJ 07652
John D. Keough	Assistant Treasurer	1 Hickory Hill Road Westport, CT 06880
James F. Link	Assistant Treasurer	5 Terry Drive Bethel, CT 06801
Peter M. Wissel	Assistant Treasurer	40 Middle Patent Rd. Bedford, NY 10506
Eugene Celentano	Assistant Comptroller	11610 Habersham Ln. Houston, TX 77024

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