



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <u>55835</u>		2. Name of Corporation <u>ATLANTIC TRADING & MARKETING, INC.</u>			
3. Street Address Principal Business Office <u>5847 SAN FELIPE SUITE 2100</u>			City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77057</u>
4. Business Phone No. <u>713-243-2200</u>		5. State of Incorporation <u>TEXAS</u>		6. SIC Code <u>2659</u>	
7. Brief Description of the Character of Business Conducted in Rhode Island					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS <input type="checkbox"/>					
President Name <u>PHILIPPE KHOURY</u>			Vice President Name <u>JEROME FERLAND</u>		
Street Address <u>59 WILLIAMSBURG LANE</u>			Street Address <u>5847 SAN FELIPE SUITE 2100</u>		
City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77024</u>	City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77057</u>
Secretary Name <u>WALTER SCHUMACHER</u>			Treasurer Name <u>DANIEL A. TAN, JR.</u>		
Street Address <u>2000 MARKET STREET</u>			Street Address <u>5228 SAGECIRCLE NORTH</u>		
City <u>PHILADELPHIA</u>	State <u>PA</u>	Zip <u>19103</u>	City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77056</u>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS <input type="checkbox"/>					
Director Name <u>BERTRAND DE LA NOUE</u>			Director Name <u>PHILIPPE KHOURY</u>		
Street Address <u>15710 JFK BLVD.</u>			Street Address <u>59 WILLIAMSBURG LANE</u>		
City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77032</u>	City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77024</u>
Director Name <u>JEROME FERLAND</u>			Director Name <u>JOSEPH PESCE</u>		
Street Address <u>5847 SAN FELIPE SUITE 2100</u>			Street Address <u>2000 MARKET STREET</u>		
City <u>HOUSTON</u>	State <u>TEXAS</u>	Zip <u>77057</u>	City <u>PHILADELPHIA</u>	State <u>PA</u>	Zip <u>19103</u>
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<u>100,000</u>	<u>COMMON</u>	<u>NO. PAR VALUE</u>	<u>1,675</u>	<u>COMMON</u>	<u>NO. PAR VALUE</u>

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

FILED

File Date: MAR 14 2005 75

Check No. _____

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 of Officer: [Signature] Date: 3/14/05

Print or Type Name of Officer: DANIEL A. TAN, JR.

Title of Officer: TREASURER & CONTROLLER



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 55835		2. Name of Corporation ATLANTIC TRADING & MARKETING, INC.			
3. Street Address Principal Business Office 5847 SAN FELIPE SUITE 2100			City HOUSTON	State TEXAS	Zip 77057
4. Business Phone No. 713-243-2200		5. State of Incorporation TEXAS		6. SIC Code 2659	
7. Brief Description of the Character of Business Conducted in Rhode Island					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PHILIPPE KHOURY			Vice President Name JEROME FERRAND		
Street Address 59 WILLIAMSBURG LANE			Street Address 1200 POST OAK, APT. 3109		
City HOUSTON	State TEXAS	Zip 77024	City HOUSTON	State TEXAS	Zip 77056
Secretary Name WALTER SCHUMACHER			Treasurer Name DANIEL P. TAN, JR.		
Street Address 2000 MARKET STREET			Street Address 5228 SAGECIRCLE NORTH		
City PHILADELPHIA	State PA	Zip 19103	City HOUSTON	State TEXAS	Zip 77056
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name OTTO TAKKEN			Director Name PHILIPPE KHOURY		
Street Address 2000 MARKET STREET			Street Address 59 WILLIAMSBURG LANE		
City PHILADELPHIA	State PA	Zip 19103	City HOUSTON	State TEXAS	Zip 77024
Director Name JEROME FERRAND			Director Name JOSEPH PESCE		
Street Address 1200 POST OAK, APT. 3109			Street Address 2000 MARKET STREET		
City HOUSTON	State TEXAS	Zip 77056	City PHILADELPHIA	State PA	Zip 19103
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100,000	COMMON	NO PAR VALUE	1,675	COMMON	NO PAR VALUE

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: 9-22-04
1154
Check No. _____
By: DT
FOR SECRETARY OF STATE USE ONLY

Signature of Officer: [Signature] Date: 9/20/04
Print or Type Name of Officer: DANIEL P. TAN, JR.
Title of Officer: TREASURER + CONTROLLER



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. 55835		2. Name of Corporation Atlantic Trading & Marketing, Inc.	
3. Street Address Principal Business Office 5847 SAN FELIPE SUITE 2100		City HOUSTON	State TX
4. Business Phone No. 713-243-2200		5. State of Incorporation TEXAS	
6. SIC Code 2659			
7. Brief Description of the Character of Business Conducted in Rhode Island WHOLESALE BUYING, SELLING AND TRADING OF PETROLEUM AND PETROLEUM PRODUCTS.			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name PHILIPPE KHOURY		Vice President Name DIRK MARTENS	
Street Address 59 WILLIAMSBURG LANE		Street Address 1300 WOOD HOLLOW DRIVE	
City HOUSTON	State TEXAS	City HOUSTON	State TEXAS
Zip 77024		Zip 77057	
Secretary Name WALTER SCHUMACHER		Treasurer Name DANIEL P. TAN, JR.	
Street Address 2000 MARKET STREET		Street Address 5228 SAGECIRCLE NORTH	
City PHILADELPHIA	State PENNSYLVANIA	City HOUSTON	State TEXAS
Zip 19103		Zip 77057	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name OTTO TAKKEN		Director Name PHILIPPE KHOURY	
Street Address 2000 MARKET STREET		Street Address 59 WILLIAMSBURG LANE	
City PHILADELPHIA	State PENNSYLVANIA	City HOUSTON	State TEXAS
Zip 19103		Zip 77024	
Director Name DIRK MARTENS		Director Name JOSEPH PESCE	
Street Address 1300 WOOD HOLLOW DRIVE		Street Address 2000 MARKET STREET	
City HOUSTON	State TEXAS	City PHILADELPHIA	State PENNSYLVANIA
Zip 77057		Zip 19103	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)	
AUTHORIZED SHARES	ISSUED SHARES		
Number of Shares	Class/Series	Number of Shares	Class/Series
100,000 COMM NO PAR VALUE		1,675	COMMON
			NO PAR VALUE

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



* 5 5 8 3 5 *

File Date: 3/3/03
Check No.: 1057
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 of Officer: [Signature] Date: 2/21/03
Print or Type Name of Officer: DANIEL P. TAN, JR.
Title of Officer: TREASURER



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

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

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. *55835*		2. Name of Corporation Atlantic Trading & Marketing, Inc.			
3. Street Address Principal Business Office 5847 SAN FELIPE, SUITE 2100			City HOUSTON	State TX	Zip 77057
4. Business Phone No. 7132432200		5. State of Incorporation TEXAS		6. SIC Code 2659	
7. Brief Description of the Character of Business Conducted in Rhode Island WHOLESALE BUYING, SELLING AND TRADING OF PETROLEUM AND PETROLEUM PRODUCTS					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PHILIPPE KHOURY			Vice President Name DIRK MARTENS		
Street Address 59 WILLIAMSBURG LANE			Street Address 1300 WOOD HOLLOW DRIVE		
City HOUSTON	State TEXAS	Zip 77024	City HOUSTON	State TEXAS	Zip 77057
Secretary Name WALTER SCHUMACHER			Treasurer Name DANIEL P. TAN, JR.		
Street Address 2000 MARKET PLACE			Street Address 5228 SAGECIRCLE NORTH		
City PHILADELPHIA	State PA	Zip 19103	City HOUSTON	State TEXAS	Zip 77056
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name OTTO TAKKEN			Director Name PHILIPPE KHOURY		
Street Address 2000 MARKET PLACE			Street Address 59 WILLIAMSBURG LANE		
City PHILADELPHIA	State PA	Zip 19103	City HOUSTON	State TEXAS	Zip 77024
Director Name DIRK MARTENS			Director Name JOSEPH PESCE		
Street Address 1300 WOOD HOLLOW DRIVE			Street Address 2000 MARKET PLACE		
City HOUSTON	State TEXAS	Zip 77057	City PHILADELPHIA	State PA	Zip 19103
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
100,000	COMM NO PAR VALUE		1,675	COMMON	NO PAR VALUE

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



* 5 5 8 3 5 *

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.

55835 FBC8/1/0211:58:50 AM

File Date 8-23-02

Check No. 7042

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

[Signature] Date 8/2/02

Signature of Officer

DANIEL P. TAN, JR.

Print or Type Name of Officer

TREASURER

Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001 26
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **55835** 2. Name of Corporation **Elf Trading, Inc.**

3. Street Address Principal Business Office **5847 SAN FELIPE SUITE 2100** City **HOUSTON** State **TEXAS** Zip **77057**
4. Business Phone No. **713-243-2200** 5. State of Incorporation **TEXAS** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
WHOLESALE BUYING, SELLING AND TRADING OF PETROLEUM AND PETROLEUM PRODUCTS.

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

President Name DIDIER BERGE Street Address WORLD TRADE CENTER CASE POSTALE 532 City State Zip GENEVA SWITZERLAND	Vice President Name PHILIPPE KHOURY Street Address 59 WILLIAMSBURG LANE City State Zip HOUSTON TEXAS 77024
Secretary Name EUGENE MCGUIRE Street Address 2000 MARKET PLACE City State Zip PHILADELPHIA PA 19103	Treasurer Name DANIEL P. TAN, JR. Street Address 5228 SAGECIRCLE NORTH City State Zip HOUSTON TEXAS 77056

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

Director Name OTTO TAKKEN Street Address 2000 MARKET PLACE City State Zip PHILADELPHIA PA 19103	Director Name PHILIPPE KHOURY Street Address (SAME AS ABOVE) City State Zip
Director Name DIDIER BERGE Street Address (SAME AS ABOVE) City State Zip	Director Name ANTOINE LARENAUDIE Street Address TOUR GALILEE City State Zip PARIS, LA DEFENSE FRANCE

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

AUTHORIZED SHARES	Class/Series	Par Value
100,000	COMMON	\$1.00

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

ISSUED SHARES	Class/Series	Par Value
1,675	COMMON	\$1.00

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



* 5 5 8 3 5 *

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: 3-01
Check No.: 11504
By: UP

Signature of Officer: [Signature] Date: 02/27/01
Print or Type Name of Officer: DANIEL P. TAN, JR.
Title of Officer: TREASURER



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. **55835** 2. Name of Corporation **Elf Trading, Inc.**
3. Street Address Principal Business Office **5847 SAN FELIPE SUITE 2100** City **HOUSTON** State **TEXAS** Zip **77057**
4. Business Phone No. **1-713-953-8000** 5. State of Incorporation **TEXAS** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
WHOLESALE BUYING, SELLING AND TRADING OF PETROLEUM AND PETROLEUM PRODUCTS.

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

President Name DIDIER BERGE Street Address WORLD TRADE CENTER CASE POSTALE 532 City GENEVE State SWITZERLAND Zip	Vice President Name GARY PARADISE Street Address 5223 SAGECIRCLE SOUTH City HOUSTON, State TEXAS Zip 77056
Secretary Name EUGENE McGUIRE Street Address 444 MADISON AVENUE City NEW YORK State NEW YORK Zip 10002	Treasurer Name DANIEL P. TAN, JR. Street Address 5228 SAGECIRCLE NORTH City HOUSTON State TEXAS Zip 77056

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

Director Name DIDIER BERGE Street Address WORLD TRADE CENTER CASE POSTALE 532 City GENEVE State SWITZERLAND Zip	Director Name GARY PARADISE Street Address 5223 SAGECIRCLE SOUTH City HOUSTON State TEXAS Zip 77056
Director Name ANTOINE LARENAUDIE Street Address TOUR ELF CEDEX 45 City PARIS, LA DEFENSE State FRANCE Zip	Director Name Street Address City State Zip

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

AUTHORIZED SHARES	Class/Series	Par Value	ISSUED SHARES	Class/Series	Par Value
Number of Shares			Number of Shares		
100,000	COMMON	\$1.00	1,000	COMMON	\$1.00

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



* 5 5 8 3 5 *

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: 1/13/00

Signature of Officer [Signature] Date 1/19/2000

Check No.: 10789

Print or Type Name of Officer DANIEL P. TAN, JR.

By: [Signature]

Title of Officer TREASURER

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. 55835		2. Name of Corporation Elf Trading, Inc.	
3. Street Address Principal Business Office 5847 San Felipe, Suite 2100		City Houston	State TX
		Zip 77057	
4. Business Phone No. 713 953 8000		5. State of Incorporation TEXAS	
6. SIC Code 2859			
7. Brief Description of the Character of Business Conducted in Rhode Island Petroleum & Petroleum Products Trading			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Didier Berge		Vice President Name Gary Paradise	
Street Address Case Postale 532		Street Address 5223 Sagecircle South	
City Geneve	State Switzerland	City Houston	State TX
		Zip 77056	
Secretary Name Didier Berge		Treasurer Name Didier Berge	
Street Address Case Postale 532		Street Address 5223 Sagecircle South	
City Geneve	State Switzerland	City Paris	State France
		Zip 75007	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Bernard de Combret		Director Name Didier Chanoine	
Street Address Case Postale 532		Street Address Tour Elf Cedex 45	
City Geneve	State Switzerland	City Paris	State France
		Zip 92078	
Director Name Didier Berge		Director Name Gary Paradise	
Street Address Case Postale 532		Street Address 5223 Sagecircle South	
City Geneve	State Switzerland	City Houston	State Texas
		Zip 77056	
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
100,000	common	\$1.00	1,000
			Class/Series
			common
			Par Value
			\$1.00

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: 1-11-99

Check No.: 10312

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

[Signature] 1-8-99
Signature of Officer Date

Gary F. Paradise
Print or Type Name of Officer

Executive Vice President
Title of Officer



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. **55835** 2. Name of Corporation **Elf Trading, Inc.**
3. Street Address Principal Business Office **5847 San Felipe suite 2100** City **Houston** State **Texas** Zip **77057**
4. Business Phone No. **713-953-8000** 5. State of Incorporation **TEXAS** 6. SIC Code **2659**

7. Brief Description of the Character of Business Conducted in Rhode Island
Buying, Selling, Trading crude oil & Refined Petroleum Products.

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

President Name **Didier Berge** Vice President Name **Gary Paradise** Executive Vice Pres.
Street Address **World Trade Center** Street Address **5847 San Felipe, Suite 2100**
① Case Postale 532 ② **Houston TX 77057**
City **Geneve** State **Switzerland** City **Houston** State **Tx** Zip **77057**
Secretary Name **Robert G. Gilbert** Treasurer Name **Robert G. Gilbert**
Street Address **5847 San Felipe, Suite 2100** Street Address **5847 San Felipe, Suite 2100**
City **Houston** State **Tx** Zip **77057** City **Houston** State **Tx** Zip **77057**

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

Director Name **Bernard de Combret** Director Name **Gary Paradise**
Street Address **Same as above** Street Address **Same as above**
City State Zip City State Zip
Director Name **Didier Chanoine** Director Name **Didier Berge**
Street Address **Tour Elf Cedex 45** Street Address **Same as above**
City **92078 Paris** State **La Defense** France City State Zip

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

AUTHORIZED SHARES	Class/Series	Par Value
100,000	Common	\$1.00

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

ISSUED SHARES	Class/Series	Par Value
1,000	Common	\$1.00

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



File Date: **1-20-98**
Check No.: **13073**
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 of Officer: **[Signature]** Date: **1/22/98**
Print or Type Name of Officer: **R. G. Gilbert**
Title of Officer: **Secretary/Treasurer**



PROFIT CORPORATION ANNUAL REPORT 1997

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 55835		2. Name of Corporation Elf Trading, Inc.			
3. Street Address Principal Business Office 5847 San Felipe, Ste. 2100		City Houston	State TX	Zip 77057	
4. Business Phone No. (713) 953-8000	5. State of Incorporation TEXAS		6. SIC Code 2659		
7. Brief Description of the Character of Business Conducted in Rhode Island Wholesale distributor of petroleum & petroleum products					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
President Name Didier Berge			Vice President Name (Executive VP) Robert de Lassus		
Street Address World Trade Center			Street Address 5847 San Felipe, Ste. 2100		
City Case-Postale 532	State Switzerland	Zip 1215 Geneve 15 Aeroport	City Houston	State TX	Zip 77057
Secretary Name Robert G. Gilbert			Treasurer Name Robert G. Gilbert		
Street Address 5847 San Felipe, Ste. 2100			Street Address 5847 San Felipe, Ste. 2100		
City Houston,	State TX	Zip 77057	City Houston,	State TX	Zip 77057
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
Director Name Bernard de Combret			Director Name Robert de Lassus		
Street Address World Trade Center			Street Address 5847 San Felipe, Suite 2100		
City Case-Postale 532	State Switzerland	Zip 1215 Geneve 15 Aeroport	City Houston	State TX	Zip 77057
Director Name Didier Chanoine			Director Name Didier Berge		
Street Address Tour Elf Cedex 45			Street Address World Trade Center		
City 92078 Paris, La Defense.	State France	Zip France	City Case-Postale 532	State Switzerland	Zip 1215 Geneve 15 Aeroport
10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100,000	Common	\$1.00	1,000	Common	\$1.00

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: 1/17/97
Check No.: 17796
By: [Signature]

Signature of Officer: [Signature] Date: 06/30/97

Print or Type Name of Officer: R. G. Gilbert
Title of Officer: Secretary/Treasurer

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. 55835		2. NAME OF CORPORATION Elf Trading, Inc.			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 5847 San Felipe Suite 2100			CITY Houston	STATE Tx	ZIP CODE 77057
4. BUSINESS PHONE NO. 713-953-8000		5. STATE OF INCORPORATION TEXAS		6. SIC CODE 2659	

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
Wholesale Distribution of Petroleum & Petroleum Products

8. NAMES AND ADDRESSES OF THE OFFICERS		
PRESIDENT NAME Didier Berge		VICE PRESIDENT NAME Robert de Lessus
STREET ADDRESS * World Trade Center Case Postale 532		STREET ADDRESS 13311 Conifer
CITY 1215 Geneve	STATE Switzerland	ZIP CODE 15 Aeroport
SECRETARY NAME Robert G. Gilbert		TREASURER NAME Robert G. Gilbert
STREET ADDRESS 3319 Candlelon		STREET ADDRESS 3319 Candlelon
CITY Spring	STATE Tx	ZIP CODE 77388

9. NAMES AND ADDRESSES OF THE DIRECTORS		
DIRECTOR NAME Bernard De Combret		DIRECTOR NAME Didier Berge
STREET ADDRESS World Trade Center Case Postale 532		STREET ADDRESS * same as above
CITY 1215 Geneve	STATE Switzerland	ZIP CODE 15 Aeroport
DIRECTOR NAME Didier Chanoine		DIRECTOR NAME Robert de Lessus
STREET ADDRESS Tour Elf Cedex 45 La Defense		STREET ADDRESS Same as above
CITY Paris	STATE France	ZIP CODE 92078

10. SHARES AUTHORIZED AND ISSUED			10. SHARES AUTHORIZED AND ISSUED		
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
100,000	Common	\$1.0	1,000	Common	1,000

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: 2/16/96

Check No: 16241

By: / UP
For Secretary of State Use Only

Signature of Officer
R. G. Gilbert
Print or Type Name of Officer
Treasurer / Secretary
Title of Officer
1/31/96
Date

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

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.

0055835

1995

Corporate ID: _____ Annual Report for the year: _____

Elf Trading, Inc.

Name of Corporation: _____

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

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

Business Corporation (See RIGL Chapter 7-1.1)

5847 SAN FELIPE SUITE 2100

Professional Service Corporation (See RIGL Chapter 7-5.1)

HOUSTON, TEXAS 77057

713-953-8000

Brief statement of the character of business conducted in Rhode Island:
WHOLESALE DISTRIBUTION OF PETROLEUM
AND PETROLEUM PRODUCTS

Phone: (713) 953-8000

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

C/O CORPORATION SERVICE COMPANY
MICHAEL MURRAY, ESQ., PACKET BLDG
155 S. MAIN STREET PROVIDENCE, RI 02903

Phone: (302) 998-7078

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SEE ATTACHMENT			
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE

SEE ATTACHMENT

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
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
100,000	COMMON STOCK

Number of Shares	Class / Series
1,000	COMMON STOCK

Date JANUARY 10, 1995, 19__

By: Robert G. Gilbert

ROBERT G. GILBERT

PRINT OR TYPE NAME OF OFFICER SIGNING TREASURER

Form 31 1/95 _____ TITLE OF OFFICER SIGNING

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.

~~CORPORATION SERVICE CO.~~
PACKETT BLDG., 155 SOUTH MAIN ST.
PROVIDENCE RI 02903

FILED

JAN 17 1995

By: [Signature]
CA 15063

ELF TRADING, INC.
DIRECTORS LISTING

<u>DIRECTORS</u>	<u>ADDRESS AND SOCIAL SECURITY NO.</u>
Robert de Lassus	13311 Conifer Houston, Texas 77079 SS# 643-36-2207
Bernard De Combret	World Trade Center Case Postale 532 1215 Geneve 15 Aeroport Switzerland SS# (None)
Didier Chanoine	Tour Elf Cedex 45 92078 Paris, La Defense France SS# (None)
Jerome Contamine	Tour Elf Cedex 45 92078 Paris, La Defense France SS# (None)
Michel Rapaccioli	280 Park Avenue, 36th Floor New York, New York 10017 SS# 331-34-7074
Jean Privey	280 Park Avenue, 36th Floor New York, New York 10017 SS# (N.A.)

ELF TRADING, INC.
OFFICERS LISTING

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS & SS#</u>
Michel Rapaccioli	Chairman	280 Park Avenue, 36th Floor New York, New York 10017 SS# 331-34-7074 Phone # 212-922-3000
Bernard de Combret	President	World Trade Center Case Postale 532 1215 Geneve 15 Aeroport Switzerland SS# (None)
Robert de Lassus	Executive V.P.	13311 Conifer Houston, Texas 77079 SS# 643-36-2207 Phone # 713-953-8000
Gary Paradise	Vice President	58 Greenlaw Street Sugar Land, Texas 77479 SS# 081-36-9666 Phone # 713-953-8000
Robert G. Gilbert	Treasurer	3319 Candlelon Dr. Spring, Texas 77388 SS# 346-42-2298 Phone # 713-953-8000
Eugene G. McGuire	Secretary	Thistle Lane Rye, N.Y. 10580 SS# 079-36-2009 Phone # 212-922-3000

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0055835 Annual Report for the year 1994

FIRST: The name of the corporation is ELF TRADING, INC.

SECOND: It is incorporated under the laws of TEXAS

THIRD: Character of business, briefly stated, is THE WHOLESALE DISTRIBUTION OF PETROLEUM
AND PETROLEUM PRODUCTS

FOURTH: If foreign corporation, address of its principal office 5847 SAN FELIPE, SUITE 2100
HOUSTON, TX 77057

FIFTH: Business address in Rhode Island C/O CORPORATION SERVICE COMPANY PACKET BLDG,
155 SOUTH MAIN STREET, PROVIDENCE, RHODE ISLAND
02908

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
SEE ATTACHMENT "A"	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	COMMON STOCK	--	\$ 1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON STOCK	--	\$ 1.00

Dated DECEMBER 21 1993 ELF TRADING, INC.
(Name of Corporation)

By ROBERT DE LASSUS *R. De Lassus*

Title EXECUTIVE VICE PRESIDENT

(Report must be signed by an officer)

ATTACHMENT "A"

ELF TRADING, INC.

LIST OF DIRECTORS

ADDRESS AND SOCIAL SECURITY NO.

DIDIER BERGE

WORLD TRADE CENTER
CASE POSTALE 532
1215 GENEVE 15 AEROPORT
SWITZERLAND
SS# 641-07-8071

BERNARD DE COMBRET

WORLD TRADE CENTER
CASE POSTALE 532
1215 GENEVE 15 AEROPORT
SWITZERLAND
SS# (NONE)

JEAN-MARC LE DRESSAY

TOUR ELF CEDEX 45
92078 PARIS, LA DEFENSE
FRANCE
SS# (NONE)

JEROME CONTAMINE

TOUR ELF CEDEX 45
92078 PARIS, LA DEFENSE
FRANCE
SS# (NONE)

MICHEL RAPPACIOLI

280 PARK AVENUE, 36TH FLOOR
NEW YORK, N.Y. 10017
SS# 331-34-7074

MICHEL SCHNEIDER-MAUNOURY

280 PARK AVENUE, 36TH FLOOR
NEW YORK, N.Y. 10017
SS# (N.A.)

LIST OF OFFICERS

TITLE

ADDRESS & SS#

MICHEL RAPACCIOLI

CHAIRMAN

(SAME AS ABOVE)

BERNARD DE COMBRET

PRESIDENT

(SAME AS ABOVE)

ROBERT DE LASSUS

EXECUTIVE
VICE PRESIDENT

13311 CONIFER
HOUSTON, TX 77079
SS# 643-36-2207

ROBERT G. GILBERT

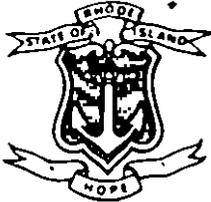
TREASURER

3310 CANDLELON DR.
SPRING, TX 77388
SS# 346-42-2298

EUGENE G. MCGUIRE

SECRETARY

THISTLE LANE
RYE, N.Y. 10580
SS# 079-36-2009



State of Rhode Island and Providence Plantations
 Barbara M. Leonard
 Secretary of State
 100 North Main Street
 Providence, Rhode Island
 02903-1335

SUPPLEMENT TO 1994 ANNUAL REPORT

Corporation Name: ELF TRADING, INC.

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

5847 SAN FELIPE SUITE 2100
HOUSTON, TX 77057

Phone (713) 953-8000

Address and telephone number of the principal office of business entity in Rhode Island (Provide street address-not P.O. Box):

C/O CORPORATION SERVICE COMPANY
PACKET BLDG, 155 SOUTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02908
 Phone (302) 998-7078

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:

SIDNEY L. GASPARD
ACCOUNTING MANAGER
5847 SAN FELIPE SUITE 2100
HOUSTON, TX 77057

Date of organization: 8/12/81

Date of qualification to do business in Rhode Island (if foreign entity): 5/17/89

CORP. ID # 0055835

Filing Fee \$50.00

to be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

12353

Corporate ID 0055835 Annual Report for the year 1993

FIRST: The name of the corporation is ELF TRADING, INC.

SECOND: It is incorporated under the laws of TEXAS

THIRD: Character of business, briefly stated, is THE WHOLESALE DISTRIBUTION OF PETROLEUM AND
PETROLEUM PRODUCTS.

FOURTH: If foreign corporation, address of its principal office 5847 SAN FELIPE, SUITE 2100
HOUSTON, TEXAS 77057

FIFTH: Business address in Rhode Island C/O CORPORATION SERVICE COMPANY PACKET BLDG,
155 SOUTH MAIN STREET, PROVIDENCE, RHODE ISLAND 02908

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

SEE ATTACHMENT "A"	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	COMMON STOCK		\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON STOCK	--	\$1.00

JAN 11 1993
SEEDY OF STATE

Dated DECEMBER 21 1992 ELF TRADING, INC.
(Name of Corporation)

By ROBERT G. GILBERT *R.G. Gilbert*

Title TREASURER

(Report must be signed by an officer)

ELF TRADING, INC.
DIRECTORS AND OFFICERS LISTING

<u>DIRECTORS</u>	<u>ADDRESS AND SOCIAL SECURITY NO.</u>
Didier Berge	13410 Myrtlea Houston, Texas 77079 SS# 641-07-8071
Bernard De Combret	World Trade Center Case Postale 532 1215 Geneve 15 Aeroport Switzerland SS# (None)
Jean-Marc Le Dressay	Tour Elf Cedex 45 92078 Paris, La Defense France SS# (None)
Jerome Contamine	Tour Elf Cedex 45 92078 Paris, La Defense France SS# (None)
Michel Rapaccioli	280 Park Avenue, 36th Floor New York, New York 10017 SS# 331-34-7074
Michel Schneider-Maunoury	280 Park Avenue, 36th Floor New York, New York 10017 SS# (N.A.)

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS & SS#</u>
Michel Rapaccioli	Chairman	(Same as Above)
Bernard de Combret	President	(Same as Above)
Didier Berge	Executive V.P.	(Same as Above)
Gary Paradise	Vice President	58 Greenlaw Street Sugar Land, Texas 77479 SS# 081-36-9666

Robert G. Gilbert

Treasurer

3319 Candlelon Dr.
Spring, Texas 77388
SS# 346-42-2298

Charles W. Wilder

Secretary

19 Grace Court, Apt. 5A
Brooklyn, New York 11201
SS# 007-30-1307

C:\WP51\DOCS\OFFICERS.LST

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0055835

Annual Report for the year 1992

FIRST: The name of the corporation is Elf Trading, Inc.

SECOND: It is incorporated under the laws of TEXAS

THIRD: Character of business, briefly stated, is THE WHOLESALE DISTRIBUTION OF PETROLEUM AND
PETROLEUM PRODUCTS.

FOURTH: If foreign corporation, address of its principal office 5847 SAN FELIPE SUITE 2100
HOUSTON, TEXAS 77057

FIFTH: Business address in Rhode Island c/o CORPORATION SERVICE COMPANY
85 BRADLEY STREET PROVIDENCE, RHODE ISLAND 02908

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
BERNARD DE COMBRET	Director	WORLD TRADE CENTER, CASE POSTALE 532 1215 GENEVE, 15 AEROPORT, SWITZERLAND
DIDIER BERGE	Director	13410 MYRTLEA HOUSTON, TEXAS 77079
MICHEL RAPACCIOLI	Director	280 PARK AVENUE, 36TH FLOOR, N.Y., N.Y. 10017
BERNARD DE COMBRET	President	(SAME AS ABOVE)
DIDIER BERGE	Vice President	(SAME AS ABOVE)
CHARLES W. WILDER	Secretary	19 GRACE COURT, APT. 5A, BROOKLYN, N.Y. 11201
ROBERT G. GILBERT	Treasurer	3310 CANDLELON DR. SPRING, TEXAS 77388

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	COMMON STOCK	--	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON STOCK	--	\$1.00

PAID
FEB 18 1992
SEC'Y OF STATE

Dated February 10 19 92

ELF TRADING, INC.
(Name of Corporation)

By ROBERT G. GILBERT

Title TREASURER

(Report must be signed by an officer)

ELF TRADING, INC.

LIST OF DIRECTORS

DIDIER BERGE

BERNARD DE COMBRET

JEAN-MARC LE DRESSAY

JEROME CONTAMINE

MICHEL RAPACCIOLI

MICHEL SCHNEIDER-MAUNOURY

LIST OF DIRECTORS

13410 MYRTLEA
HOUSTON, TEXAS

WORLD TRADE CENTER
CASE POSTALE 532
1215 GENEVE 15 AEROPORT
SWITZERLAND

TOUR ELF CEDEX 45
92078 PARIS, LA DEFENSE
FRANCE

TOUR ELF CEDEX 45
92078 PARIS, LA DEFENSE
FRANCE

280 PARK AVENUE, 36TH FLOOR
NEW YORK, N.Y. 10017

280 PARK AVENUE, 36TH FLOOR
NEW YORK, N.Y. 10017

LIST OF OFFICERS

TITLE

ADDRESS

BERNARD DE COMBRET

PRESIDENT

(SAME AS ABOVE)

DIDIER BERGE

EXECUTIVE V.P.

(SAME AS ABOVE)

ROBERT G. GIBLERT

TREASURER

3310 CANDLELON DR.
SPRING, TX 77388

CHARLES W. WILDER

SECRETARY

19 GRACE COURT
APT. 5A
BROOKLYN, NY 11201

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0055835 Annual Report for the year 1991

FIRST: The name of the corporation is Elf Trading, Inc.

SECOND: It is incorporated under the laws of TEXAS

THIRD: Character of business, briefly stated, is THE WHOLESALE DISTRIBUTION OF PETROLEUM AND
PETROLEUM PRODUCTS.

FOURTH: If foreign corporation, address of its principal office 5847 SAN FELIPE SUITE 2100
HOUSTON, TEXAS 77057

FIFTH: Business address in Rhode Island C/O CORPORATION SERVICE COMPANY 85 BRADLEY STREET
PROVIDENCE, RHODE ISLAND 02908

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

(SEE ATTACHED)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

100,000

COMMON STOCK

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Par Value
or statement that
shares are without
par value

1,000

COMMON STOCK

\$1.00

PAID

JAN 24 1991

Series: TA

Dated JANUARY 16 19 91

ELF TRADING, INC.
(Name of Corporation)

By ROBERT G. GILBERT

Title TREASURER

(Report must be signed by an officer)

Attachment "A"

Directors and Officers of Elf Trading, Inc.

Directors

Jacques d'Acremont

Didier Berge

Bernard de Combret

Jean-Marc Le Dressay

Marc Perrin

Michel Rapaccioli

Michel Schneider-Maunoury

Addresses

Societe Nationale
Elf Aquitaine
Tour Elf
Cedex 45
92078 Paris La Defense
FRANCE ("Paris")

13410 Myrtlea
Houston, Texas 77079

World Trade Center
Case Postale 532
1215 Geneve 15 Aeroport
Switzerland ("Geneva")

Paris

Paris

96 Barnes Road
Stamford, CT 06902

2 Sackett Circle
Larchmont, NY 10538

Officers

Titles

Addresses

Michel Rapaccioli

Chairman

See Above

Bernard de Combret

President

See Above

Didier Berge

Exec. V. Pres.

See Above

Charles W. Wilder

Secretary

19 Grace Court
Brooklyn, NY 11201

Robert G. Gilbert

Treasurer

3319 Candelon Drive
Spring, TX 77388

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0055885 Annual Report for the year 1990

FIRST: The name of the corporation is Elf Trading, Inc.

SECOND: It is incorporated under the laws of Texas

THIRD: Character of business, briefly stated, is the wholesale distribution of petroleum and petroleum products

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island Corporation Service Company 85 Bradley Street Providence, Rhode Island 02908

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
See Attachment	Director	
	Director	
	Director	
Bernard de Combret	President	1215 Geneve 1 World Trade Center Case Postale 532 Aeroport(Geneve Switzerland)
Didier Berge	Exec-Vice President	13410 Myrtlea Houston, Texas 77079
Charles W. Wilder	Secretary	19 Grace Court Apt.5A Brooklyn,N.Y. 11201
Robert G. Gilbert	Treasurer	3319 Candlelon Drive Spring, TX. 77338

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Par Value or statement that shares are without par value
100,000	COMMON STOCK	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON STOCK	--	\$1.00

Rec'd & Filed Series
Feb 28 1990
Feb 28 1990
Par Value or statement that shares are without par value

Dated February 27 1990

Elf Trading, Inc.
(Name of Corporation)

By ROBERT G. GILBERT *R.G. Gilbert*

Title TREASURER

(Report must be signed by an officer)

Attachment "A"

Directors and Officers of Elf Trading, Inc.

Directors

Addresses

Jacques d'Acremont

Societe Nationale
Elf Aquitaine
Tour Elf
Cedex 45
92078 Paris La Defense
FRANCE ("Paris")

Didier Berge

13410 Myrtlea
Houston, Texas 77079

Bernard de Combret

World Trade Center
Case Postale 532
1215 Geneve 15 Aeroport
Switzerland ("Geneva")

Jean-Marc Le Dressay

Geneva

Marc Perrin

Paris

Michel Rapaccioli

96 Barnes Road
Stamford, CT 06902

Michel Schneider-Maunoury

2 Sackett Circle
Larchmont, NY 10538

Officers

Titles

Addresses

Michel Rapaccioli

Chairman

See Above

Bernard de Combret

President

See Above

Bernard Clery-Melin

Exec. V. Pres.

See Above

Charles W. Wilder

Secretary

19 Grace Court
Brooklyn, NY 11201

Robert G. Gilbert

Treasurer

3319 Candelon Drive
Spring, TX 77388