



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <u>11132</u>		2. Name of Corporation Canada Imperial Oil Limited			
3. Street Address Principal Business Office 111 St. Clair Ave W			City Toronto	State Ontario Canada	Zip M5W 1K3
4. Business Phone No. (713) 656-4048		5. State of Incorporation Canada		6. SIC Code 2659	
7. Brief Description of the Character of Business Conducted in Rhode Island Procurement, transportation, marketing & distribution of chemicals & related products, petroleum					
8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) (FILL IN SPACES BEFORE USING ATTACHMENTS)					
President Name Keith W. Malvern		Vice President Name Peter W. Ingle			
Street Address 111 St. Clair Ave W		Street Address 111 St. Clair Ave W			
City Toronto	State Ontario Canada	Zip M5W 1K3	City Toronto	State Ontario Canada	Zip M5W 1K3
Secretary Name John Zych		Treasurer Name D. C. Jeans			
Street Address 111 St. Clair Ave W		Street Address 111 St. Clair Ave W			
City Toronto	State Ontario Canada	Zip M5W 1K3	City Toronto	State Ontario Canada	Zip M5W 1K3
9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) (FILL IN SPACES BEFORE USING ATTACHMENTS)					
Director Name Keith W. Malvern		Director Name Peter W. Ingle			
Street Address 111 St. Clair Ave W		Street Address 111 St. Clair Ave W			
City Toronto	State Ontario Canada	Zip M5W 1K3	City Toronto	State Ontario Canada	Zip M5W 1K3
Director Name David C. Griffiths		Director Name			
Street Address 237 Fourth Avenue, SW		Street Address			
City Calgary	State Alberta Canada	Zip T2P 0H6, FN	City	State	Zip
10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT)			11. SHARES ISSUED (X BOX FOR ATTACHMENT)		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
300	Common Class A	NPV	300	Common Class A	NPV
Unlimited	Common Class B	NPV	1,080,000	Common Class B	NPV
Unlimited	Common Class C	NPV	800,000	Common Class C	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date 2-28-05
Check No. BULO 470835
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2-22-05
Signature of Officer Date
Lynn A. Smothers
Print or Type Name of Officer
Assistant Secretary
Title of Officer

CANADA IMPERIAL OIL LIMITED
LIST OF OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Peter W. Ingle	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
D. C. Jeans	Vice President/Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick J. Thornton	Vice President	800 Bell Street Houston, Texas 77002
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Lynn A. Smothers	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Peter W. Ingle	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David C. Griffiths	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State

RECEIVED

JAN 13 2004

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

STATE TAX COMPLIANCE

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 71732		2. Name of Corporation Canada Imperial Oil Limited			
3. Street Address Principal Business Office 111 St. Clair Ave W			City Toronto	State Ontario Canada	Zip M5W 1K3
4. Business Phone No. (713) 656-4048		5. State of Incorporation CANADA			6. SIC Code 2659
7. Brief Description of the Character of Business Conducted in Rhode Island THE PROCUREMENT, TRANSPORTATION, MARKETING AND DISTRIBUTION OF CHEMICALS AND RELATED PRODUCTS, PETROLEUM & NATURAL GAS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Keith W. Malvern			Vice President Name Patrick M. Brown		
Street Address 111 St. Clair Ave W			Street Address 111 St. Clair Ave W		
City Toronto	State Ontario Canada	Zip M5W 1K3	City Toronto	State Ontario Canada	Zip M5W 1K3
Secretary Name John Zych			Treasurer Name Sean R. Carleton		
Street Address 111 St. Clair Ave W			Street Address 111 T. Clair Ave W		
City Toronto	State Ontario Canada	Zip M5W 1K3	City Toronto	State Ontario Canada	Zip M5W 1K3
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Keith W. Malvern			Director Name Dale L. Hoffos		
Street Address 111 St. Clair Ave W			Street Address 237 Fourth Ave SW		
City Toronto	State Ontario Canada	Zip M5W 1K3	City Calgary	State Alberta Canada	Zip T2P 0H6
Director Name David C. Griffiths			Director Name		
Street Address 237 Fourth Ave SW			Street Address		
City Calgary	State Alberta Canada	Zip T2P 0H6	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
UNLIMITED			300	Common Class A	NPV
			1,080,000	Common Class B	NPV
			800,000	Common Class C	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 1 7 3 2 *

File Date 4/8/04
Check No. BW0333148
By: W
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Lynn A. Smothers 2-3-04
Signature of Officer Date
Lynn A. Smothers
Print or Type Name of Officer
Assistant Secretary
Title of Officer

**CANADA IMPERIAL OIL LIMITED
LIST OF OFFICERS AND DIRECTORS**

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Dale L. Hoffos	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Patrick J. Thornton	Vice President	800 Bell Street Houston, Texas 77002
Sean R. Carleton	Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Lynn A. Smothers	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Dale L. Hoffos	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
David C. Griffiths	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.

Corporation ID No. 71732

Canada Imperial Oil Limited

State of Rhode Island and Providence Plantations
Profit Corporation Annual Report For the Year 2004

10. Shares Authorized:

Number of Shares	Class	Par Value
300	Common Class A	NPV
Unlimited	Common Class B	NPV
Unlimited	Common Class C	NPV

11. Shares Issued:

Number of Shares	Class	Par Value
300	Common Class A	NPV
1,080,000	Common Class B	NPV
800,000	Common Class C	NPV

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PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**
3. Street Address Principal Business Office **111 St. Clair Ave W** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**
4. Business Phone No. **(713) 656-5022** 5. State of Incorporation **CANADA** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
Procurement, transportation, marketing, and distribution of chemicals and related products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Keith W. Malvern Street Address 111 St. Clair Ave W City Toronto State Ontario Can Zip M5W 1K3	Vice President Name Patrick M. Brown Street Address 111 St. Clair Ave W City Toronto State Ontario Can Zip M5W 1K3
Secretary Name John Zych Street Address 111 St. Clair Ave W City Toronto State Ontario Can Zip M5W 1K3	Treasurer Name Sean R. Carleton Street Address 111 St. Clair Ave W City Toronto State Ontario Can Zip M5W 1K3

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Keith W. Malvern Street Address 111 St. Clair Ave W City Toronto State Ontario Can Zip M5W 1K3	Director Name David K. Barrett Street Address 237 Fourth Ave SW City Calgary State Alberta Can Zip T2P 0H6
Director Name David C. Griffiths Street Address 237 Fourth Ave SW City Calgary State Alberta Can Zip T2P 0H6	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	UNLIMITED		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	300	A Common	NPV
	1,080,000	B Preferred	NPV
	800,000	C Preferred	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 1 7 3 2 *

File Date: 2.21.03
Check No.: 166492
By: UP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1-17-2003
Print or Type Name of Officer: **Robert O. Katz**
Assistant Secretary

Corporate ID No. 71732

**State of Rhode Island
Profit Corporation Annual Report for the Year 2003**

<u>10. Number of shares authorized:</u>	<u>Class/Series</u>	<u>Par Value</u>
300	A Common	NPV
Unlimited	B Preferred	NPV
Unlimited	C Preferred	NPV

<u>11. Number of shares issued:</u>	<u>Class/Series</u>	<u>Par Value</u>
300	A Common	NPV
1,080,000	B Preferred	NPV
800,000	C Preferred	NPV

**CANADA IMPERIAL OIL LIMITED
LIST OF OFFICERS AND DIRECTORS**

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Alexander Dedesko	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Sean R. Carleton	Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Robert O. Katz	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
David C. Griffiths	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**
3. Street Address Principal Business Office **111 St. Clair Ave. W** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**
4. Business Phone No. **(713) 656-1807** 5. State of Incorporation **CANADA** 6. SIC Code **2659**
7. Brief Description of the Character of Business Conducted in Rhode Island

Procurement, transportation, marketing & distribution of chemicals and related products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Keith W. Malvern Street Address 111 St. Clair Ave. W City Toronto State Ontario Can Zip M5W 1K3	Vice President Name Patrick M. Brown Street Address 111 St. Clair Ave. W City Toronto State Ontario Can Zip M5W 1K3
Secretary Name John Zych Street Address 111 St. Clair Ave. W City Toronto State Ontario Can Zip M5W 1K3	Treasurer Name Sean R. Carleton Street Address 111 St. Clair Ave. W City Toronto State Ontario Can Zip M5W 1K3

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Keith W. Malvern Street Address 111 St. Clair Ave. W City Toronto State Ontario Can Zip M5W 1K3	Director Name David K. Barrett Street Address 237 Fourth Ave. SW City Calgary State Alberta Can Zip T2P 0H6
Director Name Heather L. Marreck Street Address 237 Fourth Ave. SW City Calgary State Alberta Can Zip T2P 0H6	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
UNLIMITED		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
SEE ATTACHED		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 1 7 3 2 *

File Date: 2/1/02

Check No.: JUD889721

By: ME

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1/25/2002

Steven A. Lopez
Print or Type Name of Officer

Assistant Secretary
Title of Officer

CANADA IMPERIAL OIL LIMITED
LIST OF OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Alexander Dedesko	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Sean R. Carleton	Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Michael A. Curtis	Asst. Secretary	800 Bell Street Houston, Texas 77002
Steven A. Lopez	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Heather L. Marreck	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.

Corporate ID No. 71732

**State of Rhode Island
Profit Corporation Annual Report for the Year 2002**

<u>10. Number of shares authorized:</u>	<u>Class/Series</u>	<u>Par Value</u>
Unlimited	A Common	NPV
Unlimited	B Preferred	NPV
Unlimited	C Preferred	NPV

<u>11. Number of shares issued:</u>	<u>Class/Series</u>	<u>Par Value</u>
300	A Common	NPV
1,080,000	B Preferred	NPV
800,000	C Preferred	NPV



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**
3. Street Address Principal Business Office **111 St. Clair Ave. West** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**
4. Business Phone No. **(713) 656-1807** 5. State of Incorporation **CANADA** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
Procurement, transportation, marketing & distribution of chemicals & related products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name K. W. Malvern Street Address 111 St. Clair Ave. West City State Zip Toronto Ontario Canada M5W 1K3	Vice President Name P. M. Brown Street Address 111 St. Clair Ave. West City State Zip Toronto Ontario Canada M5W 1K3
Secretary Name J. Zych Street Address 111 St. Clair Ave. West City State Zip Toronto Ontario Canada M5W 1K3	Treasurer Name S. R. Carleton Street Address 111 St. Clair Ave. West City State Zip Toronto Ontario Canada M5W 1K3

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name K. W. Malvern Street Address 111 St. Clair Ave. West City State Zip Toronto Ontario Canada M5W 1K3	Director Name D. K. Barrett Street Address 237 Fourth Avenue SW City State Zip Calgary Alberta Canada T2P 0H6
Director Name H. L. Marreck Street Address 237 Fourth Avenue SW City State Zip Calgary Alberta Canada T2P 0H6	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
~~300 CLASS A NO PAR AND UNLIMITED B NO PAR~~

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value

See Attached

See Attached

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.



* 7 1 7 3 2 *

File Date: 3/2/01
Check No.: 10466890
By: KW

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 3/22/2001

Steve A. Lopez
Print or Type Name of Officer

Assistant Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**
3. Street Address Principal Business Office **111 St. Clair Ave. West** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**
4. Business Phone No. **(713) 656-1807** 5. State of Incorporation **CANADA** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
Procurement, transportation, marketing, & distribution of chemicals & related products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Keith W. Malvern** Vice President Name **Patrick M. Brown**
Street Address **111 St. Clair Ave. West** Street Address **111 St. Clair Ave. West**
City **Toronto** State **Ontario Canada** Zip **M5W 1K3** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**

Secretary Name **John Zych** Treasurer Name **Fern A. Stark**
Street Address **111 St. Clair Ave. West** Street Address **111 St. Clair Ave. West**
City **Toronto** State **Ontario Canada** Zip **M5W 1K3** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Keith W. Malvern** Director Name **Heather L. Marreck**
Street Address **111 St. Clair Ave. West** Street Address **237 Fourth Ave. SW**
City **Toronto** State **Ontario Canada** Zip **M5W 1K3** City **Calgary** State **Alberta Canada** Zip **T2P 0H6**

Director Name **Warren R. Burton**
Street Address **237 Fourth Ave. SW**
City **Calgary** State **Alberta Canada** Zip **T2P 0H6**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	300	A	NPV
	Unlimited	B	NPV

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	300	A	NPV
	1,080,000	B	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/28/00
Check No.: B40834551
By: RD

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/18/2000
Print or Type Name of Officer: Michael A. Curtis
Title of Officer: Assistant Secretary

CANADA IMPERIAL OIL LIMITED

LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Warren R. Burton	Vice President	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
Alexander Dedesko	Vice President	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Fern A. Stark	Vice President/ Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Mike A. Curtis	Asst. Secretary	800 Bell Street Houston, Texas 77002
Steve A. Lopez	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Warren R. Burton	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
Heather L. Marreck	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.

01/01/2000

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**
3. Street Address Principal Business Office
111 St. Clair Ave. West City **Toronto** State **Ontario Canada** Zip **M5W 1K3**
4. Business Phone No. **(713) 656-1807** 5. State of Incorporation **CANADA** 6. SIC Code **2659**
7. Brief Description of the Character of Business Conducted in Rhode Island

Procurement, transportation, marketing and distribution of chemicals and related products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) • FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Keith W. Malvern Street Address 111 St. Clair Avenue West City Toronto State Ontario Canada Zip M5W 1K3	Vice President Name Patrick M. Brown Street Address 111 St. Clair Avenue West City Toronto State Ontario Canada Zip M5W 1K3
Secretary Name John Zych Street Address 111 St. Clair Avenue West City Toronto State Ontario Canada Zip M5W 1K3	Treasurer Name Fern A. Stark Street Address 111 St. Clair Avenue West City Toronto State Ontario Canada Zip M5W 1K3

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Keith W. Malvern Street Address 111 St. Clair Avenue West City TORONTO State Ontario Canada Zip M5W 1K3	Director Name Warren R. Burton Street Address 237 Fourth Avenue, SW City Calgary State Canada Zip T2P 0H6, FN
Director Name Heather L. Marreck Street Address 237 Fourth Avenue, SW City Calgary State Canada Zip T2P 0H6, FN	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
300	A	NPV
Unlimited	B	NPV
Unlimited	C	NPV

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
300	A	NPV
1,080,000	B	NPV
800,000	C	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Feb 8, 1999
Check No.: B00207866
By: JG/L

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: Joseph G. Lynch Date: 02/04/99
Print or Type Name of Officer: Joseph G. Lynch
Title of Officer: Assistant Secretary

CANADA IMPERIAL OIL LIMITED

LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Warren R. Burton	Vice President	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
Marjorie E. Dawson	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Alexander Dedesko	Vice President	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
David L. Hinshaw	Vice President	800 Bell Street Houston, Texas 77002
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Fern A. Stark	Vice President/ Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Joseph G. Lynch	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Warren R. Burton	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN
Heather L. Marreck	237 Fourth Avenue, SW Calgary, Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**

3. Street Address Principal Business Office **111 St. Clair Ave. West** City **Toronto** State **Ontario Canada** Zip **M5W 1K3**

4. Business Phone No. **(713) 656-1807** 5. State of Incorporation **CANADA** 6. SIC Code **2859**

7. Brief Description of the Character of Business Conducted in Rhode Island
Procurement, transportation, marketing and distribution of chemicals and related products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name R. Gilles Courtemanche	Vice President Name Patrick M. Brown
Street Address 111 St. Clair Avenue West	Street Address 111 St. Clair Avenue West
City State Zip Toronto Ontario Canada M5W 1K3	City State Zip Toronto Ontario Canada M5W 1K3
Secretary Name John Zych	Treasurer Name Fern A. Starke
Street Address 111 St. Clair Avenue West	Street Address 111 St. Clair Avenue West
City State Zip Toronto Ontario Canada M5W 1K3	City State Zip Toronto Ontario Canada M5W 1K3

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name R. Gilles Courtemanche	Director Name Charles F. Ruigrok
Street Address 111 St. Clair Avenue West	Street Address 237 Fourth Avenue S. W.
City State Zip Toronto Ontario Canada M5W 1K3	City State Zip Calgary Alberta Canada T2P 0H6
Director Name Warren R. Burton	Director Name
Street Address 237 Fourth Avenue S. W.	Street Address
City State Zip Calgary Alberta Canada T2P 0H6	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
300	A	NPV
Unlimited	B	NPV

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
300	A	NPV
1,080,000	B	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 1 7 3 2 *

File Date: 2.9.98
Check No.: 494339
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 02/10/98
Signature of Officer Date
Joseph G. Lynch
Print or Type Name of Officer
Assistant Secretary
Title of Officer

CANADA IMPERIAL OIL LIMITED

LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
R. Gilles Courtemanche	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David L. Hinshaw	Vice President	800 Bell Street Houston, Texas 77002
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Fern A. Stark	Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Joseph G. Lynch	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

R. Gilles Courtemanche	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Warren R. Burton	237 Fourth Avenue S.W. Calgary, Alberta Canada T2P 0H6
Charles F. Ruigrok	237 Fourth Avenue S. W. Calgary, Alberta Canada T2P 0H6

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporation ID No. **71732** 2. Name of Corporation **Canada Imperial Oil Limited**

3. Street Address Principal Business Office **111 St. Clair Avenue West** City **Toronto**, State **Ontario**, Zip **Canada**
M5W 1K3

4. Business Phone No. **(416) 968-4111** 5. State of Incorporation **CANADA** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale & distribution of chemicals, petroleums and natural gas; related products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name **Please refer to the attachment.** Vice President Name

Street Address City State Zip

Secretary Name Treasurer Name

Street Address City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name **Please refer to the attachment.** Director Name

Street Address City State Zip

Director Name Director Name

Street Address City State Zip

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
300	A	no par value	300	A	no par value
Unlimited	B	no par value	1,080,000	B	no par value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/28/97

Check No.: 13955

By: KD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Beverly A. MacLaren January 30/97
Signature of Officer Date

Beverly A. MacLaren, Asst. Secretary
Print or Type Name of Officer

Assistant Secretary
Title of Officer

CANADA IMPERIAL OIL LIMITED

Directors:

Simon M. Smith	111 St. Clair Avenue West, Toronto, Ontario Canada M5W 1K3
Warren R. Burton	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Charles F. Ruigrok	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6

Officers:

Simon M. Smith PRESIDENT	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Alexander Dedesko VICE-PRESIDENT, CRUDE OIL	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Warren R. Burton VICE-PRESIDENT, GAS LIQUIDS	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Mark Walsh VICE-PRESIDENT, FINANCE & TREASURER	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Marjorie E. Dawson VICE-PRESIDENT LUBES & SPECIALTIES	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Donald E. McGregor VICE-PRESIDENT POLYMERS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Charles F. Ruigrok VICE-PRESIDENT NATURAL GAS	237 Fourth Avenue Southwest, Calgary, Alberta, Canada T2P 0H6
Michael P. Tudor VICE-PRESIDENT PETROLEUM PRODUCTS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Tariq Razaqi VICE-PRESIDENT INTERMEDIATES & PARAMINS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

.../2

Philip M. Taylor
DIRECTOR
CORPORATE TAX

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

John Zych
CORPORATE SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

Wendell M. Samoil
ASSISTANT SECRETARY

237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6

Beverly A. MacLaren
ASSISTANT SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

Pauline K. Cheng
ASSISTANT SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

January 1, 1997

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PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO 71732		2. NAME OF CORPORATION Canada Imperial Oil Limited			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 111 ST. CLAIR AVENUE WEST		CITY TORONTO	STATE ONTARIO CANADA	ZIP CODE M5W1K3	
4. BUSINESS PHONE NO (416) 968-4111		5. STATE OF INCORPORATION CANADA		6. SIC CODE 2659	

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
THE PROCUREMENT, TRANSPORTATION, MARKETING AND DISTRIBUTION OF CHEMICALS AND RELATED PRODUCTS, PETROLEUM, NATURAL GAS AND PETROLEUM PRODUCTS.

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Simon M. Smith			VICE PRESIDENT NAME ALEXANDER DEDESKO		
STREET ADDRESS 111 ST. CLAIR AVENUE WEST			STREET ADDRESS 237 FOURTH AVENUE S.W.		
CITY TORONTO	STATE ONTARIO	ZIP CODE M5W1K3	CITY CALGARY	STATE ALBERTA	ZIP CODE T2P0H6
SECRETARY NAME JOHN ZYCH			TREASURER NAME N/A		
STREET ADDRESS 111 ST. CLAIR AVENUE WEST			STREET ADDRESS		
CITY TORONTO	STATE ONTARIO	ZIP CODE M5W1K3	PLEASE REFER ATTACHED LIST		

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Simon M. Smith			DIRECTOR NAME RICHARD C. BETTS		
STREET ADDRESS 111 ST. CLAIR AVENUE WEST			STREET ADDRESS 237 FOURTH AVENUE S.W.		
CITY TORONTO	STATE ONTARIO	ZIP CODE M5W1K3	CITY CALGARY	STATE ALBERTA	ZIP CODE T2P0H6
DIRECTOR NAME ROY H. MILLAR			DIRECTOR NAME		
STREET ADDRESS 237 FOURTH AVENUE S.W.			STREET ADDRESS		
CITY CALGARY	STATE ALBERTA	ZIP CODE T2P0H6			

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
300	A	NPV	300	A	NPV
UNLIMITED	B	NPV	1,080,000	B	NPV

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 2/22/96

Beverly A. MacLaren
Signature of Officer

Check No: 005068

Beverly A. MacLaren
Print or Type Name of Officer

By: CP

ASSISTANT SECRETARY FEB 19 1996
Title of Officer Date

CANADA IMPERIAL OIL LIMITED

*157ED
on
Form*
Directors:

Simon M. Smith	111 St. Clair Avenue West, Toronto, Ontario Canada M5W 1K3
Richard C. Betts	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Roy H. Millar	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6

*157ED
on
Form*
Officers:

Simon M. Smith PRESIDENT	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Alexander Dedesko VICE-PRESIDENT, CRUDE OIL	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Richard C. Betts VICE-PRESIDENT, GAS LIQUIDS	237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6
Mark Walsh VICE-PRESIDENT, FINANCE	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
R. Gilles Courtemanche VICE-PRESIDENT LUBES & SPECIALTIES	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Stanley Vanderleeuw VICE-PRESIDENT POLYMERS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Roy H. Millar VICE-PRESIDENT NATURAL GAS	237 Fourth Avenue Southwest, Calgary, Alberta, Canada T2P 0H6
Michael P. Tudor VICE-PRESIDENT PETROLEUM PRODUCTS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3
Tariz Razzaqi VICE-PRESIDENT INTERMEDIATES & PARAMINS	111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

Philip M. Taylor
DIRECTOR
CORPORATE TAX

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

*Used
for
form* [John Zych
CORPORATE SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

Frances Ferguson
ASSISTANT SECRETARY

237 Fourth Avenue S.W., Calgary, Alberta, Canada T2P 0H6

Beverly A. MacLaren
ASSISTANT SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

Pauline K. Cheng
ASSISTANT SECRETARY

111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

September 1, 1995

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02DATABM



ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0071732 Annual Report for the year: 1995

Name of Corporation: Canada Imperial Oil Limited

Business entity organized under the laws of the State of: CANADA

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:
111 ST. CLAIR AVENUE WEST
TORONTO ONTARIO
M5W 1K3
 Phone: (416) 968-4111

Brief statement of the character of business conducted in Rhode Island:
MARKETING OF CHEMICAL PRODUCTS

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
N/A

Phone: ()

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>PLEASE REFER TO THE ATTACHMENT</u>			
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>PLEASE REFER TO THE ATTACHMENT</u>			
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<u>300</u>	<u>CLASS A</u>	<u>300</u>	<u>CLASS A</u>
<u>UNLIMITED</u>	<u>CLASS B</u>	<u>1,080,000</u>	<u>CLASS B</u>

Date: JANUARY 17 1995 By: Beverly A. MacLaren

Form 31 1/95
 PRINT OR TYPE NAME OF OFFICER SIGNING: BEVERLY A. MACLAREN
 TITLE OF OFFICER SIGNING: ASSISTANT SECRETARY

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED
 MAR 20 1995
 By cc 003402

CANADA IMPERIAL OIL LIMITED

Directors:

Alan G. Chesworth	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Richard C. Betts	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
Roy H. Millar	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6

Officers:

Alan J. Chesworth PRESIDENT	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Alexander Dedesko VICE-PRESIDENT, CRUDE OIL	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
Richard C. Betts VICE-PRESIDENT, GAS LIQUIDS	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
John E. Howdle VICE-PRESIDENT, FINANCE	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
R. Gilles Courtemanche VICE-PRESIDENT LUBES & SPECIALTIES	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Stanley Vanderlœuw VICE-PRESIDENT POLYMERS	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Roy H. Millar VICE-PRESIDENT NATURAL GAS	237 Fourth Avenue Southwest, Calgary, Canada T2P 0H6
W. Frank Pickard VICE-PRESIDENT PETROLEUM PRODUCTS	111 St. Clair Avenue West, Toronto, Canada M5W 1K3

Philip M. Taylor 111 St. Clair Avenue West, Toronto, Canada M5W 1K3
DIRECTOR
CORPORATE TAX

John Zych 111 St. Clair Avenue West, Toronto, Canada M5W 1K3
CORPORATE SECRETARY

Frances Ferguson 237 Fourth Avenue S.W., Calgary, Alberta T2P 0H6
ASSISTANT SECRETARY

Beverly A. MacLaren 111 St. Clair Avenue West, Toronto, Canada M5W 1K3
ASSISTANT SECRETARY

Paul J. Cotter 90 Wynford Drive, Toronto, Canada M3C 1K5
ASSISTANT SECRETARY

January 1, 1995

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Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0071732 Annual Report for the year: 1994
Canada Imperial Oil Limited

Name of Business Entity: _____

Business entity organized under the laws of the State of: CANADA
Federal Taxpayer Identification Number: [REDACTED]
For foreign entity, address and telephone number of principal office:
111 ST. CLAIR AVE. WEST
TORONTO ONTARIO
CANADA M5W 1K3
Phone: (416) 968-4111
Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE, R.I. 02905
Phone: () _____

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)
 Limited Liability Company (See RIGL 7-16)
Name, title and mailing address of contact person to whom communications may be directed:
BEVERLY MacLAREN Room 1722
111 ST. CLAIR AVENUE WEST
TORONTO, ONTARIO
CANADA M5W 1K3
Brief statement of the character of business conducted in Rhode Island:
TRANSPORTATION MARKETING + DISTRIBUTION
OF CHEMICALS, PETROLEUM + NATURAL GAS
Date of Organization: MAY 17, 1989
Date of Qualification to do business in Rhode Island (if foreign entity):
JANUARY 15, 1993

THE NAMES OF THE OFFICERS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input type="checkbox"/> PRESIDENT (Check One)			
<u>PLEASE REFER TO ATTACHED LIST</u>			
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input type="checkbox"/> VICE PRESIDENT (Check One)			
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input type="checkbox"/> SECRETARY (Check One)			
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input type="checkbox"/> TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>PLEASE REFER TO ATTACHED LIST</u>			

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	<u>3 AND UNLIMITED</u>	NUMBER	<u>3 AND 1,080,000</u>
CLASS	<u>CLASS A AND CLASS B</u>	CLASS	<u>CLASS A AND CLASS B</u>
SERIES	<u>-</u>	SERIES	<u>-</u>
PAR VALUE OR WITHOUT PAR	<u>NO PAR VALUE</u>	PAR VALUE OR WITHOUT PAR	<u>NO PAR VALUE</u>

F.R.D. No. 1 ... 94

Beverly A. MacLaren

CANADA IMPERIAL OIL LIMITED

Directors:

Alan G. Chesworth	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
William J. McAdam	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
Roy H.G. Millar	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
Stanley J. Vanderleeuw	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
A. Bruce Waugh	111 St. Clair Avenue West, Toronto, Canada M5W 1K3

Officers:

Alan J. Chesworth PRESIDENT	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Alexander Dedesko VICE-PRESIDENT, CRUDE OIL	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
William J. McAdam VICE-PRESIDENT, GAS LIQUIDS	237 Fourth Avenue S.W., Calgary, Canada T2P 0H6
James W. Carson VICE-PRESIDENT, FINANCE	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Stephen B. Matthews VICE-PRESIDENT LUBES & SPECIALTIES	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Morley G. Handford VICE-PRESIDENT AGRICULTURAL CHEMICALS	10060 Jasper Avenue, Edmonton, Canada T5J 3R8
Christopher W. Tworek VICE-PRESIDENT BASIC CHEMICALS	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Stanley Vanderleeuw VICE-PRESIDENT POLYMERS	111 St. Clair Avenue West, Toronto, Canada M5W 1K3
Roy H. Millar VICE-PRESIDENT NATURAL GAS	237 Fourth Avenue Southwest, Calgary, Canada T2P 0H6
W.F. Pickard VICE-PRESIDENT PETROLEUM PRODUCTS	111 St. Clair Avenue West, Toronto, Canada M5W 1K3

Philip M. Taylor
DIRECTOR
CORPORATE TAX

111 St. Clair Avenue West, Toronto, Canada M5W 1K3

John Zych
CORPORATE SECRETARY

111 St. Clair Avenue West, Toronto, Canada M5W 1K3

Frances Ferguson
ASSISTANT SECRETARY

237 Fourth Avenue S.W., Calgary, Alberta T2P 0H6

Beverly A. MacLaren
ASSISTANT SECRETARY

111 St. Clair Avenue West, Toronto, Canada M5W 1K3

Paul J. Cotter
ASSISTANT SECRETARY

90 Wynford Drive, Toronto, Canada M3C 1K5

Corporate ID No. 71732

**State of Rhode Island
Profit Corporation Annual Report for the Year 2001**

<u>10. Number of shares authorized:</u>	<u>Class/Series</u>	<u>Par Value</u>
Unlimited	A Common	NPV
Unlimited	B Preferred	NPV
Unlimited	C Preferred	NPV

<u>11. Number of shares issued:</u>	<u>Class/Series</u>	<u>Par Value</u>
300	A Common	NPV
1,080,000	B Preferred	NPV
800,000	C Preferred	NPV

CANADA IMPERIAL OIL LIMITED
LIST OF OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Keith W. Malvern	President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Patrick M. Brown	Vice President	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Alexander Dedesko	Vice President	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Gerard G. Meneilly	Vice President	800 Bell Street Houston, Texas 77002
Sean R. Carleton	Treasurer	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
John Zych	Secretary	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
Michael A. Curtis	Asst. Secretary	800 Bell Street Houston, Texas 77002
Steve A. Lopez	Asst. Secretary	800 Bell Street Houston, Texas 77002

DIRECTORS

Keith W. Malvern	111 St. Clair Avenue West Toronto, Ontario Canada M5W 1K3
David K. Barrett	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN
Heather L. Marreck	237 Fourth Avenue, SW Calgary, Alberta Canada T2P OH6, FN

TERMS EXPIRE WHEN SUCCESSORS ARE ELECTED OR APPOINTED.