State and Federal Applications for Renewal of the Trans Alaska Pipeline System

©2001 Trans Alaska Pipeline System Owners

Notice on Revisions

The contents of this electronic file are subject to revision without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at www.tapsrow.com. Please visit the web site to ensure that you have the current version.

bp

Albert N. Bolea
President

BP Pipelines (Alaska) Inc.
P. O. Box 190848
Anchorage, Alaska 99519
(907) 564-5757

APR 30 2001

Mr. Francis Cherry, Jr.
Alaska State Director
Bureau of Land Management
222 W. 7th Ave., #13
Anchorage, Alaska 99504

Mr. Jerry Brossia
Authorized Officer
Bureau of Land Management
411 West 4th Ave., Suite 2
Anchorage, AK 99501

Re: Renewal Of TAPS Right-of-Way And Associated Rights

BP Pipelines (Alaska) Inc. ("BP Pipelines") respectfully seeks renewal of its undivided interest in the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant") and other rights associated with the Federal Grant ("Associated Rights"). To that end, this letter is followed by a SUPPLEMENTAL APPLICATION and accompanies a MASTER APPLICATION and related materials.

As you know, BP Pipelines and the other TAPS Owners have established a Right-of-Way Renewal Team to work with the Federal Government, the State of Alaska, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on matters relating to this application to renew the Federal Grant and Associated Rights. Please direct all correspondence and notifications to W. Steven Jones.

Regards,

BP Pipelines (Alaska) Inc.

BLM AK SO 952
ANCHORAGE, AK
01 MAY -2 AM 9:07

STANDARD FORM 299 (1/99)
Prescribed by DOI(USDA/DOT
P.L. 96-487 and Federal
Register Notice 5-22-95

SUPPLEMENTAL
APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS AND FACILITIES ON FEDERAL LANDS
TO THE MASTER APPLICATION

FORM APPROVED
OMB NO. 1004-0060
Expires: December 31, 2001

FOR AGENCY USE ONLY
Application Number
Date filed

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

1. Name and address of applicant *(include zip code)*
BP Pipelines (Alaska) Inc.
900 E. Benson Blvd., MB 11-5
Anchorage, AK 99508

2. Name, title, and address of authorized agent if different from Item 1 *(include zip code)*

3. TELEPHONE (area code)
Applicant
(907) 564-5757
Authorized Agent

4. As applicant are you? *(check one)*
- a. ☐ Individual
- b. ☑ Corporation*
- c. ☐ Partnership/Association*
- d. ☐ State Government/State Agency
- e. ☐ Local Government
- f. ☐ Federal Agency

** If checked, complete supplemental page*

5. Specify what application is for: *(check one)*
- a. ☐ New authorization
- b. ☑ Renewing existing authorization No. See additional response on page 6.
- c. ☐ Amend existing authorization No.
- d. ☐ Assign existing authorization No.
- e. ☐ Existing use for which no authorization has been received*
- f. ☐ Other*

** If checked, provide details under Item 7*

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No Not Applicable.

7. Project description *(describe in detail):* (a) Type of system or facility, *(e.g., canal, pipeline, road);* (b) related structures and facilities; (c) physical specifications *length, width, grading, etc.);* (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction *(Attach additional sheets, if additional space is needed.)*

(a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");
(b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D- 1H;
(c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;
(d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;
(e) Year round;
(f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);
(g) Not applicable;
(h) Not applicable.

8. Attach a map covering area and show location of project proposal See generally Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D - 1H.

9. State or local government approval: ☐ Attached ☑ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☑ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☑ No *(If "yes, " indicate on map)*

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See generally Duration Report and Environmental Report, including § 2.1 and Appendices A, B and D, and 43 U.S.C. § 1653. Note also that Alyeska Pipeline Service Company ("Alyeska") has effectively operated and maintained TAPS for over 20 years and applicant owns an undivided interest in Alyeska. In addition applicant, through Alyeska, has the technical and financial capability to operate, maintain and terminate TAPS.

(Continued on page 2)

This form is authorized for local reproduction.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. *(Specify number, date, code, or name)*

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal *(construction, operation, and maintenance)*; (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5 (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does **not** include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant	Date
For BP Pipelines (Alaska) Inc	APR 30 2001

Title 18, U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

President, BP Pipelines (Alaska) Inc.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION

ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture
Regional Forester, Forest Service (USFS)
Federal Office Building, P.O. Box 21628
Juneau, Alaska 99802-1628
Telephone: (907) 586-7847 *(or a local Forest Service Office)*

Department of the Interior
Bureau of Indian Affairs (BIA)
Juneau Area Office
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex
Juneau, Alaska 99802
Telephone: (907) 586-7177

Bureau of Land Management (BLM)
222 West 7th Ave., Box 13
Anchorage, Alaska 99513-7599
Telephone: (907) 271-5477 *(or a local BLM Office)*

National Park Service (NPS)
Alaska Regional Office 2525 Gambell St., Rm. 107
Anchorage, Alaska 99503-2892
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)
Office of the Regional Director
1011 East Tudor Road
Anchorage, Alaska 99503
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

(For supplemental, see page 4)

Department of Transportation
Federal Aviation Administration
Alaska Region AAL-4, 222 West 7th Ave., Box 14
Anchorage, Alaska 99513-7587
Telephone: (907) 271-5285

NOTE - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS

(Items not listed are self-explanatory)

Item

7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.

8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.

9, 10, and 12 - The responsible agency will provide additional instructions.

13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.

14 The responsible agency will provide instructions.

15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.

16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.

Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL

NOTE: The responsible agency(ies) will provide additional instructions	CHECK APPROPRIATE BLOCK	
I - PRIVATE CORPORATIONS	ATTACHED	FILED*
a. Articles of Incorporation See Tab Federal Supplemental Question Ia in this Volume.	☑	☐
b. Corporation Bylaws See Tab Federal Supplemental Question Ib in this Volume.	☑	☐
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State. See Tab Federal Supplemental Question Ic in this Volume.	☑	☐
d. Copy of resolution authorizing filing See Tab Federal Supplemental Question Id in this Volume.	☑	☐
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirecty, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate. See Tab Federal Supplemental Question Ie in this Volume.	☑	☐
f. If application is for an oil or gas pipeline, describe any related right-of-way or tempoary use permit applications, and identify previous applications. See generally Federal and State Line Lists in Volume 2 at Tab 1.	☑	☐
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal. See generally Federal Line Lists in Volume 2 at Tab 1D-1H.	☑	☐
II- PUBLIC CORPORATIONS		
a. Copy of law forming corporation Not applicable	☐	☐
b. Proof of organization Not applicable	☐	☐
c. Copy of Bylaws Not applicable	☐	☐
d. Copy of resolution authorizing filing Not applicable	☐	☐
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable	☐	☐
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY		
a. Articles of association, if any Not applicable	☐	☐
b. If one partner is authorized to sign, resolution authorizing action is Not applicable	☐	☐
c. Name and address of each participant, partner, association, or other Not applicable	☐	☐
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable	☐	☐

* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information *(e.g., number, date, code, name)*. If not on file or current, attach the requested information.

DATA COLLECTION STATEMENT

The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands.

Federal agencies use this information to evaluate your proposal.

No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.

BURDEN HOURS STATEMENT

The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240

A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.

NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS AND FACILITIES ON FEDERAL LAND

For the Trans-Alaska Pipeline System

Continuation of Item #5: Renewal on the same terms of applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

Continuation of Item #17: In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

Continuation of Item #19: TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

Hazardous Material Use. Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

Hazardous Material Production. TAPS does not produce hazardous materials.

Hazardous Material Transportation. Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also

must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

Federal Supplemental Question Ia

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BP PIPELINES (ALASKA) INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 1937, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLAY CITY PIPE LINE COMPANY" TO "SOHIO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1939, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1940, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1941, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1942, AT 1 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1950, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1971, AT 10 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8100H

010069509

AUTHENTICATION: 0967745

DATE: 02-12-01

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO PIPE LINE COMPANY" TO "SOHIO ALASKA PIPELINE COMPANY", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1988.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO ALASKA PIPELINE COMPANY" TO "BP PIPELINES (ALASKA) INC.", FILED THE FIRST DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8100H

010069509

AUTHENTICATION: 0967745

DATE: 02-12-01

10-18-37

CERTIFICATE OF INCORPORATION

CLAY CITY PIPE LINE COMPANY

FIRST: The name of the corporation is CLAY CITY PIPE LINE COMPANY.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent, is ~~The Corporation Trust Company, No. 100 West Tenth Street, Wilmington,~~ Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial gas, casing-head gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephone and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon

by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and pur-

poses specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars ($1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

Names	Residences
Alfred Jervis	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware
Walter Lenz	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the corporation entitled either by the provisions of these Articles of Incorporation or by law to exercise a percentage of the voting power of the corporation greater than a majority, any such action on behalf of the corporation may be taken by the vote (or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of the corporation entitling them to exercise a majority only of the voting power of the corporation with respect to such action.

THIRTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or rescinded by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

FOURTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and

certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 16th day of October, A. D. 1937.

In presence of:

Harold E. Grantland

Alfred Jervis

L. H. Herman

Walter Lenz

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 16th day of October, A. D. 1937, personally came before me, Harold E. Grantland, a Notary Public for the State of Delaware, all of the parties to the foregoing certificate of incorporation, i. e. Alfred Jervis, L. H. Herman and Walter Lenz, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Harold E. Grantland
Notary Public

HAROLD E. GRANTLAND
NOTARY PUBLIC
APPOINTED
STATE OF DELAWARE

6-23-39

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
CLAY CITY PIPE LINE COMPANY.

The undersigned hereby certify that on the 19th day of June, 1939, the Board of Directors of this corporation declared to be advisable an amendment to its Certificate of Incorporation, whereby the first paragraph thereof, which now reads:

"The name of the corporation is Clay City Pipe Line Company,"

is changed to read:

"The name of the corporation is Sohio Pipe Line Company";

that thereafter written consent to the above amendment was given by the sole stockholder of this corporation; and that such amendment has been duly adopted in accordance with the provisions of Section 26 of the Corporation Law of the State of Delaware.

CLAY CITY PIPE LINE COMPANY

By W. T. Holliday
President

F. H. Kelly
Secretary

STATE OF OHIO)
) SS
CUYAHOGA COUNTY)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, the above named Clay City Pipe Line Company, by W. T. Holliday, its President, and F. H. Kelly, its Secretary, who acknowledged that they did sign the foregoing certificate, and that the same is the free act and deed of said corporation, and the free act and deed of each of them personally and as such officers.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cleveland, Ohio, this 20th day of June 1939.

M. Vincent Conway
Notary Public
M. VINCENT CONWAY, Notary Public
My commission expires [illegible]

60011

12-26-40

AGREEMENT OF MERGER.

This agreement of merger, dated December 24, 1940, made by and between SOHIO PIPE LINE COMPANY, hereinafter referred to as "Sohio Pipe", and MICHIGAN-TOLEDO PIPE LINE COMPANY, hereinafter referred to as "Michigan-Toledo", both being corporations organized and existing under and by virtue of the laws of the State of Delaware;

WITNESSETH that

WHEREAS, said two corporations deem it advisable that Sohio Pipe merge into itself Michigan-Toledo, and that Michigan-Toledo should be merged into Sohio Pipe, as authorized by the statutes of the State of Delaware, under and pursuant to the terms and conditions hereinafter set forth;

AND WHEREAS, said Sohio Pipe has heretofore been duly organized under and by virtue of the General Corporation Law of the State of Delaware, the certificate of incorporation of which corporation was filed in the office of the Secretary of State October 18, 1937, and recorded in the office of the Recorder of Deeds for the County of New Castle on October 18, 1937, and an amendment to which certificate of incorporation was filed in the

office of said Secretary of State on June 23, 1939, and recorded in the office of said Recorder of Deeds on June 23, 1939;

AND WHEREAS, said Sohio Pipe has an authorized capital stock consisting of One Thousand (1000) shares of common stock without par value, of which Two Hundred and Fifty (250) shares are now issued and outstanding;

AND WHEREAS, Michigan-Toledo has heretofore been duly organized under and by virtue of the provisions of the General Corporation Law of the State of Delaware, the certificate of incorporation of which corporation was filed in the office of said Secretary of State on October 11, 1935 and recorded in the office of the Recorder of Deeds for the County of New Castle on October 11, 1935, and an amendment to which certificate of incorporation was filed in the office of said Secretary of State on May 1, 1937, and was recorded in the office of said Recorder of Deeds on May 1, 1937;

AND WHEREAS, said Michigan-Toledo has an authorized capital stock consisting of Two Thousand (2000) shares, divided into One Thousand (1000) voting common shares without par value and One Thousand (1000) non-voting common shares without par value, all of which shares are now issued and outstanding;

AND WHEREAS, the principal offices of both Sohio Pipe and Michigan-Toledo in the State of Delaware are located at 100

West Tenth Street in the City of Wilmington, County of New Castle, and the name and address of the resident agent for both is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware;

NOW THEREFORE, the corporations, parties to this agreement by and between their respective Boards of Directors, have agreed and do hereby agree each with the other that Sohio Pipe merge into itself Michigan-Toledo and that Michigan-Toledo be merged into Sohio Pipe, pursuant to the laws of the State of Delaware, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Sohio Pipe hereby merges into itself Michigan-Toledo and said Michigan-Toledo is hereby merged into Sohio Pipe.

SECOND: The name of the surviving corporation is and shall be "SOHIO PIPE LINE COMPANY".

THIRD: The principal office of the surviving corporation in the State of Delaware is and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is and shall be The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

FOURTH: The surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Michigan-Toledo, shall thenceforth attach to said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FIFTH: The nature of the business and object and purposes to be transacted, promoted or carried on by the surviving corporation are as follows:

(1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial gas, casing-head gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephone and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters

patent of the United States or any foreign country; patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest

00018

thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Agreement of Merger, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is, inclusive of the Two Hundred and Fifty (250) common shares without par value already issued, Five Hundred and Fifty (550) common shares without par value.

SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

> The Two Hundred and Fifty (250) shares of common stock without par value of Sohio Pipe, already issued and outstanding, shall remain unchanged and outstanding and shall constitute outstanding shares of the surviving corporation.
>
> On presentation and delivery by the sole stockholder of Michigan-Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common shares without par value, of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred and Sixty (260) shares of authorized but unissued common stock without par value of said surviving corporation, and shall deliver to said sole stockholder a certificate representing such new shares.

C0020

EIGHTH: The surviving corporation shall have perpetual existence.

NINTH: The private property of the stockholders of the surviving corporation shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The by-laws of Sohio Pipe as amended shall remain and be the by-laws of the surviving corporation, and all resolutions of the Board of Directors or stockholders of Sohio Pipe, now in effect, shall remain in effect as resolutions of the surviving corporation until such by-laws or resolutions shall be altered or amended according to the provisions therein, either by the Board of Directors or stockholders of the surviving corporation.

The directors and officers of Sohio Pipe, to-wit:

President	W. T. Holliday	Cleveland, Ohio
Vice President	W. J. Semple	Cleveland, Ohio
Vice President	S. A. Swensrud	Cleveland, Ohio
Vice President	J. F. Wilson	Cleveland, Ohio
Secretary	C. D. Brown	Cleveland, Ohio
Treasurer	W. J. Semple	Cleveland, Ohio
Directors:	W. T. Holliday	Cleveland, Ohio
	A. M. Maxwell	Cleveland, Ohio
	W. J. Semple	Cleveland, Ohio
	A. A. Stambaugh	Cleveland, Ohio
	Wm. A. McAfee	Cleveland, Ohio
	S. A. Swensrud	Cleveland, Ohio
	G. W. Hanneken	Cleveland, Ohio

shall be and remain directors and officers of the surviving corporation until their successors are elected and qualified unless their terms are sooner ended by death, resignation, disqualification or removal from office.

00021

The surviving corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the surviving corporation is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation,

C0022

and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

C6023

TWELFTH: Whenever a compromise or arrangement is proposed between the surviving corporation and its creditors or any class of them and/or between such corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of such corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for such corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for such corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of such corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of such

00024

corporation, as the case may be, and also on such corporation.

THIRTEENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

FOURTEENTH: Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the surviving corporation entitled either by the provisions of this Agreement of Merger or by law to exercise a percentage of the voting power of such corporation greater than a majority, any such action on behalf of such corporation may be taken by the vote (or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of such corporation entitling them to exercise a majority only of the voting power of such corporation with respect to such action.

FIFTEENTH: In the absence of fraud, no contract or other transaction between the surviving corporation and any

other corporation, and no act of the surviving corporation, shall in any way be affected or rescinded by the fact that any of the directors of the surviving corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

SIXTEENTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in the law or any things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to any property or rights of Michigan-Toledo, the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances in the law and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Agreement of Merger.

SEVENTEENTH: This Agreement of Merger shall be filed in the office of the Secretary of State of Delaware and a copy thereof shall be filed in the office of the Recorder ~~of Deeds for New Castle County, and shall be effective upon the~~ filing thereof in the office of the Secretary of State of Delaware.

The surviving corporation may have the right to amend, alter, change or repeal any provision contained in this

00026

Agreement of Merger which could be contained in the certificate of incorporation of a corporation formed under the laws of the State of Delaware in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by a majority of the Board of Directors of each party hereto, and the corporate seal affixed.

SOHIO PIPE LINE COMPANY

By W. T. Holliday

S. A. Swensrud

W. F. Kemper

G. W. Hannelten

ATTEST:

C. D. Bowie

Secretary

A majority of the Board of Directors

MICHIGAN-TOLEDO PIPE LINE COMPANY

By W. T. Holliday

W. F. Kemper

S. A. Swensrud

S. H. Elliott

ATTEST:

W. F. Kemper

Secretary

A majority of the Board of Directors

C0027

I, CALVIN D. BROWN, Secretary of Sohio Pipe Line Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Michigan-Toledo Pipe Line Company, a corporation of the State of Delaware, was duly adopted by the written consent of the sole stockholder holding all the 250 shares of the capital stock of the corporation issued and outstanding, and that a signed copy of the consent is attached hereto and made a part of the Agreement of Merger.

WITNESS my hand and the seal of said Sohio Pipe Line Company on this 24th day of December, 1940.

Secretary

I, WILLIAM J. SEMPLE, Secretary of Michigan-Toledo Pipe Line Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a

00028

majority of the directors thereof and having been signed by a majority of the directors of Sohio Pipe Line Company, a corporation of the State of Delaware, was duly adopted by the written consent of the sole stockholder of the corporation, holding all the 1,000 non-voting common shares without par value and all the 1,000 voting common shares without par value, of this corporation, the same being all of the shares issued and outstanding, and that a signed copy of the consent is attached hereto and made a part of the Agreement of Merger.

WITNESS my hand and the seal of said Michigan-Toledo Pipe Line Company on this 24th day of December, 1940.

~~(Corporate Seal)~~

Secretary

The above Agreement of Merger, having been duly executed by a majority of the Board of Directors of each corporate party thereto, and having been adopted in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate

seals of their respective corporations, by authority of the directors thereof, as the respective act, deed and agreement of each of said corporations, on this 24th day of December, 1940.

SOHIO PIPE LINE COMPANY

W. T. Hourday
President

C. D. Brown
Secretary

(~~Corporate Seal~~)

ATTEST:

C. D. Brown
Secretary

MICHIGAN-TOLEDO PIPE LINE COMPANY

W. T. Hourday
President

W. B. Kemper
Secretary

(~~Corporate Seal~~)

ATTEST:

W. B. Kemper
Secretary

00030

STATE OF OHIO,)
) SS.:
COUNTY OF CUYAHOGA.)

BE IT REMEMBERED that on this 24th day of December, 1940, personally came before me, Rufus S. Day, Jr., a Notary Public in and for the county and state aforesaid, W. T. HOLLIDAY, President of Sohio Pipe Line Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said W. T. Holliday as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Sohio Pipe Line Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary of said Sohio Pipe Line Company, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Rufus S Day Jr.
Notary Public

00051

STATE OF OHIO,)
) SS.:
COUNTY OF CUYAHOGA.)

BE IT REMEMBERED that on this 24th day of December, 1940, personally came before me, Rufus S. Day, Jr., a Notary Public in and for the county and state aforesaid, W. T. HOLLIDAY, President of Michigan-Toledo Pipe Line Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said W. T. Holliday as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Michigan-Toledo Pipe Line Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary of said Michigan-Toledo Pipe Line Company, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Rufus S. Day
Notary Public

00032

CONSENT TO AGREEMENT OF MERGER

The Standard Oil Company, being the sole owner of all the issued and outstanding shares of Sohio Pipe Line Company, hereby consents to and adopts the Agreement of Merger between said corporation and Michigan-Toledo Pipe Line Company, which Agreement was entered into and executed on behalf of the said two corporations by their respective boards of directors, this 24th day of December, 1940.

Dated at Cleveland, Ohio, this 24th day of December, 1940.

THE STANDARD OIL COMPANY

By W. T. Holliday
President

ATTEST:
W. B. Kemper
Secretary

00033

CONSENT TO AGREEMENT OF MERGER

The Standard Oil Company, being the sole owner of all the issued and outstanding shares of Michigan-Toledo Pipe Line Company, hereby consents to and adopts the Agreement of Merger between said corporation and Sohio Pipe Line Company, which Agreement of Merger was entered into and executed on behalf of the said two corporations by their respective boards of directors this 24th day of December, 1940.

Dated at Cleveland, Ohio, this 24th day of December, 1940.

THE STANDARD OIL COMPANY

By W. T. Holliday
President

ATTEST:

Secretary

00034

11-25-41

CERTIFICATE OF AMENDMENT

We, W. T. HOLLIDAY, President, and C. D. BROWN, Secretary, of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby certify:

1. That at a meeting of the Board of Directors of said corporation duly called and held October 22, 1941, said Board declared it advisable that Articles SIXTH and SEVENTH of the Agreement of Merger between this corporation and Michigan-Toledo Pipe Line Company, a Delaware corporation, executed December 24, 1940, and effective December 26, 1940, be amended to read as follows:

> "SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is Five Hundred Fifty (550) common shares having a par value of $100.00 each.
>
> "SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:
>
> "On presentation and delivery by the sole stockholder of Sohio Pipe, for cancellation, of the certificates representing the Two Hundred Fifty (250) shares of common stock without par value of Sohio Pipe, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred Fifty (250) shares of authorized $100.00 par value common stock of said surviving corporation and shall deliver to said

00037

sole stockholder a certificate representing such new shares.

"On presentation and delivery by the sole stockholder of Michigan-Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common shares without par value of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred Sixty (260) shares of authorized $100.00 par value common stock of said surviving corporation, and shall deliver to said sole stockholder the certificate representing such new shares."

2. That on the same date, October 22, 1941, pursuant to Section 81 of the Corporation Law of Delaware, a written consent to the above amendment was given by The Standard Oil Company, an Ohio corporation, which is sole stockholder of said Sohio Pipe Line Company, and was, immediately previous to the effective date of said Agreement of Merger, the sole stockholder of said Michigan-Toledo Pipe Line Company.

3. That said amendment was thereby duly adopted by said Sohio Pipe Line Company, in accordance with the provisions of Section 26 of the Delaware Corporation Law.

4. That the capital of said Sohio Pipe Line Company will not be reduced by reason of said amendment.

00038

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of said corporation this 11th day of November, 1941.

W. T. Holliday
President
Sohio Pipe Line Company

Secretary
Sohio Pipe Line Company

STATE OF OHIO :
SS
COUNTY OF CUYAHOGA :

Before me, a Notary Public in and for said County and State, personally appeared the above-named W. T. Holliday, President of Sohio Pipe Line Company, who acknowledged that he signed the foregoing instrument and that the same is his free act and deed, and the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cleveland, Ohio, this 11th day of November, 1941.

Rufus S. Day Jr.
Notary Public
RUFUS S. DAY, JR., Notary Public
My commission expires Jan. 10, [illegible]

00039

-2-42

CERTIFICATE OF AMENDMENT

We, W. T. HOLLIDAY, President, and C. D. BROWN, Secretary, of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby certify:

1. That at a meeting of the Board of Directors of said Corporation duly called and held on December 31 , 1941, at which meeting a quorum of the Directors was present and voting, a resolution, of which the following is a true and correct copy, was unanimously adopted, and is in full force and effect on this date:

> "RESOLVED, That the action of the Board of Directors of this Company taken at the meeting of the Board of Directors held October 22, 1941 declaring it advisable to amend and amending Articles SIXTH and SEVENTH of the Agreement of Merger between this Corporation and Michigan-Toledo Pipe Line Company, a Delaware corporation, dated December 24, 1940, be and the same is hereby rescinded and cancelled.
>
> "FURTHER RESOLVED, That this Board of Directors hereby authorizes and directs the President or any Vice President and the Secretary or any Assistant Secretary of this Company to execute in the name of and on behalf of the Company and to file with the Secretary of the State of Delaware a certificate reciting that Articles SIXTH and SEVENTH of the aforesaid Agreement of Merger be and the same are hereby amended to read in all respects as originally set forth therein, i.e., as follows:
>
> "'SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is, inclusive of the Two hundred and Fifty (250) common shares without par value already issued, Five hundred and Fifty (550) common shares without par value.
>
> "'SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

"'The Two Hundred and Fifty (250) shares of common stock without par value of Sohio Pipe, already issued and outstanding, shall remain unchanged and outstanding and shall constitute outstanding shares of the surviving corporation.

"'On presentation and delivery by the sole stockholder of Michigan- Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common shares without par value, of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred and Sixty (260) shares of authorized but unissued common stock without par value of said surviving corporation, and shall deliver to said sole stockholder a certificate representing such new shares.'"

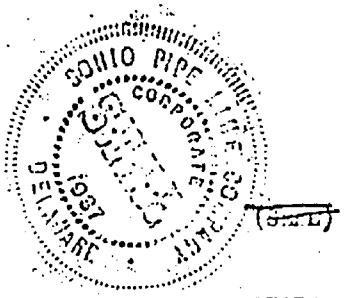
2. That on the same date, December 31, 1941, pursuant to Section 81 of the Corporation Law of Delaware a written consent to the above amendment and to the adoption of the above resolution was given by The Standard Oil Company (an Ohio corporation), which is and on said date was the sole stockholder of Sohio Pipe Line Company, and which was immediately previous to the effective date of said Agreement of Merger the sole stockholder of said Michigan-Toledo Pipe Line Company.

3. That said amendment was duly adopted by said Sohio Pipe Line Company in accordance with the provisions of Section 26 of the Delaware Corporation Law.

4. That the capital of said Sohio Pipe Line Company will not be reduced by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and

the seal of said Corporation this 31st day of December, 1941.



(SEAL)

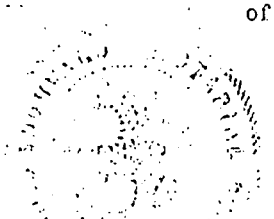
W. T. Holliday
President, Sohio Pipe Line Company

C. D. Brown
Secretary, Sohio Pipe Line Company

STATE OF OHIO,)
) SS:
COUNTY OF CUYAHOGA.)

Before me, a Notary Public in and for said County and State, personally appeared the above-named W. T. Holliday, President, and C. D. Brown, Secretary of Sohio Pipe Line Company, who acknowledged that they signed the foregoing instrument and that the same is their free act and deed, and the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio this 31st day of December, 1941.



M. E. Newcomer
~~H. H. Newcomer~~ Notary Public

12-29-50

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated December 26th 1950, made by and between Sohio Pipe Line Company, a Delaware corporation, hereinafter referred to as the "Surviving Corporation", and Sohio Western Pipelines, Inc., an Ohio corporation, hereinafter referred to as "Western",

WITNESSETH THAT,

WHEREAS, the aforesaid corporations deem it advisable that Western merge into the Surviving Corporation, which shall continue to be known as "Sohio Pipe Line Company", and that said Surviving Corporation merge into itself Western, as authorized by the statutes of the State of Delaware and the statutes of the State of Ohio, under and pursuant to the terms and conditions set forth hereinafter; and

WHEREAS, said Surviving Corporation has heretofore been duly organized under and by virtue of the General Corporation Law of the State of Delaware under the name of Clay City Pipe Line Company, a certificate of incorporation for which was filed in the office of the Secretary of State on October 18, 1937, and recorded in the office of the Recorder of Deeds for the County of New Castle on October 18, 1937, and an amendment to which certificate of incorporation changing the name of said corporation to Sohio Pipe Line Company was filed in the office of said Secretary of State on June 23, 1939, and recorded in the office of the Recorder of Deeds for the County of New Castle on June 23, 1939; and

WHEREAS, said Surviving Corporation was a party to an agreement of merger entered into by and between it and Michigan-Toledo Pipe Line Company, a Delaware corporation, which said agreement of merger was filed in the office of the Secretary of State on December 26, 1940, and recorded in the office of the Recorder of Deeds for the County of New Castle on December 26, 1940, amended by a certificate of amendment filed in the office of the Secretary of State on November 25, 1941 and recorded in the office of the Recorder of Deeds for the County of New Castle on January 2, 1942, and further amended by a Certificate of Amendment filed in the office of the Secretary of State on January 2, 1942, and recorded in the office of the Recorder of Deeds for the County of New Castle on January 2, 1942; and

WHEREAS, said Surviving Corporation has an authorized capital stock consisting of five hundred fifty (550) shares of common stock, without par value, of which five hundred ten (510) shares are now issued and outstanding; and

WHEREAS, Western has heretofore been duly organized under and by virtue of the General Corporation Act of the State of Ohio, a certificate of incorporation of which corporation was filed in the office of the Secretary of State of Ohio on October 30, 1944, and recorded in Volume 497, page 223 of the Records of Incorporations; and

WHEREAS, Western has an authorized capital consisting of ten thousand (10,000) shares of common stock, having a par value of One Dollar ($1,00) each, of which five thousand one hundred ninety-five (5,195) shares are now issued and outstanding; and

WHEREAS, the principal office of the Surviving Corporation in the State of Delaware is located at 100 West Tenth Street, City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware; and

WHEREAS, the principal offices of the Surviving Corporation and of Western are Midland Building, Cleveland, Cuyahoga County, Ohio, and the name and address of the resident agent of Western in the State of Ohio is A. E. Wolf, Midland Building, Cleveland, Ohio;

NOW, THEREFORE, the aforesaid corporations, parties to this Agreement, by and between their respective boards of directors and duly authorized officers HAVE AGREED and DO AGREE each with the other that the Surviving Corporation merge into itself, Western, and that Western be merged into the Surviving Corporation, pursuant to the laws of the State of Delaware and to the laws of the State of Ohio in such cases made and provided, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect, and that the within Agreement shall constitute under the laws of Delaware, the Certificate of Incorporation of the Surviving Corporation.

ARTICLE I

The Surviving Corporation hereby merges into itself, Western, and Western is hereby merged into the Surviving Corporation, and each of the parties hereto hereby agrees and prescribes that the laws which shall continue to govern the Surviving Corporation, Sohio Pipe Line Company, shall be the laws of the State of Delaware, and that the name of such Surviving Corporation, unless and until changed in the manner provided by law, shall continue to be "Sohio Pipe Line Company".

ARTICLE II

The principal office of the Surviving Corporation in the State of Delaware is and shall be located at 100 West Tenth Street, City of Wilmington, County of New Castle, and the name and address of its resident agent is and shall be The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

ARTICLE III

The nature of the business and object and purposes to be transacted, promoted or carried on by the Surviving Corporation are as follows:

(1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial gas, casinghead gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephone and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good-will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owners thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

00647

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or properties for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Agreement of Merger, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

00048

ARTICLE IV

The total number of shares of stock which the Surviving Corporation shall have authority to issue is twenty thousand (20,000) common shares, having a par value of Ten Dollars ($10) each.

ARTICLE V

The manner of converting the shares of the constituent corporations into the shares of the Surviving Corporation shall be as follows:

(a) in exchange and in substitution for and in the extinguishment of all of the Surviving Corporation's presently outstanding five hundred ten (510) shares of common stock without par value, there shall be issued 14,765 shares of stock of the Surviving Corporation having par value of Ten Dollars ($10) each;

(b) in exchange and in substitution for and in extinguishment of all of Western's presently outstanding 5,195 shares of common stock having par value of One Dollar ($1) per share, there shall be issued, 1,000 shares of the common stock of the Surviving Corporation having par value of Ten Dollars ($10) each.

Certificates representing the shares of the Surviving Corporation so to be issued in exchange and substitution will be executed and delivered by the Surviving Corporation to the respective shareholders entitled thereto upon delivery to the Surviving Corporation for cancellation of the particular share certificates representing the presently outstanding shares of either corporate party hereto then held by such shareholder and in accordance with the basis of exchange above provided.

ARTICLE VI

The capital with which the Surviving Corporation will begin business on the effective date of this merger shall be equal to the aggregate par value of the shares issued pursuant hereto, or which may thereafter be so issued, in exchange for the shares of the constituent corporations. The difference between (1) the total of the stated capital of Sohio Pipe Line Company as of December 31, 1950, and the capital of Western as of such date, and (2) the capital with which the Surviving Corporation shall begin business as aforesaid, shall be treated as capital surplus of the Surviving Corporation as ~~will the total of the~~ capital surplus appearing on Sohio Pipe Line Company's balance sheet as of December 31, 1950, and the capital surplus appearing on Western's balance sheet as of such time. The earned surpluses of Sohio Pipe Line Company as indicated by its balance sheet of December 31, 1950 shall be combined with the corresponding earned surpluses of Western as indicated by the balance sheet of December 31, 1950 and the totals so arrived at shall constitute, be treated as, and hereby are declared to be, the earned surpluses of the Surviving Corporation upon the effective date of this agreement.

ARTICLE VII

The Surviving Corporation shall have perpetual existence.

ARTICLE VIII

The private property of the stockholders of the Surviving Corporation shall not be subject to the payment of corporate debt to any extent whatever.

ARTICLE IX

The within merger shall be effective as of 12:01 A.M. January 1, 1951 provided this Agreement shall have been filed with the Secretary of State of the State of the Delaware before such time, or upon such filing in the event such filing occurs after such time.

ARTICLE X

The Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Western shall thenceforth attach to said Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ARTICLE XI

The by-laws of Sohio Pipe Line Company, as amended, shall remain and be the by-laws of the Surviving Corporation, and all resolutions of the Board of Directors or stockholders of Sohio Pipe Line Company, now in effect, shall remain in effect as resolutions of the Surviving Corporation until such by-laws or resolutions shall be altered or amended according to the provisions therein, either by the Board of Directors or stockholders of the Surviving Corporation.

The names and addresses of the persons who shall constitute the directors and officers of Sohio Pipe Line Company upon the effective date of this merger, and their respective terms of office, are:

00050

Directors

M. E. Newcomer, Cleveland, Ohio
G. W. Hazlett, Cleveland, Ohio
R. A. Colbert, Cleveland, Ohio
J. D. Harnett, St. Louis, Missouri
E. O. Hutzel, Cleveland, Ohio.

Officers

President	M. E. Newcomer, Cleveland, Ohio
Vice Presidents	J. D. Harnett, St. Louis, Missouri J. R. Shipley, Jr., St. Louis, Missouri E. O. Hutzel, Cleveland, Ohio.
Treasurer	C. W. Plum, Cleveland, Ohio
Assistant Treasurer	H. W. Pattison, Cleveland, Ohio. W. E. McKee, St. Louis, Missouri
Secretary	H. W. Pattison, Cleveland, Ohio.
Assistant Secretary	E. O. Hutzel, Cleveland, Ohio. W. E. McKee, St. Louis, Missouri

Term of Office

Each of the directors shall hold office until the next annual meeting of the shareholders to be held on the third Tuesday in March of the year 1951, and until their successors are elected and qualified.

Each of the aforesaid officers shall hold his office at the pleasure of the Board of Directors, provided that unless otherwise ordered, each officer shall hold his office until the next annual election of officers to be held at the annual meeting of the Board of Directors following the aforesaid annual meeting of the shareholders and until his successors shall be elected and qualified.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the Surviving Corporation is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

00051

By resolution or resolutions, passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the statute.

ARTICLE XIII

Whenever a compromise or arrangement is proposed between the ~~Surviving~~ Corporation and its creditors or any class of them and/or between ~~such~~ corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of ~~such~~ corporation or of any creditor or stockholder thereof, ~~for an~~ application of any receiver or receivers appointed for ~~such~~ corporation under the provisions of Section 3883 of the Revised Code of 1915 of ~~such~~ State, or on the application of trustees in dissolution or of any receiver or receivers appointed for such corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class ~~of stockholders of such~~ corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of

00052

creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the cases may be, and also on this corporation.

ARTICLE XIV

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors.

ARTICLE XV

Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the Surviving Corporation entitled either by the provisions of this Agreement of Merger or by law to exercise a percentage of the voting power of such corporation greater than a majority, any such action on behalf of such corporation may be taken by the vote (or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of such corporation entitling them to exercise a majority only of the voting power of such corporation with respect to such action.

ARTICLE XVI

In the absence of fraud, no contract or other transaction between the Surviving Corporation and any other corporation, and no act of the Surviving Corporation, shall in any way be affected or rescinded by the fact that any of the directors of the Surviving Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

ARTICLE XVII

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in the law or any things are necessary or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of Western, the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances in the law, and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

ARTICLE XVIII

A. E. Wolf, Midland Building, Cleveland 15, Cuyahoga County, Ohio, a natural person and now a resident of said County, is hereby irrevocably appointed, as the person on whom process against Sohio-Western Pipelines, Inc. may be served as provided in Section 8623-67 II (4) (a) and (b) of the Ohio General Code. No other appointment or designation for the State of Ohio is made hereby for the reason that the Surviving Corporation does not seek to become a licensed foreign corporation in the State of Ohio by the filing hereof with the Secretary of State of the State of Ohio.

ARTICLE XIX

The Surviving Corporation may have the right to amend, alter, change or repeal any provision contained in this Agreement of Merger which could be contained in the certificate of incorporation of a corporation formed under the laws of the State of Delaware in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XX

The Surviving Corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

IN WITNESS WHEREOF, Sohio Pipe Line Company, pursuant to authority duly given by its Board of Directors, has caused the foregoing Agreement of Merger to be executed by a majority of its directors and its corporate seal to be affixed thereto; and the President and Secretary of Sohio-Western Pipelines, Inc., have executed this Agreement of Merger and have affixed the seal of the corporation hereto pursuant to the authority of the Board of Directors of said Sohio-Western Pipelines, Inc. as evidence and certification of the fact that the foregoing

00054

Agreement of Merger has been duly approved and adopted by the Board of Directors of Sohio-Western Pipelines, Inc.

SOHIO PIPE LINE COMPANY

By M. E. Newcomer

A majority of the Board of Directors

Attest: E O Hutzel
Ass't. Secretary

SOHIO WESTERN PIPELINES, INC.

By M. E. Newcomer
President

Attest: E O Hutzel
Ass't. Secretary

CERTIFICATION AS TO THE MANNER OF ADOPTION BY SOHIO PIPE LINE COMPANY

I, E. O. Hutzel, Assistant Secretary of Sohio Pipe Line Company, a Delaware corporation, hereby certify as such Secretary and under the seal of said Corporation that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Corporation by a majority of the Directors thereof and after having been duly approved by the Board of Directors of Sohio-Western Pipelines, Inc., an Ohio corporation, was duly adopted by and the ex ution thereof by the proper officers of Sohio Pipe Line Company, d authorized, pursuant to Section 81 of the Delaware Corporation Law, by a written consent and

authorization executed by the sole stockholder holding all of the issued and outstanding capital stock of Sohio Pipe Line Company, and that a signed copy of said consent and authorization is attached hereto and made a part of said Agreement of Merger.

WITNESS MY HAND and seal of SOHIO PIPE LINE COMPANY this 26th day of December, 1950.

E O Hutzel

Ass't. Secretary - Sohio Pipe Line Company

CERTIFICATION AS TO THE MANNER OF ADOPTION BY SOHIO-WESTERN PIPELINES, INC.

I, E. O. Hutzel, Ass't. Secretary of Sohio-Western Pipelines, Inc., an Ohio Corporation, hereby certify as such Secretary that the Agreement of Merger to which this Certificate is attached was duly adopted by the Board of Directors of said Corporation at a meeting thereof duly called and held on December 26th, 1950, at which a quorum of the Board was present; and that thereafter by a written instrument executed on December 26th, 1950, the sole stockholder of Sohio-Western Pipelines, Inc. owning all of the issued and outstanding capital stock of said Corporation, consented to, approved and authorized the execution of said Agreement by the proper officers of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26th day of December, 1950.

E O Hutzel

Ass't. Secretary - Sohio-Western Pipelines, Inc.

The above Agreement of Merger having been executed by a majority of the Board of Directors of Sohio Pipe Line Company and having been approved by the Board of Directors of Sohio-Western Pipelines, Inc., and thereafter having been adopted by and the execution of said Agreement having been consented to and authorized by the sole stockholder owning all of the issued and outstanding capital stock of Sohio Pipe Line Company, a Delaware

00056

corporation, and of Sohio-Western Pipelines, Inc., an Ohio Corporation, the President and Assistant Secretary of each of the corporations, parties to this Agreement of Merger, do now hereby execute this Agreement of Merger under the corporate seals of their respective corporations and by authority of the directors and shareholders thereof, as the respective act, deed, and agreement of each of said corporations, and each of said corporations has caused this Agreement to be signed in its name and behalf by its President and Assistant Secretary and its corporate seal to be hereunto affixed and attested by its Assistant Secretary on this 26th day of December, 1950.

SOHIO PIPE LINE COMPANY

By M. E. Newcomer
President

Attest E O Hutzel
Ass't. Secretary

SOHIO-WESTERN PIPELINES, INC.

By M. E. Newcomer
President

Attest E O Hutzel
Ass't. Secretary

STATE OF OHIO)
) ss.
CUYAHOGA COUNTY)

BE IT REMEMBERED that on this 26th day of December, 1950, personally came before me, Richard V. Wellman, a notary public in and for the county and state aforesaid, M. E. NEWCOMER, President of Sohio Pipe Line Company, a corporation of the State of Delaware, and of Sohio-Western Pipelines, Inc., a corporation of the State of Ohio, and E. O. Hutzel, Assistant Secretary of each of the aforesaid corporations, who are personally known to me and are personally known to me to be such officers of each of the aforesaid corporations, and who acknowledged that they excuted the aforesaid Agreement of Merger as such officers of each of the

C0057

respective corporations, parties to said Agreement of Merger; that the same was the act, deed and agreement of each of the said corporations; and I further certify that the signatures of the said President and the said Assistant Secretary of each of said corporations to the aforesaid Agreement of Merger are in the handwriting of the said President and the said Assistant Secretary of each of the aforesaid corporations; and that the seals affixed on behalf of said corporations, respectively, to the aforesaid Agreement of Merger are the respective common corporate seals of each of said corporations respectively.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of office the day and year aforesaid.

Richard V. Wellman

Richard V. Wellman, Notary Public

RICHARD V. WELLMAN, Notary Public
My commission expires Nov. 1, 1957

CONSENT OF AGREEMENT OF MERGER

THE STANDARD OIL COMPANY (OHIO), being the sole owner of all the issued and outstanding shares of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said Company, and SOHIO-WESTERN PIPELINES, INC., an Ohio corporation, which Agreement of Merger was approved and adopted on behalf of said Companies by their respective Boards of Directors the 26th day of December, 1950, and was executed on behalf of SOHIO PIPE LINE COMPANY by its Board of Directors this 26th day of December, 1950.

Dated at Cleveland, Ohio, this 26th day of December, 1950.

THE STANDARD OIL COMPANY (OHIO)

By [signature]
President

Attest [signature]
Asst- Secretary

(SEAL)

STANDARD OIL COMPANY (OHIO) THE STANDARD OIL COMPANY (OHIO) SEAL

00059

CONSENT OF AGREEMENT OF MERGER

THE STANDARD OIL COMPANY (OHIO), being the sole owner of all the issued and outstanding shares of SOHIO-WESTERN PIPELINES, INC., an Ohio corporation, hereby consents to and adopts the Agreement of Merger between said Corporation and SOHIO PIPE LINE COMPANY, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said Companies by their respective Boards of Directors the 26th day of December, 1950, and was executed on behalf of SOHIO-WESTERN PIPELINES, INC. by its Board of Directors this 26th day of December, 1950.

Dated at Cleveland, Ohio, this 26th day of December, 1950.

THE STANDARD OIL COMPANY (OHIO)

By C. T. [illegible]
President

Attest [illegible]
Asst Secretary

(SEAL)

THE STANDARD OIL COMPANY CLEVELAND O. SEAL

C0060

2-19-71

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 12th day of February, 1971, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between BP PIPE LINE CORPORATION, a Delaware corporation, and SOHIO PIPE LINE COMPANY, a Delaware corporation.

W I T N E S S E T H:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Sohio Pipe Line Company, by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on October 18, 1937, and recorded in the office of the Recorder of Deeds for the County of New Castle on October 18, 1937, has an authorized capital stock consisting of Twenty Thousand (20,000) shares of common stock Ten Dollars ($10.00) par value, of which stock Fifteen Thousand Seven Hundred Sixty-Five (15,765) shares of such common stock are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said BP Pipe Line Corporation, a corporation organized under the laws of the State of Delaware by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware, on January 30, 1969, and recorded in the office of the Recorder of Deeds for the County of New Castle on January 30, 1969, has an authorized capital stock consisting of One Hundred (100) shares consisting of common stock of the par value of One Hundred Dollars ($100) each, amounting in the aggregate to Ten Thousand Dollars ($10,000) of which stock One Hundred (100) shares are now issued and outstanding; and

WHEREAS, the registered office of said Sohio Pipe Line Company in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of BP Pipe Line Corporation in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Sohio Pipe Line Company hereby merges into itself BP Pipe Line Corporation, and said BP Pipe Line Corporation shall be and hereby is merged into Sohio Pipe Line Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Sohio Pipe Line Company, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: All of the outstanding shares of the capital stock of BP Pipe Line Corporation shall be canceled as of the effective date of the merger.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on March 1, 1971.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they

00065

were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto, and the corporate seal affixed.

BP PIPE LINE CORPORATION

(Corporate Seal)

By _____
Vice President

ATTEST:

_____
Assistant Secretary

SOHIO PIPE LINE COMPANY

(Corporate Seal)

By _____
Vice President

ATTEST:

_____
Assistant Secretary

00066

CERTIFICATION AS TO MANNER OF ADOPTION
by
SOHIO PIPE LINE COMPANY

I, W. E. MC KEE, Assistant Secretary of SOHIO PIPE LINE COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of BP Pipe Line Corporation, a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder holding all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Sohio Pipe Line Company, and the duly-adopted agreement and act of the said corporation.

WITNESS my hand and seal of said Sohio Pipe Line Company on this 12th day of February, 1971.

(Corporate Seal)

Assistant Secretary

CERTIFICATION AS TO THE MANNER OF ADOPTION
by
BP PIPE LINE CORPORATION

I, A. P. MEKEDIS, Assistant Secretary of BP PIPE LINE CORPORATION, a Delaware corporation, hereby certify as such Assistant Secretary that the Agreement of Merger to which this Certificate is attached was duly adopted by the Board of Directors of said corporation at a meeting thereof duly called and held on February 1, 1971, at which a quorum of the Board was present; and that thereafter by a written instrument executed on February 12, 1971, the sole stockholder of BP Pipe Line Corporation, owning all of the issued and outstanding capital stock of said corporation, consented to, approved and authorized the execution of said Agreement by the proper officers of said corporation.

IN WITNESS whereof, I have hereunto set my hand and affixed the seal of said corporation this 12th day of February, 1971.

(Corporate Seal)

A P Mekedis
Assistant Secretary

00067

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 12th day of February, 1971.

BP PIPE LINE CORPORATION

By _____
Vice President

(Corporate Seal)

ATTEST:

_____
Assistant Secretary

SOHIO PIPE LINE COMPANY

By _____
Vice President

(Corporate Seal)

ATTEST:

_____
Assistant Secretary

C0068

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

BE IT REMEMBERED that on this 12th day of February, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, F. G. HAUSMANN, Vice President of SOHIO PIPE LINE COMPANY, a corporation of the State of Delaware, and P. D. PHILLIPS, Vice President of BP PIPE LINE CORPORATION, a corporation of the State of Delaware, and they duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be their act and deed and the act and deed of each of said corporations and the facts stated therein are true; and that the seals affixed to said Agreement of Merger and attested by the Assistant Secretaries of said corporations are the respective common corporate seals of each of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

George J. Dunn
Notary Public

GEORGE J. DUNN, Attorney at Law
Notary Public, STATE OF OHIO
Non-Expiring Commission

NOTARY PUBLIC STATE OF OHIO (Seal)

00069

CONSENT TO AGREEMENT OF MERGER

THE STANDARD OIL COMPANY, an Ohio corporation, being the sole owner of all the issued and outstanding shares of BP PIPE LINE CORPORATION, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said corporation and SOHIO PIPE LINE COMPANY, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said companies by their respective Boards of Directors the 12th day of February, 1971, and was executed on behalf of BP PIPE LINE CORPORATION this 12th day of February, 1971.

Dated at Cleveland, Ohio, this 12th day of February, 1971.

THE STANDARD OIL COMPANY

By A W Whittlesey Jr
President

(Corporate Seal)

ATTEST:

A P Mikelus
Assistant Secretary

CONSENT TO AGREEMENT OF MERGER

THE STANDARD OIL COMPANY, an Ohio corporation, being the sole owner of all the issued and outstanding shares of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said corporation and BP PIPE LINE CORPORATION, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said companies by their respective Boards of Directors the 12th day of February, 1971, and was executed on behalf of SOHIO PIPE LINE COMPANY this 12th day of February, 1971.

Dated at Cleveland, Ohio, this 12th day of February, 1971.

THE STANDARD OIL COMPANY

By A W Whittlesey Jr
President

(Corporate Seal)

ATTEST:

A P Mikelus
Assistant Secretary

00070

736358076

FILED

DEC 24 1986 10 AM

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * * * * * * * *

Sohio Pipe Line Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

First: That the Board of Directors of the Company, at a meeting duly called and held and at which a quorum was present and acting throughout, adopted resolutions approving the following amendment to the Certificate of Incorporation of the Company and recommending adoption of the same to the sole Stockholder of the Company:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by deleting in its entirety Article FIRST thereof and inserting in lieu thereof a new Article FIRST reading as follows:

"First: The name of the Company is Sohio Alaska Pipeline Company";

FURTHER RESOLVED, that the foregoing amendment be, and it hereby is, recommended to the sole Stockholder of the Company for adoption; and

FURTHER RESOLVED, that upon adoption of the foregoing amendment to the Certificate of Incorporation by the sole Stockholder, the President, any Vice President and Secretary or any Assistant Secretary of the Company be, and each hereby is, authorized and directed to execute a Certificate of Amendment of the Certificate of Incorporation of the Company setting forth the foregoing resolution adopting an Amended Article FIRST and to cause such Certificate to be filed with the Secretary of State of Delaware and recorded with the Recorder of Deeds of New Castle County.

Second: That in lieu of a meeting and in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, the sole Stockholder has, by written consent, adopted the foregoing amendment.

Third: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Sohio Pipe Line Company has caused this Certificate to be signed by L. C. Thomas, its Vice Pres-

ident, and attested by W. H. Clifton, its Secretary, this 23rd of December, 1986.

Sohio Pipe Line Company

L. C. Thomas, Vice President

Attest:

W. H. Clifton, Secretary

44:13(kb)

877357198

FILED

DEC 23 1987 10AM

SECRETARY OF STATE

CERTIFICATE OF MERGER
OF
BP PIPELINES INC.
INTO
SOHIO ALASKA PIPELINE COMPANY

Sohio Alaska Pipeline Company ("SAPC"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each constituent corporation of the merger is as follows:

Name	State of Incorporation
BP Pipelines Inc.	Delaware
Sohio Alaska Pipeline Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Sohio Alaska Pipeline Company.

FOURTH: That the Certificate of Incorporation, as amended, of Sohio Alaska Pipeline Company, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 200 Public Square, Cleveland, Ohio 44114-2375.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Certificate of Merger shall be effective on January 1, 1988 (the "Effective Date").

Dated: December 15, 1987

Sohio Alaska Pipeline Company

By _____
Vice President

Attest:

By _____
Assistant Secretary

60:019a

739060002

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

FILED

MAR 1 1989

10 Am

SECRETARY OF STATE

* * * * * * * * * * * *

Sohio Alaska Pipeline Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That in lieu of a meeting and in accordance with provisions of Section 228 of the General Corporation Law of the State of Delaware, the stockholder has, by written consent, adopted the following amendment to the Certificate of Incorporation, as amended:

"RESOLVED, that the Certificate of Incorporation, as amended, of the Company be, and the same hereby is, amended by deleting in its entirety Article FIRST thereof and inserting in lieu thereof a new Article FIRST reading as follows:

'FIRST: The name of the corporation is BP Pipelines (Alaska) Inc.'; and

FURTHER RESOLVED, that the President, or any Vice President and the Secretary or Assistant Secretary of the Company be, and each hereby is, authorized and directed to execute a Certificate of Amendment of Certificate of Incorporation, as amended, of the Company setting forth the foregoing resolution adopting an amended Article FIRST and to cause such Certificate to be filed with the Secretary of State of Delaware and recorded with the Recorder of Deeds of New Castle County."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

* * * * * * * * * * * *

IN WITNESS WHEREOF, Sohio Alaska Pipeline Company, has caused this Certificate to be signed by W. D. Vanderbilt, its Vice President and attested by S. L. Chitty, its Secretary, this 22nd day of February, 1989.

Sohio Alaska Pipeline Company

W. D. Vanderbilt, Vice President

ATTEST:

S. L. Chitty, Secretary

Mich0369.cer

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BP PIPELINES (ALASKA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 1937, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLAY CITY PIPE LINE COMPANY" TO "SOHIO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1939, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1940, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1941, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1942, AT 1 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1950, AT 9 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8310

010069509

AUTHENTICATION: 0967747

DATE: 02-12-01

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1971, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO PIPE LINE COMPANY" TO "SOHIO ALASKA PIPELINE COMPANY", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1988.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO ALASKA PIPELINE COMPANY" TO "BP PIPELINES (ALASKA) INC.", FILED THE FIRST DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8310 AUTHENTICATION: 0967747

010069509 DATE: 02-12-01

Federal Supplemental Question Ib

bp

BP Pipelines (Alaska) Inc.
900 East Benson Boulevard
P.O. Box 190848
Anchorage, Alaska 99519-0848
(907) 561-5111

BP PIPELINES (ALASKA) INC.

CERTIFICATE OF SECRETARY

The undersigned, being the duly qualified and acting Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation (the "Company"), does hereby certify that attached as Exhibit A is a true and accurate copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at Anchorage, Alaska, this 28th day of February 2001.

By: _____
Name: G. D. A. Brebner
Title: Secretary of BP Pipelines (Alaska) Inc.

STATE OF ALASKA)
) ss:
THIRD JUDICIAL DISTRICT)

BEFORE ME, the undersigned, a Notary Public in and for the State of Alaska, Third Judicial District, on this day personally appeared G.D.A. Brebner, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 28TH day of February 2001.

Siobhan M. Koescher
Notary Public in and for the State of Alaska
My commission expires on: 01/13/2004

bp

BP Pipelines (Alaska) Inc.
900 East Benson Boulevard
P.O. Box 190848
Anchorage, Alaska 99519-0848
(907) 561-5111

EXHIBIT A
TO
CERTIFICATE OF SECRETARY

Bylaws

SOHIO PIPE LINE COMPANY
ACTION OF SOLE STOCKHOLDER WITHOUT A MEETING

The undersigned, being the holder of all of the issued and outstanding stock of Sohio Pipe Line Company, a Delaware corporation (the "Company"), does hereby take the following action and adopt the following resolution in writing and without a meeting pursuant to Section 228 of the General Corporation Law of Delaware:

Amended and Restated By-Laws

RESOLVED, that the Amended and Restated By-Laws of the Company, attached hereto as Exhibit A, be, and they hereby are, adopted.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed on December 2, 1986.

The Standard Oil Company

By: J. M. Cesarik
J. M. Cesarik
Secretary

AMENDED AND RESTATED

BY-LAWS

of

SOHIO PIPE LINE COMPANY

ARTICLE I
Meetings of Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders for the election of Directors and for the transaction of any other proper business, notice of which was given in the notice of the meeting, shall be held each year at such time, date and place as may be fixed by the Board of Directors and stated in the notice of the meeting.

Section 2. Special Meetings. A special meeting of the stockholders for any purpose or purposes, unless otherwise provided by law or in the Certificate of Incorporation of the Company as from time to time amended (hereinafter called the "Certificate of Incorporation"), may be called at any time by the Chairman, President or a majority of the Board of Directors and shall be called by the Secretary upon the request of a stockholder or stockholders holding of record a majority of the outstanding shares of any class of stock of the Company entitled to vote at such meeting.

Section 3. Place of Meeting. Each meeting of stockholders of the Company for the election of directors shall be held at the principal office of the Company whether within or without the State of Delaware or as otherwise fixed by the Board of Directors and specified in the notice or waiver of notice of said meeting. A special meeting of stockholders shall be held at such place as shall be designated in the notice or waiver of notice of such meeting.

Section 4. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of the stockholders shall be given to each stockholder of record entitled to vote at such meeting not less than 10 nor more than 60 days before the day on which the meeting is to be held, by delivering a written notice thereof to such stockholder personally, or by mailing such notice in a postage prepaid envelope addressed to such stockholder at his address as it appears on the records of the Company. Such notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any adjourned meeting of the stockholders shall not be required to be given if the time and place thereof are announced at the meeting at which the adjournment is taken, except where expressly required by law. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting. Any stockholder, either before or after any meeting may waive any notice required to be given by law or under these By-Laws. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meet-

ing, to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. The presence at any meeting, in person or by proxy, of the holders of record of a majority of the stock of the Company then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the stockholders entitled to vote, present in person or by proxy, or, if no stockholder entitled to vote is present in person or by proxy, any officer entitled to preside or act as secretary of such meeting, may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Voting. At each meeting of the stockholders each stockholder holding of record stock of the Company entitled to vote shall be entitled to one vote for each share of such stock held by him and registered in his name on the books of the Company at the time of such meeting unless, pursuant to the provisions of Section 3 of Article V of these By-Laws, a date shall have been fixed as a record date for the determination of stockholders entitled to vote at such meeting. Any stockholder entitled to vote may vote by proxy, provided that the instrument authorizing such proxy to act shall have been executed in writing (which shall include telegraphing, cabling or any other form of electronic transmission) by the stockholder himself or by his duly authorized attorney. At all meetings of the stockholders, all matters (except where other provision is made by statute, by the Certificate of Incorporation or by these By-Laws) shall be decided by the vote of a majority of the stock present in person or by proxy and entitled to vote at the meeting. At each meeting of stockholders for the election of directors the voting for directors shall be by ballot unless otherwise provided in the Certificate of Incorporation.

Section 7. Written Consent. Unless otherwise provided in the Certificate of Incorporation, any action required or permitted by law to be taken at any annual or special meeting of stockholders of the Company, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II
Board of Directors

Section 1. Number. The number of directors of the Company shall be not less than two nor more than 15. The number of directors may be fixed or changed at any annual meeting or at any special meeting called for that

purpose by the affirmative vote of the holders of a majority of the shares represented at the meeting and entitled to vote thereon.

Section 2. Election. Directors shall be elected at the annual meeting of stockholders, but when the annual meeting is not held or directors are not elected thereat, they may be elected at a special meeting called and held for that purpose. At each meeting of stockholders for the election of directors, the persons receiving the greatest number of votes shall be directors. Each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal. None of the directors need to be shareholders of the Company.

Section 3. Resignation. Any director of the Company may resign at any time upon written notice to the Company.

Section 4. Removal of Directors. Any director may be removed, either with or without cause, at any time by the affirmative vote of the holders of record of a majority of the outstanding shares of stock entitled to vote.

Section 5. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors until an election to fill such vacancies is held. Stockholders entitled to elect directors shall have the right to fill any vacancy in the Board (whether the same has been temporarily filled by the remaining directors or not) at any meeting of the stockholders called for that purpose; any directors elected at any such meeting of stockholders shall serve until the next annual election of directors and until their successors are elected and qualified.

Section 6. Organization Meeting. Within 30 days after each annual election of Directors, the Board of Directors may meet for the purpose of organization, the election of officers and the transaction of other business at the place where regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice or waiver of notice given as hereinafter provided for special meetings of the Board of Directors or in a consent signed by all the directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board shall by resolution determine. Notice of regular meetings need not be given; however, the Secretary shall give notice of each such resolution to any director who was not present at the time the same was adopted. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at such place at the same hour and on the next succeeding business day not a legal holiday.

Section 8. Special Meetings; Notice. Special meetings of the Board of Directors may be called by the Chairman, President or any two of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two

days before the day on which the meeting is to be held, or shall be sent to him by telegraph, cable or other form of electronic transmission, or shall be delivered personally or by telephone, at least 24 hours before the time the meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof, except as otherwise herein expressly provided. Notice of any meeting of the Board may be waived, in a writing by any director either before or after such meeting and need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors of the Company then in office shall be present thereat.

Section 9. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, two directors or one-third of the authorized number of directors, whichever is greater, shall be required to constitute a quorum for the transaction of business at any meeting, and the affirmative vote of a majority of the directors present at the meeting shall be necessary for the adoption of any resolution or the taking of any other action. In the absence of a quorum, the director or directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

Section 10. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing and such written consent is filed with the minutes or proceedings of the Board or such committee.

Section 11. Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board. Nothing herein contained shall be construed so as to preclude any director from serving the Company in any other capacity, or from serving any of its stockholders, subsidiaries or affiliated corporations in any capacity, and receiving proper compensation therefor.

ARTICLE III
Officers

Section 1. Number. The Board of Directors shall elect a President, a Secretary, and a Treasurer, and, in its discretion, a Chairman of the Board of Directors, one or more Vice Chairmen of the Board of Directors and one or more Vice Presidents. The Board of Directors may, from time to time, create such offices, and appoint such other officers, subordinate officers and assistant officers in accordance with the provisions of Section 3 of this Article III. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election, Term of Office and Qualifications. Each officer (except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III) shall be chosen by the Board of Directors at its organization meeting and shall hold his office until his successor shall have been duly chosen and qualified or until his death or until he shall resign or shall have been removed in the manner provided in Section 4 of this Article III.

Section 3. Subordinate Officers. The Board of Directors may appoint from time to time other officers or agents, including one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may determine from time to time. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

Section 4. Removal. The officers specifically designated in Section 1 of this Article III may be removed, either with or without cause, at any meeting of the Board of Directors called for that purpose. The officers and agents appointed in accordance with the provisions of Section 3 of this Article III may be removed, either with or without cause, at any meeting of the Board of Directors or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 5. Resignations. Any officer may resign at any time upon written notice to the Company.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for the regular election or appointment to such office.

Section 7. Chairman of the Board. The Chairman of the Board, if one be elected, shall have such authority and perform such duties as the Board may determine. In case of disability or absence of the President, or in case a vacancy exists in the Office of the President, the Chairman of the Board shall perform all the duties and possess all the authority of the President.

Section 8. Vice Chairman or Vice Chairmen of the Board. The Vice Chairman or Vice Chairmen of the Board, if elected, shall have such authority and perform such duties as the Board may determine. In case of disability or absence of the Chairman of the Board, or in case a vacancy exists in the Office of the Chairman of the Board, the Vice Chairman designated by the Board of Directors shall perform all the duties and possess all the authority of the Chairman of the Board. Any Vice Chairman shall perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors.

Section 9. President. Unless otherwise determined by the Board, the President shall be the chief executive officer of the Company, and, subject to the control of the Board of Directors, shall have general charge of the business, affairs and property of the Company, and control over its several officers. The President shall do and perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors.

Section 10. Vice President(s). At the request of the President or in his absence or disability, the Vice President designated by the President (or in the absence of such designation, the Vice President designated by the Board or Directors) shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors or the President.

Section 11. Secretary. The Secretary shall keep all the proceedings of stockholders and directors of the Company and make a proper record of the same which shall be attested by him, and attend to the giving and serving of all notices of meetings of the stockholders or directors. He shall keep such books and records as may be required by the Board of Directors and generally shall perform such duties as may be required of him by the directors.

Section 12. Treasurer. Except as otherwise directed by the Board of Directors or President, the Treasurer shall receive and have charge of all money, bills, notices, bonds and similar property belonging to the Company, and shall do with the same as may be ordered by the Board of Directors. He shall keep such financial accounts as may be required and shall generally perform such duties as may be required of him by the directors. On the expiration of his term of office, he shall turn over to his successor or to the Board of Directors all property, books, papers and money of the Company in his hands. If required by the Board of Directors, he shall give bond to the Company in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office.

Section 13. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall have such duties as may be assigned to them from time to time by the Board of Directors or by the President or, in the case of an Assistant Secretary, by the Secretary, or, in the case of an Assistant Treasurer, by the Treasurer.

Section 14. Salaries. The salaries of the officers and agents of the Company may be determined from time to time by the Board of Directors, except that the Board of Directors may delegate to any person the power to fix the salaries or other compensation of any officers and agents appointed in accordance with the provisions of Section 3 of this Article III.

Section 15. Surety Bonds. If the Board of Directors shall so require, any officer or agent of the Company shall execute and deliver to the

Company a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Company, including responsibility for negligence and for the accounting for all property, funds or securities of the Company which may come into his hands.

ARTICLE IV
Contracts, Loans, Checks, Deposits, Etc.

Section 1. Contracts, Checks, etc. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, bills of exchange or other orders for the payment of money, issued in the name of the Company, shall be signed by such person or persons and in such manner as may from time to time be designated by the Board of Directors, which designation may be general or confined to specific instances; and unless so designated by the Board of Directors or in these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loan shall be contracted on behalf of the Company, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Loans so authorized by the Board of Directors may be effected at any time for the Company from any bank, trust company or other institution, or from any firm, corporation or individual. All bonds, debentures, notes and other obligations or evidences of indebtedness of the Company issued for such loans shall be made, executed and delivered as the Board of Directors shall authorize. When so authorized by the Board of Directors any part of or all the properties, including contract rights, assets, business or good will of the Company, whether then owned or thereafter acquired, may be mortgaged, pledged, hypothecated or conveyed or assigned in trust as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness of the Company, and of the interest thereon, by instruments executed and delivered in the name of the Company.

Section 3. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositaries as the Board of Directors may select. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. For the purpose of deposit and for the purpose of collection for the account of the Company, checks, drafts and other orders for the payment of money which are payable to the order of the Company shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 4. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors,

the President or any Vice President or Secretary may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Company the powers and rights which the Company may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of such stock or other securities; and the President or any Vice President or Secretary may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Company and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he may deem necessary in order that the Company may exercise such powers and rights.

ARTICLE V
Shares and Their Transfer

Section 1. Certificates of Stock. Every stockholder shall be entitled to have a certificate certifying the number of shares of stock of the Company owned by him, signed by, or in the name of the Company by the Chairman or any Vice Chairman of the Board of Directors or the President or any Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Company (except that when any such certificate is countersigned by a transfer agent other than the Company or its employee or by a registrar other than the Company or its employee the signatures of any such officers may be facsimiles). Such certificates shall be transferable on the stock books of the Company in person or by attorney, but, except as hereinafter provided in the cases of loss, destruction or mutilation of certificates, no transfer of stock shall be entered until the previous certificate, if any, given for the same shall have been surrendered and cancelled.

Section 2. Lost, Destroyed or Mutilated Certificates. In case of loss, destruction or mutilation of any certificate of stock, another may be issued in its place upon proof of such loss, destruction or mutilation and, if required by the Company, upon the giving of a satisfactory bond of indemnity to the Company in such sum as the Board of Directors may provide.

Section 3. Record Date. The Board of Directors may fix, in advance, a date which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action, as a record date for the determination of stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights with respect to any change, conversion or exchange of stock or for the purpose of any other lawful action. If no record date is fixed (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business of the day next preceding the day upon which the meeting is held;

(b) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed; and (c) the date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VI
Corporate Seal

The corporate seal shall be in the form of a circle and shall bear the name of the Company and the year of its incorporation and shall indicate its formation under the laws of the State of Delaware.

ARTICLE VII
Fiscal Year

The fiscal year of the Company shall be the calendar year.

ARTICLE VIII
Amendments

These By-Laws shall be subject to alteration, amendment, repeal, or the adoption of new By-Laws either by the affirmation vote of a majority of the directors, presently serving, at any organization, regular or special meeting of the Board, or by the affirmative vote of a majority of the stockholders of the Company, present in person or represented by proxy and entitled to vote in respect thereof, given at any annual meeting or at any special meeting at which a quorum shall be present; provided, that in each case notice of the proposed alteration, amendment, repeal, or the proposed new By-Laws be included in the notice of such meeting of the Board or the stockholders, as the case may be.

7:11(kb)

Federal Supplemental Question Ic

File No **3930-F**

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
COMPLIANCE

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that

BP PIPELINES (ALASKA) INC.

authorized to transact business in Alaska as

BP PIPELINES (ALASKA) INC.

is a corporation organized under the laws of **DELAWARE** and on **FEBRUARY 24, 1971** qualified as a foreign business corporation authorized to do business in Alaska.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on
FEBRUARY 2, 2001

Deborah B. Sedwick
Commissioner of Community
and Economic Development

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BP PIPELINES (ALASKA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 1937, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLAY CITY PIPE LINE COMPANY" TO "SOHIO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1939, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1940, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1941, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1942, AT 1 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1950, AT 9 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8310

010069509

AUTHENTICATION: 0967747

DATE: 02-12-01

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1971, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO PIPE LINE COMPANY" TO "SOHIO ALASKA PIPELINE COMPANY", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1988.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO ALASKA PIPELINE COMPANY" TO "BP PIPELINES (ALASKA) INC.", FILED THE FIRST DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0361528 8310 AUTHENTICATION: 0967747

010069509 DATE: 02-12-01

Federal Supplemental Question Id

BP PIPELINES (ALASKA) INC

CERTIFICATE OF SECRETARY

The undersigned, being the duly qualified and acting Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation (the "Company"), hereby certifies as follows:

1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective February 27, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is a genuine specimen signature of such person.

Name	Office	Specimen Signature
Albert N. Bolea	President	A. N. Bolea, President
Charles J. Coulson	Vice President	C. J. Coulson, Vice President

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at Anchorage, Alaska, this 28th day of February 2001.

By: _____
Name: G. D.A. Brebner
Title: Secretary of BP Pipelines (Alaska) Inc.

STATE OF ALASKA)
) ss:
THIRD JUDICIAL DISTRICT)

BEFORE ME, the undersigned, a Notary Public in and for the State of Alaska, Third Judicial District, on this day personally appeared G.D.A. Brebner, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 28TH day of February 2001.

Siobhan M. Koescher
Notary Public in and for the State of Alaska
My commission expires on: 01/13/2004

EXHIBIT A

TO
CERTIFICATE OF SECRETARY

Resolutions

BP PIPELINES (ALASKA) INC

RESOLUTIONS OF BOARD OF DIRECTORS
ACTION BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all of the members of the Board of Directors of BP Pipelines (Alaska) Inc., a Delaware corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors (the "Board") of the Corporation, hereby adopt the following preamble and resolutions by written consent in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Corporation, with the same force and effect as if adopted at a special meeting of the Board, effective February 27, 2001.

Authorization of Renewal of TAPS Interests

WHEREAS, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

WHEREAS, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

WHEREAS, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

WHEREAS, it is in the best interest of the Corporation to renew the TAPS Interests; and

WHEREAS, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

WHEREAS, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents"); and

WHEREAS, a Project Manager has been designated by the Corporation and other entities owning an interest in TAPS (the "Other TAPS Owners") with responsibility for acting with respect to the renewal of the TAPS Interests on behalf of the Corporation and the Other TAPS Owners.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

FURTHER RESOLVED, that the President and Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

FURTHER RESOLVED, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

FURTHER RESOLVED, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to execute as necessary other evidence of authority designating the Project Manager as agent of the Corporation with full authority to act on behalf of the Corporation in connection with the renewal of the TAPS Interests; and

FURTHER RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.

Being all of the members of the Board of Directors:

A. N. Bolea, President

C. J. Coulson, Vice President

I HEREBY CERTIFIY that the signatories to the above instrument are, on the date first mentioned above, the Directors of the Company.

G. D. A. Brebner, Secretary

Federal Supplemental Question Ie

BP AMOCO p.l.c.

PRINCIPAL OPERATING OFFICE:

Britannic House
1 Finsbury Circus
London
EC2M 7BA

Incorporation:

Incorporated:	England
Date:	April 14, 1909
Existence:	Perpetual
Corporate No.	102498

Registered Office:

Britannic House
1 Finsbury Circus
London
EC2M 7BA

BPAmoco CORPORATE SECRETARY WEBPAGE

▶▶▶ BP AMOCO CORPORATION

BP AMERICA INC.

Display Ownership Chart

PRINCIPAL OPERATING OFFICE:

200 East Randolph Drive
Chicago, Illinois 60601

INCORPORATION:

Incorporated:	USA-Delaware
Date:	July 19, 1974
Corporate No:	0803716
Federal ID No:	94-2257553
Fiscal Year End:	December 31

ANNUAL STOCKHOLDERS MEETING:

Date:	First Monday in June
Location:	Chicago, Illinois

RESIDENT AGENT IN STATE OF INCORPORATION:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

BUSINESS:

To act as the national associate company for BP's US businesses and as a holding company of certain US investments.

QUALIFIED TO DO BUSINESS IN:

Alabama (9/27/2000); Alaska, Arizona, Arkansas, California, Colorado (9/27/2000); Connecticut, Delaware, District Of Columbia (2/20/91); Florida, Georgia (9/27/2000); Hawaii, Idaho (9/27/2000); Illinois, Indiana (9/27/2000); Iowa (9/27/2000): Kansas, Kentucky (9/27/2000); Louisiana (9/27/2000); Maine, Maryland, Massachusetts, Michigan (9/27/2000); Minnesota (9/27/2000); Mississippi (9/27/2000); Missouri, Montana (9/27/2000); Nebraska (9/27/2000); Nevada (9/29/2000); New Hampshire, New Jersey, New Mexico, New York (6/6/1978); North Carolina (9/27/2000); North Dakota, Ohio (9/11/1987 - No. 708766); Oklahoma, Oregon, Pennsylvania (9/27/2000); Rhode Island, South Carolina, South Dakota (9/28/2000); Tennessee (9/27/2000); Texas, Utah (9/27/2000); Vermont (9/27/2000); Virginia, Washington (9/27/2000); West Virginia, Wisconsin, Wyoming (9/27/2000); Alberta, British Colombia, Ontario, Quebec, Canada

CAPITAL STOCK:

Primary Owning Company: BP Amoco p.l.c.

Authorized: 8,500,000 shares of Capital Stock as follows:
6,000,000 Class A Common; par value $1.00
2,500,000 Class B Common; par value $1.00

Issued and Outstanding:
5,743,143 Class A Common
2,129,809 Class B Common

Ownership: BP Amoco p.l.c. (100%)

BP America Inc.

5,743,143 Class A Common
2,129,809 Class B Common shares

Voting Rights:
Class A: 1 vote per share
Class B: 3 votes per share

BPAmoco CORPORATE SECRETARY WEBPAGE

▶▶▶ BP AMOCO CORPORATION

BP AMOCO CORPORATION

Display Ownership Chart

PRINCIPAL OPERATING OFFICE:

200 East Randolph Drive
Chicago, Illinois 60601

INCORPORATION:

Incorporated:	Indiana
Date:	June 18, 1889
Existence:	Perpetual
Corporate No:	182869-107
Federal ID No:	36-1812780

ANNUAL STOCKHOLDERS MEETING:

Date:	As designated by the Board of Directors (February 8, 2000)
Location:	As designated by the Board of Directors

RESIDENT AGENT IN STATE OF INCORPORATION:

The Prentice-Hall Corporation System, Inc.
Circle Tower
Indianapolis, Indiana 46204

QUALIFIED TO DO BUSINESS IN:

Alabama, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Michigan, Minnesota, Missouri, Nebraska, New Jersey, New Mexico, New York, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, Texas, Utah, Virginia, Wisconsin, Wyoming

CAPITAL STOCK:

Primary Owning Company: BP America Inc.

Common Stock

Authorized:
1,600,000,000 Shares Without Par Value

Issued and Outstanding:
1,000 shares - BP America Inc. (100%)

Preferred Stock

Authorized:
50,000,000 Voting Preferred Shares Without Par Value
50,000,000 Non-Voting Preferred Shares Without Par Value

Issued:
None

BPAmoco

CORPORATE SECRETARY WEBPAGE

▶▶▶ BP AMOCO CORPORATION

THE STANDARD OIL COMPANY

Display Ownership Chart

PRINCIPAL OPERATING OFFICE:

200 East Randolph Drive
Chicago, Illinois 60601

INCORPORATION:

Incorporated:	USA-Ohio
Date:	January 10, 1870
Existence:	Perpetual
Corporate No:	3675
Federal ID No:	34-0548300
Fiscal Year End:	December 31

ANNUAL STOCKHOLDERS MEETING:

Date: First Monday in June

RESIDENT AGENT IN STATE OF INCORPORATION:

Corporate Secretary, BP America Inc.

BUSINESS:

To act as a holding company of certain subsidiaries, located primarily in the U.S.

QUALIFIED TO DO BUSINESS IN:

Alaska (dba SOCO Inc. 02/15/89), Ohio (01/10/1870), Utah (04/03/97)

CAPITAL STOCK:

Primary Owning Company: BP America Inc.

Authorized: 1,000 shares Common Stock
$1.00 par value each

Issued and Outstanding: 100 Shares - BP America Inc.

BPAmoco

CORPORATE SECRETARY WEBPAGE

▶▶▶ BP AMOCO CORPORATION

BP PIPELINES (ALASKA) INC.

Display Ownership Chart

PRINCIPAL OPERATING OFFICE:

900 E. Benson Blvd.
Anchorage, Alaska 99508

INCORPORATION:

Incorporated:	USA-Delaware
Date:	October 18, 1937
Federal ID No:	34-0540328

ANNUAL STOCKHOLDERS MEETING:

Date:	As determined by the Board of Directors
Location:	As determined by the Board of Directors

RESIDENT AGENT IN STATE OF INCORPORATION:

The Corporation Trust Company

BUSINESS:

To engage in the pipeline transportation of crude oil as a regulated (FERC and APUC) common carrier pipeline company and to participate in TAPS as the holder of a 50% undividend interest in the system.

QUALIFIED TO DO BUSINESS IN:

Alaska (2/24/71), District Of Columbia (F.E.R.C.) (2/18/40)

CAPITAL STOCK:

Primary Owning Company: The Standard Oil Company

Authorized: 20,000 Common Shares
$10 par value

Issued and Outstanding: 15,765 - The Standard Oil Company

BPAmoco

CORPORATE SECRETARY WEBPAGE

▶▶▶ BP AMOCO CORPORATION

BP TRANSPORTATION (ALASKA) INC.

Display Ownership Chart

PRINCIPAL OPERATING OFFICE:

900 E. Benson Blvd.
Anchorage, Alaska 99508

INCORPORATION:

Incorporated:	USA-Delaware
Date:	July 27, 1982
Federal ID No:	34-1371194
Fiscal Year End:	December 31

ANNUAL STOCKHOLDERS MEETING:

Date:	As determined by the Board of Directors
Location:	As determined by the Board of Directors

RESIDENT AGENT IN STATE OF INCORPORATION:

The Corporation Trust Company

BUSINESS:

To act as managing partner in Endicott Pipeline Company (a partnership in which the company owns a 57% interest) and to hold a 38% interest in Kuparuk Transportation Company (a partnership) and to engage in the transportation of crude oil and petroleum products.

QUALIFIED TO DO BUSINESS IN:

Alaska (4/22/83)

CAPITAL STOCK:

Primary Owning Company: BP Pipelines (Alaska) Inc.

Authorized: 100 shares Common Stock
$100 par value

Issued and Outstanding: 100 shares - BP Pipelines (Alaska) Inc.

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1	BP Amoco p.l.c.																		England
2		Anadolu Tasfiyehanesi A S															17.000%	17.000%	Turkey
3		Anro Oil Limited																	England
4		BP (Bermuda) Limited																	Bermuda
5			BP Peru Limited																Bermuda
6			Oman Bitumen Company LLC														27.500%	27.500%	Oman
7		BP (Gibraltar) Limited																	England
8		BP (Indian Agencies) Limited																	England
9			BP India Limited														40.000%	40.000%	India
10		BP (Pakistan) Limited (in Liquidation)																	England
11		BP Africa Limited																	England
12			AgipPetroli International B.V.														50.000%	50.000%	Kenya
13			BP Kenya Limited														50.000%	50.000%	Kenya
14			BP Mocambique Limitada																Mocambique
15			BP Mocambique Limited																England
16			BP Tanzania Limited														50.000%	50.000%	Tanzania
17			BP Zambia PLC														75.000%	75.000%	Zambia
18				Zamlube Re-refiners Limitec														75.000%	Zambia
19			BP Zimbabwe (Pvt) Limited														50.000%	50.000%	Zimbabwe
20				Canopus Marketing (Pvt) Limitec														50.000%	Zimbabwe
21				Cougar Transport Company (Pvt) Limitec													50.000%	50.000%	Zimbabwe
22				Kime Properties (Pvt) Limited														50.000%	Zimbabwe
23				Shell & BP Marketing Services (Pvt) Limited													50.000%	50.000%	Zimbabwe
24			Central African Petroleum Refineries (Pte) Lt														20.750%	20.750%	Zimbabwe
25			Companhia Estanifera do Brasi														60.948%	60.948%	Brazil
26			Industry Council for Development Services B\														2.500%	2.500%	The Netherlands
27				African Management Services Company B\														2.500%	The Netherlands
28			Kabulonga Properties Limitec																Zambia
29			Kenya Shell Limited														50.000%	50.000%	Kenya
30				Chemelil Sugar Company Limited													9.000%	4.500%	Kenya
31				Shell East Africa Provident Trust Limited														50.000%	England
32			Oil Company of Malawi (1978) Limitec														50.000%	50.000%	Malawi
33			Shell Zimbabwe (Pvt) Limited														50.000%	50.000%	Zimbabwe
34				Cougar Transport Company (Pvt) Limitec													50.000%	50.000%	Zimbabwe
35				Crusader Engineering (Pvt) Limitec														50.000%	Zimbabwe
36				Electrical Installations (Pvt) Limited														50.000%	Zimbabwe
37				J & S Motors (Pvt) Limited														50.000%	Zimbabwe
38				Norman Properties (Pvt) Limitec														50.000%	Zimbabwe
39				Nova Lubricants (Pvt) Limited														50.000%	Zimbabwe
40				Pyramid Motor Corporation (Pvt) Limitec														50.000%	Zimbabwe
41					Condor Investments (Pvt) Limited													50.000%	Zimbabwe
42				Shell & BP Marketing Services (Pvt) Limited													50.000%	50.000%	Zimbabwe
43				Zimbabwe Lubricants (Pvt) Limited														50.000%	Zimbabwe
44		BP America Holdings Limited																	England
45			BP America Inc.+ BP America Inc. group (to be transferred on 29 Aug 2000 to BP Amoco plc)														15.000%		USA-Delaware
46		BP America Inc.															85.00%		USA-Delaware
47			200 PS Aircraft Holdings Inc.																USA-Delaware
48			200 PS Overseas Holdings Inc.														60.900%		USA-Delaware
49				BP Amoco Australia Holdings Pty Limited															Australia - Victoria
50				BP Developments Australia Pty Limited															Australia - Victoria
51					BP Amoco Australia Finance Pty Limited														Australia - Victoria
52					North West Shelf Gas Pty Limited												33.330%	33.330%	Australia
53			Atlantic Richfield Company														99.170%		USA-Delaware
54				Agro Internacional, S. de R. L. de C.V.													48.800%	48.800%	USA-California
55				AMI Leasing, Inc.															USA-Delaware
56				AM/PM International Inc.															USA-Delaware
57					Wittenberg (Hong Kong) Limited														Hong Kong
58						Guangzhou am/pm Convinience Store Co. Ltd													China

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
59				ARCO Abu Dhabi Inc.															USA-Delaware
60				ARCO Alaskan Oil Transport Company															USA-Delaware
61				ARCO Algeria Inc.															USA-Delaware
62				ARCO Aluminum, Inc.															USA-Delaware
63				ARCO Arctic Shipping, Inc.															USA-Delaware
64				ARCO Asia Gas Inc.															Bahamas
65					ARCO JDA Limited														Bahamas
66				ARCO Asia Inc.															USA-Delaware
67				ARCO Asia Pacific Investments Ltd.															Bahamas
68				ARCO Azerbaijan Inc. (B)															Bahamas
69				ARCO Azerbaijan (D)															USA-Delaware
70				ARCO China Coal Bed Methane Inc															USA-Delaware
71					ARCO Ordos CBM Limited														Cayman Islands
72				ARCO China Inc.															USA-Delaware
73				ARCO Coal China, Inc.															Bahamas
74				ARCO Comfort Products Co.															USA-Texas
75				ARCO Communications Inc.															USA-Delaware
76				ARCO Crude Trading Singapore, Inc															USA-Delaware
77				ARCO DCS II, Inc.															USA-Delaware
78				ARCO de Colombia Inc.															Bahamas
79				ARCO Dubai Inc.															USA-Delaware
80				ARCO East Africa Inc.															USA-Delaware
81				ARCO Ecuador Ltd.															Bahamas
82				ARCO El-Djazair Holdings Inc.															USA-Delaware
83					ARCO El-Djazair Co.														USA-Delaware
84				ARCO Energy Conservation, Inc															USA-Delaware
85				ARCO Environmental, Inc.															USA-Delaware
86				ARCO Exploration, Inc.															USA-Delaware
87					Atlantic Richfield Indonesia Inc.														USA-Delaware
88				ARCO Foundation, Inc.															USA-Delaware
89				ARCO Gabon Exploration & Production Company Ltd															Bahamas
90				ARCO Gabon Inc.															Bahamas
91				ARCO Galeones Inc.															Bahamas
92				ARCO Germany Inc.															USA-Delaware
93				ARCO Ghadames Inc.															USA-Delaware
94				ARCO Ghana Inc.															USA-Delaware
95				ARCO Global Energy Ventures Asia, Inc															USA-Delaware
96				ARCO Global Energy Ventures, Inc.															USA-Delaware
97				ARCO Global Fuel & Power Ltd.															Bahamas
98					ARCO Integrated Power (Ecuador) Limitec														Bahamas
99					Great Yarmouth Power Limited												40.000%		England
100				ARCO Global Services Company Inc															USA-Delaware
101				ARCO Information Systems, Inc.															USA-Delaware
102				ARCO Integrated Power Inc.															USA-Delaware
103				ARCO Integrated Power (Zhuhai) Ltd															Bahamas
104					Zhuhai SEZ Zhu-AR Energy Development Co., Ltd												49.000%	49.000%	China
105				ARCO International Energy Holdings Inc															Bahamas
106				ARCO International Exploration and Production Inc															Bahamas
107				ARCO International Holdings, Inc.															Bahamas
108				ARCO International Investments Inc.															USA-Delaware
109					Arabia Felix Limited														Jersey
110					ARCO British International, Inc.														USA-Delaware
111						ARCO British Limited													USA-Delaware
112							Union Texas Britannia Limitec												England
113							Union Texas Gas Limitec												England
114							Union Texas Petroleum Limitec												England
115						ARCO Crude Trading Inc.													USA-Delaware
116						ARCO Eurasia And North Africa Limited													England

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
117						Atlantic Richfield Oil & Gas (St. James) Limited													England
118					ARCO Denmark Limited														Bahamas
119					ARCO Faroes Limited														Bahamas
120					ARCO Georgia Inc.														Bahamas
121					ARCO Ireland Exploration Inc														Liberia
122					ARCO Ireland Inc.														Liberia
123					ARCO Mozambique (M-Ten) Ltd														Bahamas
124					ARCO Mozambique (Sofala) Ltd														Bahamas
125					ARCO Mozambique (Temane) Ltd														Bahamas
126					ARCO Oman Inc.														Bahamas
127				ARCO International Oil and Gas Corporatio															USA-Delaware
128				ARCO International Petroleum, Inc.															USA-Delaware
129				ARCO International Services, Inc.															USA-Delaware
130				ARCO Investment Management Company															USA-Delaware
131				ARCO Ireland Power Ltd.															Cayman Islands
132				ARCO Irish Holdings Inc.															USA-Delaware
133				ARCO Korea Inc.															Bahamas
134				ARCO Kuparuk Shipping Company															USA-Delaware
135				ARCO Latin America Energy Company, Inc.															
136				ARCO Latin America Inc.															USA-Delaware
137				ARCO LNG (Taiwan) Ltd.															Bahamas
138				ARCO Magdalena Inc.															Bahamas
139				ARCO Malaysia-Vietnam Inc.															Bahamas
140				ARCO Malaysia Inc.															Bahamas
141				ARCO Material Supply Company															USA-Delaware
142				ARCO Mediterranean Inc															USA-Delaware
143					ARCO Hydrocarbures Tunisie														France
144					South Kerkennah Oil Company														USA-Delaware
145				ARCO Mexico Inc.															USA-Delaware
146				ARCO Mexico Projects, Inc.															USA-Delaware
147				ARCO Mexico Ventures, Inc.															USA-Delaware
148					ARCO Mexico Holdings, S. de R. L. de C.V.												99.000%		Mexico
149				ARCO Midcon LLC															USA-Delaware
150				ARCO Middle East New Ventures Ltd.															Bahamas
151				ARCO Middle East & Central Asia Inc.															USA-Delaware
152				ARCO Myanmar Inc.															Bahamas
153				ARCO Neftegaz Holdings, Inc.															USA-Delaware
154				ARCO Neighborhood Support Corporatio															USA-Delaware
155				ARCO New Venture Co.															USA-Delaware
156				ARCO North Africa Ltd.															Bahamas
157				ARCO North Slope Supply Company															USA-Delaware
158				ARCO Offshore Payroll Company Limitec															Bahamas
159				ARCO Oil and Gas Company															USA-Delaware
160				ARCO Oil and Gas Corp.															Canada
161				ARCO Oriente Inc.															USA-Delaware
162				ARCO Overseas Holdings Inc															USA-Delaware
163				ARCO Overseas Petroleum Inc															USA-Delaware
164				ARCO Overseas Pipeline Inc															USA-Delaware
165				ARCO Pakistan Inc.															Liberia
166				ARCO Persian Gulf Inc.															Bahamas
167				ARCO Petroleum New Zealand Inc.															USA-Delaware
168				ARCO Petroleum Taranaki Ltd															New Zealand
169				ARCO Philippines (Sulu) Inc.															USA-Delaware
170				ARCO Polypropylene Company															USA-Delaware
171				ARCO Products Canada Limited															Canada
172				ARCO Qatar Exploration Company Inc															Bahamas
173				ARCO Qatar Onshore, Inc.															Bahamas
174				ARCO Qatar, Inc.															USA-Delaware

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
175				ARCO RF Services Inc.															USA-Delaware
176				ARCO Romania Inc.															USA-Delaware
177				ARCO Sakhalin Inc. (D)															USA-Delaware
178					ARCO Sakhalin Inc. (B)														Bahamas
179				ARCO Shabwa, Inc.															Bahamas
180				ARCO Siberia, Inc.															USA-Delaware
181				ARCO Terminal Services Corporatio															USA-Delaware
182				ARCO Transport, Inc.															USA-Delaware
183				ARCO Tresop, Inc.															USA-Delaware
184				ARCO Trinidad Exploration and Production Company Limite															Bahamas
185				ARCO Trinidad Inc.															USA-Delaware
186				ARCO Tunisia Inc.															USA-Delaware
187				ARCO Turkey Inc.															Liberia
188				ARCO Uinta Coal Company															USA-Delaware
189				ARCO Venezuela Energy Inc															USA-Delaware
190				ARCO Venezuela Exploration and Production Company Ltc															Bahamas
191				ARCO Venezuela Holdings, Inc															Bahamas
192				ARCO West Africa Inc.															USA-Delaware
193				ARCO Western Gas Pipeline Company															USA-Delaware
194				ARCO Western Transport, Inc.															USA-Delaware
195				ARCO Wittenberg Investments Limited													80.000%	80.000%	Bahamas
196					ARCO Wittenberg Petroleum Limited														Hong Kong
197					Chartwin Enterprises Limited														Hong Kong
198						Guanzhou ARCO Wittenberg Petroleum Limited											75.000%	75.000%	China
199					Portview International Limitec														Hong Kong
200						Huizhou ARCO Wittenberg Petroleum Supply Company Limitec											85.000%	85.000%	China
201					Wittenberg Energy Limited														Hong Kong
202						Jiangmen ARCO Wittenberg Fuel Company Limited											85.000%	85.000%	China
203				ARCO Zhenhai II, Inc.															Bahamas
204					ARCO Zhenhai Petrochemical, LLC												50.000%		USA-Delaware
205				ARCO Zhenhai I, Inc.															Bahamas
206					ARCO Zhenhai Petrochemical, LLC												50.000%		USA-Delaware
207				Atlantic Refining Company of Cuba															Bahamas
208				Atlantic Richfield Ambalat (Indonesia) Limitec															USA-Delaware
209				Atlantic Richfield Bali North Inc.															USA-Delaware
210				Atlantic Richfield Berau Inc.															USA-Delaware
211				Atlantic Richfield Bomberal Inc.															USA-Delaware
212				Atlantic Richfield Bukat (Indonesia) Limitec															Bahamas
213				Atlantic Richfield East Arguni Inc.															USA-Delaware
214				Atlantic Richfield Ecuador Inc.															USA-Delaware
215				Atlantic Richfield Hanford Company															USA-Delaware
216				Atlantic Richfield International Finance Corporatio															USA-Delaware
217				Atlantic Richfield Madura East Inc.															USA-Delaware
218				Atlantic Richfield Muriah, Inc.															USA-Delaware
219				Atlantic Richfield Peru Inc.															USA-Delaware
220				Atlantic Richfield West Arguni Inc.															USA-Delaware
221				Atlantic Richfield Wiriagar Inc.															USA-Delaware
222				Atlantic Richfield Wokam Limited															Bahamas
223				Border Pipe Line Company															USA-Delaware
224				BP Amoco Seaway Products Pipeline Company															USA-Delaware
225				Candelaria Exploration Corporatio															USA-Delaware
226				CH-Twenty, Inc.													50.000%		USA-Delaware
227					ARCO Environmental Remediation, L.L.C														USA-Delaware
228				Delta Housing Inc.															USA-Delaware
229				El-Biar Real Estate Holdings Inc.															USA-Delaware
230				Energy Bank (Americas), Ltd.															Cayman Islands
231				Greater Pacific Limited															Bermuda
232				HAB Assets, Inc.															USA-Delaware

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
233				Los Palacios Exploration Corporatio															USA-Delaware
234				Pan American Petroleum Company of Californi															USA-California
235				Pars Investment Corporatio													1.670%	41.817%	Iran
236				Paypoint Electronic Payment Systems, Inc.															USA-Delaware
237				Prestige Stations, Inc.															USA-Delaware
238				Products Cogeneration Compan															USA-Delaware
239					CH-Twenty, Inc.												50.000%		USA-Delaware
240				Rodas Exploration Corporatio															USA-Delaware
241				Santa Cruz Exploration Corporatio															USA-Delaware
242				Shine Top International Investment Limitec															Hong Kong
243					J & A Petrochemical Sdn. Bhd.												49.000%	49.000%	Malaysia
244					Jiu Feng ARCO Energy Co. Ltd. Zhuhai												49.000%	49.000%	China
245						Jiu Feng Petrochemical Co. Ltd.												49.000%	China
246				Silva Exploration Corporatio															USA-Delaware
247				Tertiary Services, Inc.															USA-Delaware
248				The ARCO Corporatior															USA-Delaware
249				Union Texas Petroleum Holdings, Inc															USA-Delaware
250					Union Texas Petroleum Energy Corporatio														USA-Delaware
251						Union Texas International Corporatio													USA-Delaware
252							ARCO de Bolivia Limited												Bahamas
253							ARCO Desarrollo de Ecuador Limitec												Bahamas
254							ARCO Japan Energy Inc.												USA-Delaware
255							ARCO Offshore (Trinidad) Limitec												Bahamas
256							ARCO Produccion de Venezuela Limitec												Bahamas
257							ARCO South America Limited												Bahamas
258							A&E-3, Ltd.												Cayman Islands
259							Union Texas Adriatic, Inc.												USA-Delaware
260							Union Texas Albion, Inc.												USA-Delaware
261							Union Texas Azerbaijan Limitec												Bahamas
262								Union Texas Azerbaijan Services Limitec											Bahamas
263								Union Texas Lok Batan Limited											Bahamas
264								Union Texas Qobustan Limitec											Bahamas
265								Union Texas Qobustan Operations Limitec											Bahamas
266							Union Texas A&E-1, Inc.												USA-Delaware
267							Union Texas A&E-2, Inc.												USA-Delaware
268							Union Texas Bangladesh, Inc												USA-Delaware
269							Union Texas Brasil, Inc.												USA-Delaware
270							Union Texas Central Asia Limitec												Bahamas
271							Union Texas Congolais Limitec												Bahamas
272							Union Texas do Brasil Limitec												Bahamas
273							Union Texas East Kalimantan Limitec												Bahamas
274							Union Texas Eastern Mediterranean Limite												Bahamas
275							Union Texas Energy Development Limitec												England
276							Union Texas Hellas, Inc												USA-Delaware
277							Union Texas Jordan Limitec												Bahamas
278							Union Texas Kazakhstan Limitec												Bahamas
279							Union Texas Kazakhstan Offshore Limitec												Bahamas
280							Union Texas MA-1, Inc.												USA-Delaware
281							Union Texas MA-3, Ltd.												Cayman Islands
282							Union Texas Maghreb, Inc												USA-Delaware
283							Union Texas Offshore Alpha-1, Inc												USA-Delaware
284							Union Texas Offshore Alpha-2, Inc												USA-Delaware
285							Union Texas Offshore Alpha-2, Ltd												Cayman Islands
286							Union Texas Offshore Alpha-3, Inc												USA-Delaware
287							Union Texas Offshore Alpha-3, Ltd												Cayman Islands
288							Union Texas Offshore Alpha-4, Inc												USA-Delaware
289							Union Texas Offshore Alpha-4, Ltd												Cayman Islands
290							Union Texas Offshore Alpha-5, Inc												USA-Delaware

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
291							Union Texas Offshore Alpha-5, Ltd												Cayman Islands
292							Union Texas Offshore Beta-1, Inc												USA-Delaware
293							Union Texas Offshore Beta-2, Inc												USA-Delaware
294							Union Texas Offshore Beta-3, Ltd												Cayman Islands
295							Union Texas Pakistan Power Limitec												Bahamas
296							Union Texas Pakistan, Inc												USA-Delaware
297							Union Texas South Pacific, Inc.												USA-Delaware
298							Union Texas Tomori, Inc.												USA-Delaware
299							Union Texas Trading Corporatio												USA-Delaware
300							Union Texas Yemen Limitec												Bahamas
301							Union Texas (Argentina) Limitec												USA-Delaware
302							Union Texas (Transnational) Limitec												Bahamas
303				Vastar Resources, Inc.													81.700%	81.700%	USA-Delaware
304					F & H Pipeline Company													81.700%	USA-Delaware
305					Grant Gathering Company													81.700%	USA-Delaware
306					Vastar Holdings, Inc.													81.700%	USA-Delaware
307						Vastar Gas Marketing, Inc.												81.700%	USA-Delaware
308						Vastar Power Marketing, Inc.												81.700%	USA-Delaware
309							Vastar Energy, Inc.											81.700%	USA-Delaware
310								Southern Company Energy Marketing, L.P									39.600%	32.352%	USA-Delaware
311					Vastar Offshore, Inc.													81.700%	USA-Delaware
312						Vastar Pipeline, LLC												81.700%	USA-Delaware
313					Wilburton Hub, Inc.													81.700%	USA-Delaware
314				Western Energy Cogen, Inc.														81.700%	USA-Delaware
315			BP Amoco Corporation																USA-Indiana
316				Amoco Canada Petroleum Holdings, L.L.C															USA Delaware
317				Amoco Canada Petroleum International Holding Company Lt															USA- Delaware
318					Amoco Canada International Holdings B.V														The Netherlands
319						Amoco Canada Petroleum Company													Canada
320							3017011 Nova Scotia Company												Canada
321							3017015 Nova Scotia Company												Canada
322							3225429 Canada Ltd.												Canada
323							563916 Alberta Ltd												Canada
324							666678 Alberta Ltd.												Canada
325							ACP (Malaysia), Inc.												USA-Delaware
326								BP Amoco Chemical Malaysia Holding Company									90.000%		USA-Delaware
327									Amoco Chemical Holding B.V.										The Netherlands
328										Amoco Chemical Indonesia Holding B.V.									The Netherlands
329											Amoco Chemical Indonesia PP Holding B.V.								The Netherlands
330											Amoco Chemical Indonesia PTA Holding B.V.								The Netherlands
331										Amoco Chemical Malaysia Holding I B.V.									The Netherlands
332											Amoco Kimya Limited Sirketi						50.000%		Turkey
333										Amoco Chemical Malaysia Holding IV B.V.									The Netherlands
334										Amoco Chemical (Malaysia) SDN. BHD									Malaysia
335											AC Construction Management SDN. BHD.(In Liquidation								Malaysia
336										Amoco Jordan Pipeline B.V.									The Netherlands
337										Amoco Kimya Limited Sirketi							50.000%		Turkey
338										Amoco Trinidad Methanol B.V.									The Netherlands
339										Titan Finance LLC							16.670%	16.670%	USA
340							Air BP Canada Limited												Canada
341							Amoco Canada Chemical Company												Canada
342							Amoco Canada Hydrocarbons Ltd												Canada
343							Amoco Canada Marketing Corp												USA-Delaware
344							Amoco Canada Power Resources Company												Canada
345							Amoco Canada Prairie Rose Power Company												Canada
346							Amoco Canada Resources Ltd												Canada
347								147570 Canada Ltd.											Canada
348								213007 Petroleum Ltd.											Canada

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
349									Dome Beaufort Petroleum Limited 1979 Partnership No. 2								0.010%	0.040%	Canada				
350								213008 Petroleum Ltd.											Canada				
351									Dome Beaufort Petroleum Limited 1979 Partnership No. 3								0.020%	0.060%	Canada				
352								237644 British Columbia Ltd.											Canada				
353								289807 Alberta Ltd.											Canada				
354									105646 Canada Ltd.										Canada				
355										127664 Canada Ltd.									Canada				
356											Garfin Resources Ltc								Canada				
357									356920 Alberta Ltd.										Canada				
358										338572 Resources Ltd.							58.330%	58.330%	Canada				
359											136908 Canada Limited							58.330%	Canada				
360									356921 Alberta Ltd.										Canada				
361								3061434 Canada Ltd.											Canada				
362								94022 Canada Inc.											Canada				
363									Dome Beaufort Petroleum Limited 1979 Partnership No. 1								0.020%	95.000%	Canada	Partnership			
364								Alberta Ethane Development Company Ltd									33.330%	33.330%	Canada				
365								Alberta One-Call Location Corporatio									11.270%	11.270%	Canada				
366								Amoco Canada Energy Ltd.											Canada				
367									3020364 Nova Scotia Company										Canada				
368									3020365 Nova Scotia Company										Canada				
369									3024381 Nova Scotia Company										Canada				
370									3024382 Nova Scotia Company										Canada				
371									3024926 Nova Scotia Company										Canada				
372									Amoco Canada Oil and Gas										Canada	Partnership			
373									Amoco Canada Trading Company Ltd								70.788%		Canada				
374								Amoco Canada Trading Company Ltd									29.212%		Canada				
375								Aurora Pipe Line Company											Canada				
376								Cochin Pipe Lines Ltd.											Canada				
377								Cynthia Gas Gathering Company Limitec											Canada				
378								Dome Beaufort Petroleum Limitec											Canada				
379									Dome Beaufort Petroleum Limited 1977 Partnership No. 1								0.050%	0.050%	Canada	Partnership			
380									Dome Beaufort Petroleum Limited 1977 Partnership No. 2								0.200%	0.200%	Canada	Partnership			
381									Dome Beaufort Petroleum Limited 1978 Partnership No. 1								0.080%	0.080%	Canada	Partnership			
382									Dome Beaufort Petroleum Limited 1978 Partnership No. 2								0.050%	0.050%	Canada	Partnership			
383									Dome Beaufort Petroleum Limited 1978 Partnership No. 3								0.050%	0.050%	Canada	Partnership			
384									Dome Beaufort Petroleum Limited 1978 Partnership No. 4								0.050%	0.050%	Canada	Partnership			
385									Dome Beaufort Petroleum Limited 1979 Partnership No. 1								0.040%	95.000%	Canada	Partnership			
386									Dome Beaufort Petroleum Limited 1979 Partnership No. 2								0.030%	0.040%	Canada	Partnership			
387									Dome Beaufort Petroleum Limited 1979 Partnership No. 3								0.040%	0.060%	Canada	Partnership			
388								Dome Beaufort Petroleum Limited 1979 Partnership No.									94.940%	95.000%	Canada	Partnership			
389								Dome Beaufort Petroleum Limited (March 1980) Limited Partnershi											Canada	Partnership			
390								Dome Kerrobert Pipeline Ltd											Canada				
391								Dome NGL Pipeline Ltd.											Canada				
392								Dome Resources Limitec											Canada				
393								Dome Wallis (1980) Limited Partnership									92.500%	92.500%	Canada	Partnership			
394								First-Tier Energy Ltd.											Canada				
395								Fusilier Energy Ltd.											Canada				
396								Panarctic Oils Ltd.											Canada				
397								ProGas Limited									8.333%	16.666%	Canada				
398								Rangeland Pipe Line Company Limitec											Canada				
399								Rimbey Pipe Line Co. Ltd.									2.390%	2.390%	Canada				
400							Amoco Colombia Corporatior												Canada				
401							Amoco Malaysia Inc.												USA-Delaware				
402							Canadian Marine Drilling Ltd												Canada				
403							Canmar Explorer III Ltd.												Canada				
404							Canwest Gas Supply Inc.												Canada				
405							CrossAlta Gas Storage & Services Ltd										40.000%	40.000%	Canada				
406							Dome Petroleum Corp.												USA-North Dakota				

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
407								Dome Pipeline Corporatior											USA-Delaware				
408							Dome Petroleum Corp. (U.S.)												USA-North Dakota				
409								Canmar (U.S.) Inc.											USA-Texas				
410							ProGas Limited										8.333%	16.666%	Canada				
411							Redwater Water Disposal Company Ltd										0.650%	0.650%	Canada				
412				Amoco Credit Corporatior															USA- Delaware				
413				Amoco Development Company															USA- Delaware				
414				Amoco Realty Company															USA- Delaware				
415					200 Park Plaza Associates												10.000%	10.000%	USA	Partnership			
416				Amoco Technology Company															USA- Delaware				
417					Amoco Bioproducts Corporatior														USA- Delaware				
418					Amoco Solar Holding Company														USA- Delaware				
419						BP Solarex											50.000%		USA	Partnership			
420							Africa Solar (Pty) Limited										20.000%	20.000%	South Africa				
421							Amoco/Enro Solar Power Development International, Inc												Cayman Islands				
422								Amoco Enron Solar Mauritius, Inc.									99.000%		Mauritius				
423								Amoco Enro Solar Power Development Global, Inc											Cayman Islands				
424									Amoco Enron Solar Mauritius, Inc.								1.000%		Mauritius				
425									Indo-Star Energy										India				
426							Gallivare Photo Voltaic AB										24.000%	24.000%	Sweden				
427							MSK Corporatior										2.000%	2.000%	Japan				
428							Solarex Austria Incorporatec												USA- Delaware				
429							Solarex Electric Ltd.												Hong Kong				
430							Solarex International LLC												USA-Delaware				
431							Solarex Pty.,Ltd.												Australia				
432								Alternate Power Supplies, Inc											Australia				
433					BP Solarex												50.000%		USA	Partnership			
434						Africa Solar (Pty) Limited											20.000%	20.000%	South Africa				
435						Amoco/Enro Solar Power Development International, Inc													Cayman Islands				
436							Amoco Enron Solar Mauritius, Inc.										99.000%		Mauritius				
437							Amoco Enro Solar Power Development Global, Inc												Cayman Islands				
438								Amoco Enron Solar Mauritius, Inc.									1.000%		Mauritius				
439								Indo-Star Energy											India				
440						Gallivare Photo Voltaic AB											24.000%	24.000%	Sweden				
441						MSK Corporatior											2.000%	2.000%	Japan				
442						Solarex Austria Incorporatec													USA- Delaware				
443						Solarex Electric Ltd.													Hong Kong				
444						Solarex International LLC													USA-Delaware				
445						Solarex Pty.,Ltd.													Australia				
446							Alternate Power Supplies, Inc												Australia				
447					Biotechnology Research & Development Corporatio												14.300%	14.300%	USA				
448					GDP Technologies, Inc.												32.900%	32.900%	USA				
449					Vysis, Inc.														USA- Delaware				
450						Gene-Trak, Inc.													USA- Delaware				
451							Gene-Trak Systems Industrial Diagnostics Corporatio												USA- Delaware				
452						Vysis, Inc. II													USA- Illinois				
453							Vysis GmbH												Germany				
454				Amprop, Inc.															USA- Delaware				
455					Amprop Illinois I Ltd. Partnership												98.500%	98.500%	USA	Partnership			
456						Warrenville Development Ltd. Partnership											70.000%	70.000%	USA	Partnership			
457							Cantera K-3 Ltd. Partnership										39.000%	39.000%	USA	Partnership			
458					Amprop Maryland I Ltd. Partnership												90.500%	90.500%	USA	Partnership			
459						Towson Commons Ltd. Partnership											90.500%	90.500%	USA	Partnership			
460					Amprop Riverside I Ltd. Partnership												97.500%	97.500%	USA	Partnership			
461				BP Amoco Company															USA- Delaware				
462					Amoco Chemical (Europe) S.A.														USA- Delaware				
463						Amoco Chemical Belgium N.V.											8.573%		Belgium				
464						Amoco Chemical France SARL													France				

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
465						Amoco Chemical Italia S.R.L.											99.973%		Italy
466						Amoco Chemical U.K. Limited													England
467							Amoco Chemical Belgium N.V.										2.858%		Belgium
468							Amoco (U.K.) Pension Trust Limited										33.333%		England
469							Amoco Fabrics (U.K.) Limited												England
470						Amoco Deutschland GMBH											0.255%		Germany
471						Amoco Holding GMBH											99.545%		Germany
472							Amoco Chemical Deutschland GMBH												Germany
473								Amoco Chemical Belgium N.V.									2.858%		Belgium
474							Amoco Deutschland GMBH										99.745%		Germany
475						Amoco Sulfur Recovery Company											50.000%		USA- Delaware
476						Amoco (U.K.) Limited (In Liquidation)													England
477					Amoco International (Guernsey) Limitec														Guernsey
478					Amoco Leasing Corporatior														USA- Delaware
479						Amoco Tax Leasing X Corporatior													USA- Delaware
480					Amoco Mortgage Realty Company														USA- Delaware
481					Amoco Oil Company														USA- Maryland
482						American Oil Company													USA- Delaware
483						Amoco Environmental Services Company											90.000%	90.000%	USA- Virginia
484						Amoco Marketing Environmental Services Company											89.000%	89.000%	USA- Nevada
485						Amoco Marketing Venture Company													USA- Delaware
486						Amoco Oil Holding Company													USA- Delaware
487							ACM Services, Inc.												USA- Texas
488							Amocams/Modular, Inc.												USA- Delaware
489							Amoco Corporate Development Company (Latin America												USA- Delaware
490								Amoco Mexico Holding Company, S.A. De C.V											Mexico
491									Amoco Chemical de Mexico S.A. de C.V.										Mexico
492									Amoco Fabrics & Fibers de Mexico, S.A. de C.V.										Mexico
493									Amoco Fabrics & Fibers Servicios, S.A. de C.V.										Mexico
494									Amoco Oil De Mexico, S.A. De C.V.										Mexico
495									Amoco Servicios Mexicanos, S.A. De C.V										Mexico
496									Empresas Amoxxo S.A. de C.V.								49.990%	49.990%	Mexico
497									Inmobiliaria Sitios Verdes, S.A. de C.V.										Mexico
498							Amoco Services International Company												USA- Delaware
499							Amoco Eurasia Oil Company												USA- Delaware
500							Amoco Insurance Plans, Inc.												USA- Illinois
501							Amoco International Sales Company												USA- Delaware
502							Amoco Louisiana Fractionator Company												USA- Delaware
503							Amoco MB Fractionation Company												USA- Delaware
504							Amoco MBF Company												USA- Delaware
505							Amoco Mexico Oil Company												USA- Delaware
506							Amoco Oil Latin America Corporatior												USA- Delaware
507							Amoco Orient Oil Company												USA- Delaware
508							Amoco Petroleum Products Consulting, Inc.												USA- Delaware
509							Amoco Sulfur Recovery Company										50.000%		USA- Delaware
510							A.C.M. Services, Inc.												USA- Texas
511							Huaneng Amoco Clean Energy Company										46.400%	46.400%	China
512								Huayou Yangtze LGP Cc									29.000%	13.456%	China
513							Joint Basin Corporatior										25.000%	25.000%	USA- Delaware
514							Omega Oil Company												USA- Delaware
515							Utah Oil Refining Company												USA- Utah
516						Amoco Petroleum Products Europa, Inc.													USA- Delaware
517						Conti Cross Keys Inn, Inc.													USA- Pennsylvania
518						Natural Gas Vehicles Systems, Inc.											10.380%	10.380%	USA
519					Amoco Orient Company														USA- Delaware
520					Amoco Pipeline Company														USA- Maine
521						Amoco Pipeline Holding Company													USA- Delaware
522							Amoco Beaumont GP Company												USA- Delaware

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation	
523								Oiltanking Beaumont GP, L.L.C.									0.500%	0.500%	USA- Delaware	Partnership
524									Oiltanking Beaumont Partners, L.P.								1.000%	50.000%	USA- Delaware	Partnership
525							Amoco Beaumont LP Company												USA- Delaware	
526								Oiltanking Beaumont Partners, L.P.									49.500%	50.000%	USA- Delaware	Partnership
527							Amoco Capline Pipeline Company												USA- Delaware	
528								Capline Pipeline System (joint venture									11.320%	24.558%	USA	
529							Amoco Cushing-Chicago Pipeline Company												USA- Delaware	
530								Cushing-Chicago Pipeline System									24.000%	24.000%	USA	
531							Amoco Cypress Pipeline Company												USA- Delaware	
532								Cypress Pipeline Company, LLC									50.000%	50.000%	USA- Delaware	
533							Amoco Destin Pipeline Company												USA- Delaware	
534								Destin Pipeline Company, L.L.C.									33.333%	33.333%	USA	
535							Amoco Endicott Pipeline Company												USA- Delaware	
536								Endicott Pipeline Partnership									10.494%	10.494%	USA	Partnership
537							Amoco Este Pipeline Company												USA- Delaware	
538								Este Pipeline System											USA	
539							Amoco High Island Pipeline Company												USA- Delaware	
540								High Island Pipeline System											USA	
541							Amoco Longhorn GP Pipeline Company												USA- Delaware	
542								Longhorn Partners GP, L.L.C.									15.000%	15.000%	USA	Partnership
543							Amoco Longhorn Pipeline Company												USA- Delaware	
544								Longhorn Partners Pipeline, L.P									15.000%	15.000%	USA	Partnership
545							Amoco Main Pass Gathering Company												USA- Delaware	
546								Main Pass Oil Gathering Co									33.333%	33.333%	USA	Partnership
547							Amoco Pipeline Asset Company												USA- Delaware	
548							Amoco Pipeline Dixie Investment Company												USA- Delaware	
549							Amoco Pipeline Investment II Company												USA- Delaware	
550								Frontier Pipeline Company									43.750%	43.750%	USA	Partnership
551									Frontier Pipeline Capital Corporatio									43.750%	USA- Delaware	
552							Amoco Pipeline Seminole Investment Company												USA- Delaware	
553								Seminole Pipeline Company									10.000%	10.000%	USA- Delaware	
554							Amoco Rancho Pipeline Company												USA- Delaware	
555								Rancho Pipeline System											USA	
556							Amoco Raven Ridge Pipeline Company												USA- Delaware	
557								Raven Ridge Pipeline Company									32.709%	32.709%	USA	Partnership
558							Amoco Rio Grande Pipeline Company												USA- Delaware	
559								Rio Grande Pipeline Company									30.000%	30.000%	USA	Partnership
560							Amoco Tri-States NGL Pipeline Company												USA- Delaware	
561								Tri-States NGL Pipeline, L.L.C.									16.660%	16.660%	USA	
562							Bravo Pipeline Company												USA- Delaware	
563								Bravo Pipeline System									81.000%	81.000%	USA	
564								Pecos Carbon Dioxide Pipeline Co									4.720%	4.720%	USA	Partnership
565							Colonial Pipeline Company										14.320%	14.320%	USA	
566							Dixie Pipeline Company										15.570%	15.570%	USA	
567							West Shore Pipe Line Company										10.520%	10.520%	USA- Delaware	
568						Chicap Pipe Line Company											29.170%	29.170%	USA	
569					Amoco Production Company														USA- Delaware	
570						Amoco Abu Dhabi Exploration Company													USA- Delaware	
571						Amoco Algeria Oil Company													USA- Delaware	
572						Amoco Algeria Petroleum Company													USA- Delaware	
573							Amoco Algeria Petroleum Company LLC												USA- Delaware	
574						Amoco Angola Offshore, Inc.													USA- Delaware	
575						Amoco Arabia Company											50.000%		USA- Delaware	
576						Amoco Australia Development Company													USA- Delaware	
577						Amoco Austria Petroleum Company													USA- Delaware	
578						Amoco Bolivia Petroleum Company													USA- Delaware	
579						Amoco Bolivia Services Company Inc.													British Virgin Islands	
580						Amoco Brasil Energy Investments Co. LTD.													British Virgin Islands	

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
581						Amoco Brazil Holdings, Inc.													USA- Delaware
582							Amoco Brasil Energia LTDA.										15.000%		Brazil
583						Amoco Brazil, Inc.													USA- Delaware
584							Amoco Brasil Energia LTDA.										85.000%		Brazil
585						Amoco Caribbean Trading Company													USA- Delaware
586						Amoco Caspian Sea Petroleum Company													USA- Delaware
587							Amoco Caspian Sea Finance Limitec												British Virgin Islands
588							Amoco Caspian Sea Petroleum Limitec												British Virgin Islands
589								Azerbaijan International Operating Compan									21.260%	42.670%	Cayman Islands
590							Amoco Inam Petroleum Company Limited												British Virgin Islands
591							Amoco North Absheron Petroleum Limitec												British Virgin Islands
592								North Absheron Operating Company Limitec									30.000%	30.000%	British Virgin Islands
593						Amoco Corporate Development Company (Eastern Europe													USA- Delaware
594						Amoco Corporate Development Company (M.E. & Africa													USA- Delaware
595						Amoco Denmark Exploration Company													USA- Delaware
596						Amoco Development Corporation (A&ME													USA- Delaware
597						Amoco Dinarides Petroleum Company													USA- Delaware
598						Amoco D. T. Company													USA- Delaware
599						Amoco Ecuador Oil Company													USA- Delaware
600						Amoco Egypt East Delta Marine Corporatio													British Virgin Islands
601						Amoco Egypt Gas Company													USA- Delaware
602							Nile Delta Oil Company										12.500%	12.500%	Egypt
603						Amoco Egypt Oil Company													USA- Delaware
604							Ekma Oil Company										50.000%	50.000%	Egypt
605							Gulf Of Suez Petroleum Company										50.000%	50.000%	Egypt
606							North October Petroleum Company										50.000%	50.000%	Egypt
607							Rudeis Oil Company										50.000%	50.000%	Egypt
608							Torsina Oil Company										37.500%	37.500%	Egypt
609						Amoco Energy Development Company													USA- Delaware
610						Amoco Energy Resources Corporatio													British Virgin Islands
611						Amoco Energy Trading Corporatio													USA- Delaware
612							Amoco Power Marketing Corporatio												USA- Delaware
613						Amoco Equipment Leasing Company													USA- Delaware
614						Amoco Eritrea Petroleum Company											90.910%		USA- Delaware
615						Amoco Espana Exploration Company													USA- Delaware
616						Amoco Eurasia Petroleum Company													USA- Delaware
617							A/O Amoco Eurasia Services Company												Russia
618						Amoco Europe Limited													England
619							Amoco (U.K.) Exploration Company												USA- Delaware
620								Amoco U.K. Petroleum Limited									65.000%		England
621								Amoco (Fiddich) Limited											England
622								Amoco (U.K.) Pension Trust Limited									33.333%		England
623								BP Amoco Exploration (Cavendish) Limitec											England
624								BP Amoco Exploration (Ettrick) Limited											England
625							Amoco (U.K.) Pension Trust Limited										33.333%		England
626							Amoco (U.K.) Holdings Limited												England
627								Amoco International Gas Development Limitec											England
628								Amoco North Sea Limited											England
629								Amoco Services Limited											England
630								Amoco Teesside Gas Limitec											England
631								BP-Amoco Global Power (Europe) Limitec											England
632								Great Yarmouth Power Limited									60.000%		England
633						Amoco Gabon Production Company													USA- Delaware
634						Amoco Global Gas Company													USA- Delaware
635						Amoco Global (BVI) Limited													British Virgin Islands
636						Amoco Guatemala Petroleum Company													USA- Delaware
637						Amoco India Development Company Limitec													British Virgin Islands
638						Amoco India Petroleum Company													USA- Delaware

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
639						Amoco Indonesia Exploration Company													USA- Delaware
640						Amoco Indonesia Petroleum Company													USA- Delaware
641						Amoco (Indonesia) Java Sea Petroleum Company													USA- Delaware
642						Amoco International Petroleum Company													USA- Delaware
643							Amoco Argentina Oil Company												USA- Delaware
644								Pan American Energy LLC									59.988%	60.110%	USA- Delaware
645									Compania Boliviana de Petroleo S.A									60.110%	Bolivia
646									Energia del Sur S.A.								40.000%	24.000%	Argentina
647								TERMAP S.A.									26.320%	26.320%	Argentina
648							BP Amoco Energy Company Of Trinidad And Tobago												USA- Delaware
649								Amoco CNG (Trinidad) Limited											Trinidad and Tobago
650								Trinidad Tobago Development Finance Company Ltd									2.130%	2.130%	Trinidad and Tobago
651						Amoco Ireland Exploration Company													USA- Delaware
652						Amoco Italy Petroleum Company - Societa Per Azioni													USA- Delaware
653						Amoco Jordan Limited													British Virgin Islands
654						Amoco Jordan Petroleum Company													USA- Delaware
655						Amoco Kazakhstan Petroleum Company													USA- Delaware
656							Amoco Kazakhstan Offshore Petroleum Company, LLC												USA- Delaware
657						Amoco Kazakhstan (CPC) Inc.													USA- Delaware
658							Caspian Pipeline Ventures LLC										49.900%	49.900%	USA- Delaware
659							Kazakstan Pipeline Ventures LLC										49.900%	49.900%	USA- Delaware
660						Amoco Kenya Petroleum Company													USA- Delaware
661						Amoco Latvia Petroleum Company													USA- Delaware
662						Amoco Mediterranean Petroleum Company													USA- Delaware
663						Amoco Mexico, Inc.													USA- Delaware
664						Amoco Middle East Enterprises Corporation													British Virgin Islands
665							Egypt Trans Gas Company										33.330%	33.330%	Egypt
666							Natural Gas Vehicles Company										40.000%	40.000%	Egypt
667						Amoco Middle East Finance Company													USA- Delaware
668						Amoco Morocco Oil Company													USA- Delaware
669						Amoco Mozambique Petroleum Company													USA- Delaware
670						Amoco Myanmar Petroleum Company													USA- Delaware
671						Amoco Netherlands Petroleum Company													USA- Delaware
672							Amoco Bolivia Oil and Gas Aktiebolag										81.000%	81.000%	Sweden
673								Empresa Petrolera Chaco S.A									50.000%	40.500%	Bolivia
674							Amoco Netherlands B.V.												The Netherlands
675								Amoco Algeria Exploration B.V.											The Netherlands
676								Amoco Angola B.V.											The Netherlands
677								Amoco Angola Deep Water B.V.											The Netherlands
678								Amoco Angola Kwanza B.V.											The Netherlands
679								Amoco Egypt East Tanka B.V.											The Netherlands
680									East Tanka Petroleum Company								50.000%	50.000%	Egypt
681								Amoco Egypt Ras El Barr B.V.											The Netherlands
682								Amoco Egypt West Mediterranean (BLOCK B) B.V.											The Netherlands
683								Amoco Egypt West Nile Delta B.V.											The Netherlands
684								Amoco Exploration Holdings B.V.											The Netherlands
685									Amoco Colombia Energy Company B.V.										The Netherlands
686									Amoco Oman Gas B.V.										The Netherlands
687									Amoco Trinidad DeepWater BV										The Netherlands
688									Amoco Trinidad Gas B.V.										The Netherlands
689									Amoco Trinidad Offshore B.V.										The Netherlands
690									Amoco Trinidad Petroleum B.V.										The Netherlands
691								Amoco Fabrics and Fibers Holding B.V.											The Netherlands
692									Amoco Fabrics Europe B.V.										The Netherlands
693								Amoco Inam Petroleum Company B. V.											The Netherlands
694									Inam Operating Company Limited										British Virgin Islands
695								Amoco International B.V.											The Netherlands
696								Amoco Italy B.V.											The Netherlands

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
697								Amoco Jordan B.V.											The Netherlands
698								Amoco Kazakhstan (Central Territory) B.V											The Netherlands
699									TEPCO, LLC								50.000%	50.000%	USA- Delaware
700								Amoco Nigeria B.V.											The Netherlands
701								Amoco Romania B.V.											The Netherlands
702								Amoco Trinidad (LNG) B.V.											The Netherlands
703									Atlantic LNG Company of Trinidad and Tobago								34.000%	34.000%	Trinidad and Tobago
704								Amoco Turkey B.V.											The Netherlands
705								Amoco Venezuela Energy Company B.V											The Netherlands
706								Amoco Venezuela Exploration Company B.V											The Netherlands
707								Amoco Venezuela Petroleum Company B.V											The Netherlands
708								Amoco Vietnam B.V.											The Netherlands
709								Amoco West Africa B.V.											The Netherlands
710								Amoco Yemen B.V.											The Netherlands
711								International Consulting and Advisory Services (ICAS) B.V											The Netherlands
712						Amoco New Zealand Exploration Company													USA- Delaware
713						Amoco Nigeria Petroleum Company													USA- Delaware
714							Amoco Nigeria Exploration Company Limited												Nigeria
715							Amoco Nigeria Oil Company Limited												Nigeria
716							Amoco Nigeria Petroleum Company Limited												Nigeria
717						Amoco North Sinai Gas Company LTD													Liberia
718						Amoco North Sinai Oil Company LTD.													Liberia
719						Amoco North Sinai Petroleum Company													USA- Delaware
720						Amoco Norway Oil Company													USA- Delaware
721							BP Amoco Norge AS										52.000%		Norway
722						Amoco Ob River Petroleum Company													USA- Delaware
723							Amoco Ob River Petroleum Limited												British Virgin Islands
724						Amoco Oman Gas Corporation													British Virgin Islands
725						Amoco Oman Oil Company													USA- Delaware
726						Amoco Oman Petroleum Company													USA- Delaware
727						Amoco Oman Transgas Corporation													British Virgin Islands
728						Amoco Orient Petroleum Company													USA- Delaware
729						Amoco Overseas Drilling Company													USA- Delaware
730						Amoco Overseas Exploration Company													USA- Delaware
731						Amoco Overseas Investment Company													USA- Delaware
732						Amoco Pakistan Exploration Company													USA- Delaware
733						Amoco Papua New Guinea Exploration Company													USA- Delaware
734						Amoco Peru Petroleum Company													USA- Delaware
735						Amoco Power Finance Company (BVI) Limited													British Virgin Islands
736						Amoco Qatar Petroleum Company													USA- Delaware
737						Amoco Ras Al Khaimah Oil Company													USA- Delaware
738						Amoco Romania Petroleum Company													USA- Delaware
739						Amoco Sharjah Gas Corporation													British Virgin Islands
740						Amoco Sharjah LPG Company													USA- Delaware
741							Sharjah LPG Company Limited										25.000%	25.000%	United Arab Emirates
742						Amoco Sharjah Offshore Company													USA- Delaware
743						Amoco Sharjah Oil Company													USA- Delaware
744						Amoco Somalia Petroleum Company													USA- Delaware
745						Amoco South Africa Exploration (BVI) Corporation													British Virgin Islands
746						Amoco South Africa Petroleum (BVI) Corporation													British Virgin Islands
747						Amoco Sulu Sea Oil Company													USA- Delaware
748						Amoco Supply and Trading Company													USA- Delaware
749							AIMSA S.A. de C.V.										49.000%	49.000%	Mexico
750						Amoco Sur Company													USA- Delaware
751						Amoco Sweden Petroleum Company													USA- Delaware
752						Amoco Tanzania Oil Company													USA- Delaware
753						Amoco Thailand Petroleum Company													USA- Delaware
754						Amoco Timan Pechora Company													USA- Delaware

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation	
755						Amoco Trinidad LNG Company													USA- Delaware	
756						Amoco Trinidad LNG LLC													USA- Delaware	
757						Amoco Trinidad Power Resources Corporatio													USA- Delaware	
758							Power Generation Company of Trinidad and Tobag										10.000%	10.000%	Trinidad and Tobagc	
759						Amoco Tunisia Petroleum Company													USA- Delaware	
760						Amoco Turkey Gas Company													USA- Delaware	
761						Amoco U.K. Petroleum Limited											35.000%		England	
762						Amoco Venezuela Petroleum Compan													USA- Delaware	
763						Amoco Vietnam Petroleum Company													USA- Delaware	
764						Amoco X. T. Company													USA- Delaware	
765						Amoco Yamal Petroleum Company													USA- Delaware	
766						Amoco Yemen Petroleum Company													USA- Delaware	
767						Amoco Zoca Petroleum Company													USA- Delaware	
768						BP Amoco Global Power Company Ltd.													British Virgin Islands	
769						BP Amoco Global Power Corp.													USA- Delaware	
770							Amoco Power Holdings, Inc.												USA- Delaware	
771								Amoco Power Resources Holding I LTD									50.000%		British Virgin Islands	
772								Amoco Power Resources Holding II LTD									50.000%		British Virgin Islands	
773								Termo Santander Management Company Ltd									50.000%	50.000%	Bermuda	
774							Amoco Power Resources Holding I LTD										50.000%		British Virgin Islands	
775							Amoco Power Resources Holding II LTD										50.000%		British Virgin Islands	
776								Bahia de Bizkaia Electricidad, S.L.									25.000%	37.500%	Spain	
777								Bahia de Bizkaia Gas, S.L.									25.000%	37.500%	Spain	
778							Pan American Energy LLC										0.120%	60.110%	USA- Delaware	
779								Compania Boliviana de Petroleo S.A										60.110%	Bolivia	
780								Energia del Sur S.A.									40.000%	24.000%	Argentina	
781						Coastwise Trading Company, Inc													USA- Delaware	
782							Coastwise Guaranty Company												USA- Delaware	
783						East Texas Salt Water Disposal Company											9.580%	9.580%	USA- Texas	
784						Exploration Service Company Limitec													England	
785						Gravcap, Inc.											12.500%	24.167%	USA- Delaware	
786						Heat Transfer Research, Incorporate											0.400%	0.400%	USA	
787						Mexican Enterprises--S.A													Mexico	
788							Compania Petrolera Larios, S.A												Mexico	
789						Pan American Petroleum Corporatior													USA- Nevada	
790						Sultran Ltd.											15.590%	15.590%	Canada	
791						TOC-Rocky Mountains, Inc.													USA- Delaware	
792							Amoco Y. T. Company												USA- Delaware	
793					Amoco Properties Incorporatec														USA- Delaware	
794						AmProp Finance Company													USA- Indiana	
795							Amprop Randolph LLC												USA- Delaware	
796					Amoco Research Operating Compan														USA- Delaware	
797					Amoco Southeast Research Operating Compan														USA- Delaware	
798					Amoco Tax Leasing I Corporatior														USA- Delaware	
799					Amoco Tax Leasing XV Corporatior														USA- Delaware	
800					Amoco Western Construction Company														USA- Delaware	
801					BP Amoco Chemical Company														USA- Delaware	
802						Amoco Chemical Belgium N.V.											2.858%		Belgium	
803						Amoco do Brasil Ltda.											6.276%		Brazil	
804							Rhodiaco Industrias Quimicas Ltda										49.000%	49.000%	Brazil	
805						Amoco Electronic Materials Sales, Inc													USA- Delaware	
806							Amoco Electronics Materials Sales (Philippines), Inc												Philippines	
807						Amoco International Finance Corporatior													USA- Delaware	
808							Amoco Chemical Asia Pacific Limited												Hong Kong	
809								Filsyn Corporatior									6.260%	6.260%	Philippines	
810								Yizheng Chemical Fibre Company Ltd.									minimal	minimal	China	Small investment in puplicly traded company
811								Amoco Chemical Italia S.R.L.									0.027%		Italy	
812								Amoco Sulfur Recovery Compan									50.000%		USA- Delaware	

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
813							Amoco Holding GmbH										0.500%		Germany
814								Amoco Chemical Deutschland GMBH											Germany
815									Amoco Chemical Belgium N.V.								2.858%		Belgium
816								Amoco Deutschland GMBH									99.745%		Germany
817							Amoco Eritrea Petroleum Company										9.090%		USA- Delaware
818							A.G. International Chemical Company Inc.										50.000%	50.000%	Japan
819						BP Amoco Chemical Holding Company													USA- Delaware
820							Amoco Arabia Company										50.000%		USA- Delaware
821							Amoco Chemical Belgium N.V.										82.854%		Belgium
822							Amoco Chemical Latin America S.A.												USA- Delaware
823							BP Amoco Chemical Malaysia Holding Company										10.000%		USA- Delaware
824								Amoco Chemical Holding B.V.											The Netherlands
825									Amoco Chemical Indonesia Holding B.V.										The Netherlands
826										Amoco Chemical Indonesia PP Holding B.V.									The Netherlands
827										Amoco Chemical Indonesia PTA Holding B.V.									The Netherlands
828									Amoco Chemical Malaysia Holding I B.V.										The Netherlands
829										Amoco Kimya Limited Sirketi							50.000%		Turkey
830									Amoco Chemical Malaysia Holding IV B.V.										The Netherlands
831									Amoco Chemical (Malaysia) SDN. BHD										Malaysia
832										AC Construction Management SDN. BHD.(In Liquidation									Malaysia
833									Amoco Jordan Pipeline B.V.										The Netherlands
834									Amoco Kimya Limited Sirketi								50.000%		Turkey
835									Amoco Trinidad Methanol B.V.										The Netherlands
836									Titan Finance LLC								16.670%	16.670%	USA
837							Amoco Chemical Singapore Limited												USA- Delaware
838							Amoco Chemical Sweden AB												Sweden
839							Amoco Chemical Thailand Limited												USA- Delaware
840							Amoco Chemicals Pty. Limited												Australia
841							Amoco Chemicals (FSC) B.V.												The Netherlands
842							Amoco do Brasil Ltda.										93.724%		Brazil
843								Rhodiaco Industrias Quimicas Ltda									49.000%	49.000%	Brazil
844							Amoco Fabrics and Fibers Company												USA- Delaware
845								Amoco Nisseki Claf, Inc.									50.000%	50.000%	USA- Delaware
846							Amoco Fabrics and Fibers Ltd.												Canada
847							Amoco Fabrics KFT										50.000%	50.000%	Hungary
848							Amoco Hong Kong Marketing Limitec												Hong Kong
849							Amoco Japan Limited												USA- Delaware
850							Amoco Materials Recovery Company												USA- Delaware
851							Amoco Olefins Corporatior												USA- Delaware
852							Amoco Orient Chemical Company												USA- Delaware
853							Amoco Recycling Company												USA- Delaware
854							Amoco Reinforced Plastics Company												USA- Delaware
855							Amoco Remediation Management Services Corporatio												USA- Delaware
856							Amoco Zhuhai Chemical Company Limited										80.000%	80.000%	China
857							BP Amoco Chemical Indonesia Limited												USA- Delaware
858								P.T. Amoco Mitsui PTA Indonesia									50.000%	50.000%	Indonesia
859							BP Amoco Chemical Singapore Holding Company												USA- Delaware
860								China American Singapore Company Pte Ltc									Note 10	Note 10	Singapore
861							BP Amoco Export Sales Corporatior												USA- Delaware
862							BP Amoco Polymers, Inc.												USA- Delaware
863								Teijin Amoco Engineering Plastics Limited									50.000%	50.000%	Japan
864							BP Amoco Taiwan Trading Company												USA- Delaware
865							Welchem Canada Ltd.												Canada
866							Welchem, Inc.												USA- Delaware
867							Welchem Middle East, Inc.												USA- Delaware
868							Welchem Trinidad, Inc.												USA- Delaware
869							Yizheng Amoco Fabrics Company Limited										50.100%	50.100%	China
870						China American Petrochemical Company, Ltd. (CAPCO)											50.000%	50.000%	Taiwan

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation	
871							China American Singapore Company Pte Ltc										Note 10	50.000%	Singapore	
872						Deparsa, S.A. de C.V.													Mexico	
873						Samsung Petrochemical Co., Ltd											35.000%	35.000%	South Korea	
874						Tereftalatos Mexicanos, S.A											8.550%	8.550%	Mexico	
875					Dradnats, Inc.														USA- Illinois	
876				BP Amoco Foundation, Incorporatec															USA- Indiana	
877				BP Amoco Neighborhood Development Corporatio															USA- Delaware	
878					33 N. Lorel Limited Partnership												99.000%	99.000%	USA	Partnership
879					5836 W. Washington Ltd. Partnership												99.000%	99.000%	USA	Partnership
880					Bennett/South Shore Associatior												99.000%	99.000%	USA	Partnership
881					Chicago Equity Fund 1985 Partnershir												23.410%	23.410%	USA	Partnership
882					Chicago Equity Fund 1986 Partnershir												9.700%	9.700%	USA	Partnership
883					Chicago Equity Fund 1987 Partnershir												9.990%	9.990%	USA	Partnership
884					Chicago Equity Fund 1989 Partnershir												9.080%	9.080%	USA	Partnership
885					Chicago Equity Fund 1991 Partnershir												6.050%	6.050%	USA	Partnership
886					Chicago Equity Fund 1993 Partnershir												2.540%	2.540%	USA	Partnership
887					Chicago Equity Fund 1995 Partnershir												2.220%	2.220%	USA	Partnership
888					Denver Master Ltd. Partnership												26.530%	26.530%	USA	Partnership
889				Imperial Casualty & Indemnity Company															USA- Nebraska	
890				Northern Resources Assurance, Inc															USA- Illinois	
891				Polestar Capital Inc.													25.000%	25.000%	USA- Delaware	
892				Red Crown Services, Inc.															USA- Delaware	
893				Standard Oil Company, Inc.															USA- Indiana	
894				The Shorebank Corporatior													1.580%	1.580%	USA	
895				Trout Lake Golf and Country Clut													31.700%	31.700%	USA	
896					Trout Lake Management Compan													31.700%	USA	
897			Better Polyethylene Company																USA-Delaware	
898			BP America Chemicals Company																USA-Delaware	
899			BP Gold Company														91.667%		USA-Delaware	
900			BP Nutrition Inc.																USA-Delaware	
901			BP Social Investment Company																USA-Delaware	
902			BP Solar Inc.																USA-Delaware	
903			Telcom General Corporatior														99.960%	99.960%	USA-California	
904			The Standard Oil Company																USA-Ohio	
905				200 PS Investment Company															USA	
906					CaTo Finance V Limited Partnershir												50.000%	50.000%	England	Note 5
907				200 PS Overseas Holdings Inc.													0.400%		USA-Delaware	
908					BP Amoco Australia Holdings Pty Limited														Australia - Victoria	
909					BP Developments Australia Pty Limited														Australia - Victoria	
910						BP Amoco Australia Finance Pty Limited													Australia - Victoria	
911						North West Shelf Gas Pty Limited											33.330%	33.330%	Australia	
912				BP Center Staffing Inc.															USA-Delaware	
913				BP Chemicals Inc.															USA-Ohio	
914					ANEXCO, LLC (limited liability company)												50.000%	50.000%	USA-Delaware	
915					Arjobex America												51.000%	51.000%	USA-North Carolina	Partnership
916					BP D'Arcy Fund Inc. (non-profit)														USA-Ohio	
917					Gardena Holdings Inc.														USA-Delaware	
918				BP Exploration (Alaska) Inc															USA-Delaware	
919					200 PS Overseas Holdings Inc.												38.700%		USA-Delaware	
920						BP Amoco Australia Holdings Pty Limited													Australia - Victoria	
921						BP Developments Australia Pty Limited													Australia - Victoria	
922							BP Amoco Australia Finance Pty Limited												Australia - Victoria	
923							North West Shelf Gas Pty Limited										33.330%	33.330%	Australia	
924					BP Communications Alaska Inc.														USA-Delaware	
925					BP Oil Supply Company												93.333%		USA-Delaware	
926						Gravcap Inc											12.500%	24.167%	USA-Delaware	
927					Ken-Chas Reserve Company												99.000%		USA-Delaware	
928					Unifrax Corporatior												10.000%	10.000%	USA-Delaware	

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
929					BP Exploration Inc.														England				
930				BP Exploration & Oil Inc.															USA-Ohio				
931					BP Caribbean Trading Company Inc														Panama				
932					BP Oil Marketing Co.														USA-Delaware				
933					BP Seahorse Company														USA-Delaware				
934					Inland Corporatior												50.000%	50.000%	USA-Ohio				
935					Mid-Valley Pipeline Company												50.000%	50.000%	USA-Ohio				
936						Maumee System (joint venture											73.970%	36.985%	USA				
937					TBA Supply Company												50.000%	50.000%	USA-Delaware				
938						TBA Products,L.P.											34.600%	17.200%	USA-Delaware	Partnership			
939					TCA Properties Inc.														USA-Delaware				
940					The Alliance Franchising Company														USA-Delaware				
941					West Texas Gulf Pipe Line Company												16.510%	16.510%	USA-Delaware				
942				BP Foreign Sales Inc.															Virgin Islands				
943				BP Gold Company													8.333%		USA-Delaware				
944				BP Offshore Pipelines Inc.															USA-Delaware				
945					Ewing Bank Pipeline Company												40.000%	40.000%	USA	Partnership			
946				BP Oil Pipeline Company															USA-Delaware				
947					CAM Pipeline System (joint venture)												70.600%	70.600%	USA				
948					Capline Pipeline System (joint venture												13.238%	24.558%	USA				
949					Mesa Pipe Line System (joint venture												9.490%	9.490%	USA				
950				BP Oil Shipping Company, USA															USA-Delaware				
951				BP Oil Supply Company													6.667%		USA-Delaware				
952					Gravcap Inc.												12.500%	24.167%	USA-Delaware				
953				BP Pipelines (Alaska) Inc.															USA-Delaware				
954					Alyeska Pipeline Service Company												50.010%	50.010%	USA-Delaware				
955					BP Transportation (Alaska) Inc														USA-Delaware				
956						Badami Pipeline Company											70.000%	70.000%	USA-Alaska	Partnership			
957						Endicott Pipeline Company											56.810%	56.810%	USA	Partnership			
958						Kuparuk Transportation Company											38.000%	38.000%	USA	Partnership			
959							Kuparuk Transportation Capital Corporatio										38.000%	38.000%	USA-Delaware				
960						Milne Point Pipeline Company											91.190%	91.190%	USA	Partnership			
961				Elm Holdings Inc.															USA-Delaware				
962					TEA Comercio Participacoes Ltda												51.000%		Brazil				
963				Ken-Chas Reserve Company													1.000%		USA-Delaware				
964				Kitt Energy Corporatior															USA-Delaware				
965				Maritime Finance Company															USA-Delaware				
966				OFC Oil Finance Company															Switzerland				
967				Oil Casualty Insurance, Ltd.													5.120%	5.120%	Bermuda				
968				Prospect International, C.A.															Venezuela				
969				Pars Investment Corporatior													0.417%	41.817%	Iran				
970				Standard Oil Alternate Energy Development Compan															USA-Delaware				
971					The New Paraho Corporatior												0.016%	0.016%	USA-Colorado				
972				TEA Comercio Participacoes Ltda													49.000%		Brazil				
973		BP Amoco Employee Benefits Trust Limited																	England				
974		BP Amoco Exploration (Faroes) Limited																	England				
975		BP+Amoco International Limited																	England				
976		BP Investments China Limited																	England				
977		BP Asia Pacific Pte Ltd																	Singapore				
978			BP (Sabah) Sdn Bhd																Malaysia				
979			BP Asia Pacific Share Scheme (Trustee) Pte Limitec																Singapore				
980			BP Hong Kong Limited																Hong Kong				
981				Poranoi Ltd															Hong Kong				
982			BP Malaysia Sdn Bhd														70.000%	70.000%	Malaysia				
983				High Performance Lubricants Sdn Bhc														70.000%	Malaysia				
984				Terminal Bersama Sdn Bhd													50.000%	35.000%	Malaysia				
985			Fuel Pipeline Transportation Limitec														1.380%	1.380%	Thailand				
986			Oil Spill Holdings Pte Limited														20.000%	20.000%	Singapore				

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
987			Shenzhen Cheng Yuan Aviation Oil Company Limitec														35.000%	35.000%	China				
988		BP Australia Holdings Limited																	Australia - ACT				
989			BP Australia Limited																Australia - Victoria				
990				Acroframe Pty Ltd															Australia - W. Aus.				
991				Airport Fuel Services Pty Limited													25.000%	25.000%	Australia - N. S. W.				
992				BP (Fremantle) Limited															England				
993				BP Australia Employee Share Plan Pty Ltc															Australia - Victoria				
994				BP Minerals (Roxby Downs) Pty Ltc															Australia - N. S. W.				
995				BP Refinery (Bulwer Island) Ltd															Australia - ACT				
996				Brisbane Airport Fuel Services Pty Limitec													20.000%	20.000%	Australia - N. S. W.				
997				Cairns Airport Refuelling Services Pty Ltc													25.000%	25.000%	Australia - Victoria				
998				Centrel Pty Ltd.															Australia - Victoria				
999				Inroads Pty Ltd															Australia - Victoria				
1000					Tasfuel Pty Ltd													50.000%	Australia - Victoria				
1001				No. 1 Riverside Quay Pty Ltc															Australia - Victoria				
1002				Polygon Retailing Limited															Australia - Victoria				
1003				Taradadis Pty Ltd															Australia - Victoria				
1004					Advance Petroleum Distributors Pty Ltc												50.000%	50.000%	Australia - Victoria				
1005					Arilow Pty Ltd												50.000%	50.000%	Australia - Victoria				
1006					Melbourne Petroleum Pty Ltc														Australia - Victoria				
1007					Minza Pty Ltd														Australia - Victoria				
1008					Purot Pty Ltd												50.000%	50.000%	Australia - Victoria				
1009					Westoil Petroleum Pty Ltd												50.000%	50.000%	Australia - Victoria				
1010					Woolman Petroleum Pty Ltd														Australia - Victoria				
1011				Veruba Pty Ltd															Australia - N. S. W.				
1012			BP Australia Nominees Pty Ltd																Australia - Victoria				
1013			BP Australia Shipping Proprietary Limitec																Australia - W. Aus.				
1014				BP LNG Shipping Ltd															Bermuda				
1015				International Gas Transportation Co Lt													16.660%	16.660%	Bermuda				
1016				North West Shelf Liaison Company Pty Ltc													16.660%	16.660%	Australia - Victoria				
1017				North West Shelf Shipping Services Co Pty Ltd													16.660%	16.660%	Australia - Victoria				
1018			BP Finance Australia Ltd																Australia - ACT				
1019				BP Finance Australia (CP) Ltd															Australia - Victoria				
1020			BP Petroleum Development Australia Proprietary Limitec																Australia - Victoria				
1021			BP Petroleum Developments (NWS) Pty Ltd																Australia - Victoria				
1022			BP Refinery (Kwinana) Pty Ltd																Australia - W. Aus.				
1023			BP Timor Gap West Proprietary Limited																Australia - Victoria				
1024			Clarisse Holdings Pty Ltd																Australia - W. Aus.				
1025			Dermody Petroleum Pty. Limited														50.000%	50.000%	Australia- S. Aus.				
1026			Darwin Jet Centre Pty Limited														50.000%	50.000%	Australia - Victoria				
1027			Elite Customer Solutions Pty Limited																Australia - Victoria				
1028			Getfreight.com Pty Limited																Australia - Victoria				
1029			Goldlink Pertoleum Distributors Pty Limited														50.000%	50.000%	Australia -Queensland				
1030			Leufsat Pty Limited														50.000%	50.000%	Australia -Tasmania				
1031			Valley Fuel Pty Ltd														50.000%	50.000%	Australia - Victoria				
1032		BP Austria AG																	Austria				
1033			AWP Adria-Wien Pipeline GmbH														7.500%	7.500%	Austria				
1034			BP Austria AG & Co														70.000%	70.000%	Austria				
1035				ABG Autobahn-Betriebe GmbH													12.900%	9.030%	Austria				
1036				Alpenkohle Mineralolhandel GmbH													49.000%	34.300%	Austria				
1037				BP Gas Austria GmbH Nfg. OHG														70.000%	Austria				
1038				BP Heizol GmbH & Co															Austria				
1039				ELG Erdol-Lager GmbH													8.700%	6.090%	Austria	JV partnership			
1040			BP Heizol GmbH																Austria				
1041			FSF Flughafen Schwechat Flugzeugbetankungsges GmbH														25.000%	25.000%	Austria				
1042			FSH Flughafen-Schwechat Hydranten Gesellschaf														14.280%	14.280%	Austria				
1043			Mobil Schmierstoffe AG & Co														49.000%	49.000%	Austria				
1044				BP Schmierstoffe GmbH														49.000%	Austria				

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation	
1045				Technol-Mineralol-Veredlungs GmbH Nfg. OHG														49.000%	Austria	
1046			Plaspack Kunststoff Gesellschaft m.b.H																Austria	
1047			TBG Tanklager Betriebs GmbH														33.300%	33.300%	Austria	Company changed to partnership
1048			TAL Transalpine Oleitung in Osterreich GmbH														11.000%	11.000%	Austria	
1049		BP (Barbican) Limited																	England	
1050		BP Benevolent Fund Trustees Limited																	England	
1051		BP Botswana (Pty) Limited																	Botswana	
1052		BP Car Finance Limited																	England	
1053		BP China Limited																	England	
1054		BP Cyprus Limited																	England	
1055			S.D.S. Oils J.V.														70.000%	70.000%	Cyprus	Partnership
1056			Superlube Limited														65.000%	65.000%	Cyprus	
1057		BP Employee Share Schemes (Jersey) Limited																	Jersey	
1058		BP Europe Limited																	England	
1059			BP (Switzerland)																Switzerland	
1060				BP Capital N.V./S.A.													0.460%		Belgium	
1061				Concessionaria Stalvedro S.A													50.000%	50.000%	Switzerland	
1062				FIBIL SA													50.000%	50.000%	Switzerland	
1063				Moevenpick Raststaette Heidiland AG													0.500%	0.500%	Switzerland	
1064				Moevenpick Raststaette Glamerland AG													20.000%	20.000%	Switzerland	
1065				Petrostock SA													50.000%	50.000%	Switzerland	
1066				PLG-Pflichtlagergesellschaft fuer Mineraloel													35.000%	35.000%	Switzerland	
1067				Raststaette Pratteln AG													5.000%	5.000%	Switzerland	
1068				Relais du St-Bernard Martigny SA													5.000%	5.000%	Switzerland	
1069				SA du Pipeline à Produits Pétroliers sur Territoire Genevois (SAPPRO													13.500%	13.500%	Switzerland	
1070				San Bernadino													0.300%	0.300%	Switzerland	
1071				Saraco SA													14.290%	14.290%	Switzerland	
1072				Schiffahrtsgesellschaft fuer den Zugersee													0.030%	0.030%	Switzerland	
1073				Soc. Remontées Méchaniques													0.300%	0.300%	Switzerland	
1074				TAA - Tankanlagen Auhafen AG															Switzerland	
1075				TAR - Tankanlage Ruemlang AG													19.100%	19.100%	Switzerland	
1076				Tankanlage Mellingen AG													33.330%	33.330%	Switzerland	
1077				TERLAG AG													50.000%	50.000%	Switzerland	
1078				UBAG Unterflurbetankungsanlage Flughafen Zurich													12.000%	12.000%	Switzerland	
1079			BP (Tianjin) Trading Co., Ltd																China	
1080			BP Belgium Holdings Limited																England	
1081				BP Belgium NV/SA													99.980%		Belgium	
1082					BP Caplux S.A.												26.760%		Luxembourg	
1083						BP Capital N.V./S.A.											96.650%		Belgium	
1084					BP Kemtek n.v.												99.990%		Belgium	Liquid 8 April 98
1085					BP Luxembourg S.A.												99.990%		Luxembourg	
1086					BP Noordzee B.V.														The Netherlands	
1087						Abu Dhabi Gas Liquefaction Co. Ltd											10.000%	10.000%	Abu Dhabi	
1088						BP Coal Limited (In Liquidation)													England	
1089					BP Trading n.v./S.A.												99.990%		Belgium	
1090					Brussels Airfuels Services C.V												20.000%	20.000%	Belgium	
1091					Hydrant Refueling System N.V./S.A.												7.150%	7.150%	Belgium	
1092					Mobil Europe Lubricants n.v.(Name change to eliminate 'Mobil' + 100% ownership in August 2000												49.000%	49.000%	Belgium	
1093					Oil Trade n.v.												99.990%		Belgium	
1094					WESTBIT AB												60.000%	60.000%	Sweden	
1095			BP Espana, S.A.														48.000%		Spain	
1096				BP Amoco Gas Espana S.A.															Spain	
1097				BP Oil Espana SA													Note 11		Spain	
1098					BP Enertica S.A.												99.000%	99.000%	Spain	
1099						EBROGAS S.A.													Spain	
1100					BP Oil Refineria de Castellon S.A														Spain	
1101					Compania Logistica de Hidrocarburos, S.A												7.610%	7.610%	Spain	
1102					Enter SL												59.670%	59.670%	Spain	

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1103					Inversiones y Valores del Medierraneo S.												82.000%		Spain
1104					Markoil, S.A.												99.000%	99.000%	Spain
1105					PASU ROCA S.L.														Spain
1106					Terminales Canarios, S.L												50.000%	50.000%	Spain
1107				BP Solar Espana SA															Spain
1108					BP Solar Latin America														Colombia
1109				Dismark SA															Spain
1110				Inversiones y Valores del Medierraneo S.													18.000%		Spain
1111			BP Finland OY																Finland
1112			BP France														71.600%		France
1113				3TC													50.000%		France
1114				Apex Ingenerie															France
1115				Appryl SNC													49.000%	49.000%	France
1116				Arjobex SNC													49.000%	49.000%	France
1117				BP Capital N.V./S.A.													2.890%		Belgium
1118				BP Chemicals SNC															France
1119					3TC												50.000%		France
1120				BP Fioul Services															France
1121				BP Lavera SNC															France
1122				Stockage Terminale de La Crau GIE													33.330%	33.330%	France
1123				BP Negoce															France
1124				Cie Rhenane de Raffinage													12.000%	12.000%	France
1125				Commerce et Services SA															France
1126				Depot Petrolier Cotier SARL													9.000%	9.000%	France
1127				Depot Petrolier de la Corse S/													8.000%	8.000%	France
1128				Discaris Gie													25.000%	25.000%	France
1129				Emirates Petroleum Terminals LLC													49.000%	49.000%	United Arab Emirates
1130				Entrepot Petrolier de Chambery GIE													20.000%	20.000%	France
1131				Entrepot Petrolier de Limoges S A R L													20.000%	20.000%	France
1132				Entrepot Petrolier de Nancy SARL													10.030%	10.030%	France
1133				Entrepots Petroliers Regionaux S /													29.110%	29.110%	France
1134				Entrepot Petrolier de Dijor													9.800%	9.800%	France
1135				Entrepot Petrolier de Mulhouse SARL													9.520%	9.520%	France
1136				Entrepot Petrolier de Puget sur Agent													29.120%	29.120%	France
1137				Entrepot Petrolier de Pays Monceau													29.120%	29.120%	France
1138				Entrepot Petrolier de Semoy													29.120%	29.120%	France
1139				Entrepots Petrolier Provencaux S/													22.960%	22.960%	France
1140				Geeraert et Matthys SA															France
1141				Gesmin SNC															France
1142				Gexaro SA													50.000%	50.000%	France
1143				GMCEL													49.000%	49.000%	France
1144				GMCEP													70.000%	70.000%	France
1145				Groupement Avitaillement Marseille Provence GIE													33.330%	33.330%	France
1146				Groupement Avitaillement Orly													25.000%	25.000%	France
1147				Groupement Immobilier Petrolier													12.500%	12.500%	France
1148				Groupement Petrolier de Portes les Valence													18.000%	18.000%	France
1149				Groupement Petrolier de Saint Pierre des Corp													20.000%	20.000%	France
1150				Groupement Petrolier de Strasbourg GIE													33.330%	33.330%	France
1151				Groupement Pour L'Avitaillement Nice Cote d'Azur GIE													33.330%	33.330%	France
1152				Grpt d'Expl. du Depot Recept. Chennevieres GIE													11.110%	11.110%	France
1153				Interfuel SN SNC															France
1154				Khariessa SCI													9.140%	9.140%	France
1155				Middle East Lubricants Company LLC													29.300%	29.300%	Dubai
1156				Naphtachimie SA													50.000%	50.000%	France
1157				Oceade S.A.													20.000%	20.000%	France
1158				Oxochimie SA													50.000%	50.000%	France
1159				Raffinerie de Strasbourg S/													33.330%	33.330%	France
1160				SA de Gestion de Stocks de Securite													6.610%	6.610%	France

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1161				Sator															France
1162				SCI des Pelerins Mont Blanc															France
1163				Sharjah Aviation Services Co. LLC													49.000%	49.000%	United Arab Emirates
1164				Soc de Manutention de Carburants Aviation SA (SMCA													16.660%	16.660%	France
1165				Soc de Stockage Geologique dans le sel de Manosque (GEOSEL) SN													19.890%	19.890%	France
1166				Soc de transport petrolier par Pipe-Lines S/													6.230%	6.230%	France
1167				Soc des Pipe-Lines de Strasbourg SARL													12.480%	12.480%	France
1168				Soc du Pipe-Lines Mediterranee-Rhone S/													12.170%	12.170%	France
1169				Soc du Pipeline Sud Europeen SA													3.560%	7.120%	France
1170				Soc Francaise de Stockage Geologiques (GEOSTOCK) SARI													25.000%	25.000%	France
1171				Soc Havriase de Manutention de Produit Petroliers S/													15.400%	15.400%	France
1172				Soc Maritime des Combustibles Liquides de Boulogne sur-Mer S/													12.160%	12.160%	France
1173				Soc Raffinage BP/Elf Dunkerque SA													60.000%	60.000%	France
1174				Societe Gerland SA													99.500%	99.500%	France
1175				SORALA															France
1176				SRHP															France
1177					Cergy St Christophe												0.020%	0.020%	France
1178					Comptoir Auxiliaire Petrolier SA												8.160%	8.160%	France
1179					Distribution Routiere SCI												0.010%	0.010%	France
1180					Rue de Lille SA												7.000%	7.000%	France
1181					Revue Generale des Routes et Aerodromes S.												1.150%	1.150%	France
1182					SCI Aguette Lavera												0.010%	0.010%	France
1183					Soc Generale de Maintenance S/												5.000%	5.000%	France
1184				Stockage geologique de gaz de Laver													19.590%	19.590%	France
1185				Transpetrol SARL															France
1186			BP Greece Limited																England
1187				BP Greece S.A. Oil Trading															Greece
1188					BP Hellas S.A. Oil Trading												70.000%	70.000%	Greece
1189						Aktis SA												70.000%	Greece
1190							Alexandroupolis Petroleum Installations S/										33.300%	46.662%	Greece
1191							Rhodes Petroleum Installations SA										39.000%	42.700%	Greece
1192						Alexandroupolis Petroleum Installations S/											33.300%	46.662%	Greece
1193						Rhodes Petroleum Installations SA											22.000%	42.700%	Greece
1194						Volos Society											50.000%	35.000%	Greece
1195					EAKA EPE												50.000%	50.000%	Greece
1196					Mobil Hellas A.E. Lubricants Company												49.000%	49.000%	Greece
1197				BP Oil Hellenic S.A.															Greece
1198			BP Holdings B.V.																The Netherlands
1199				Air BP Sales Romania SRL													50.000%		Romania
1200				Bahia de Bizkaia Electricidad, S.L.													25.000%	37.500%	Spain
1201				Bahia de Bizkaia Gas, S.L.													25.000%	37.500%	Spain
1202				BP Amoco Brasil Energy Resources B.V.															The Netherlands
1203				BP Brasil Limitada													1.000%		Brazil
1204				BP Amoco Marketing Egypt LLC													5.000%		Egypt
1205				BP Belgium NV/SA													0.020%		Belgium
1206					BP Caplux S.A.												26.760%		Luxembourg
1207						BP Capital N.V./S.A.											96.650%		Belgium
1208					BP Kemtek n.v.												99.990%		Belgium
1209					BP Luxembourg S.A.												99.990%		Luxembourg
1210					BP Noordzee B.V.														The Netherlands
1211						Abu Dhabi Gas Liquefaction Co. Lt											10.000%	10.000%	Abu Dhabi
1212						BP Coal Limited (In Liquidation)													England
1213					BP Trading n.v./S.A.												99.990%		Belgium
1214					Brussels Airfuels Services C.V												20.000%	20.000%	Belgium
1215					Hydrant Refueling System N.V./S.A.												7.150%	7.150%	Belgium
1216					Mobil Europe Lubricants n.v.(Name change to eliminate 'Mobil' + 100% ownership in August 200												49.000%	49.000%	Belgium
1217					Oil Trade n.v.												99.990%		Belgium
1218					WESTBIT AB												60.000%	60.000%	Sweden

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
1219				BP Caplux S.A.													45.600%		Luxembourg				
1220					BP Capital N.V./S.A.												96.650%		Belgium				
1221				BP China Investments B.V.															The Netherlands				
1222				BP Exploration Iran B.V.															The Netherlands				
1223				BP Fuels Romania srl													30.000%		Romania				
1224				BP Holdings International B.V.															The Netherlands				
1225					Air BP Sales Romania SRL												50.000%		Romania				
1226					Air BP Albania Sh.A.														Albania				
1227					Air BP Estonia														Estonia				
1228					Bataan Polyethylene Corporatio												38.600%	38.600%	Philippines				
1229					Bataan Polyethylene Land Development Resources Corporatic												18.460%	18.460%	Philippines				
1230					BP Amoco Marketing Egypt LLC												95.000%		Egypt				
1231					BP Chemicals Hellas SA														Greece				
1232					BP Chemicals Olimpflex Spolka Akcyjna														Poland				
1233					BP Czech Republic, A.S.														Czech Republic				
1234					BP Danmark A/S														Denmark				
1235						Aarhus Kulterminal I/S											13.000%	13.000%	Denmark				
1236						BP Aviation A/S													Denmark				
1237							Braendstoflageret Kobenhavns Lufthavn I/S										16.700%	16.700%	Denmark				
1238							Danish Refuelling Service I/S										33.330%	33.330%	Denmark				
1239							Danish Tankage Services I/S										50.000%	50.000%	Denmark				
1240						BP Chemicals A/S													Denmark				
1241						BP Gas I/S											70.000%	70.000%	Denmark				
1242						Mobil Oil I/S											49.000%	49.000%	Denmark				
1243					BP Espana, S.A.												52.000%		Spain				
1244						BP Amoco Gas Espana S.A.													Spain				
1245						BP Oil Espana SA											Note 11		Spain				
1246							BP Enertica S.A.										99.000%	99.000%	Spain				
1247								EBROGAS S.A.											Spain				
1248							BP Oil Refineria de Castellon S.A												Spain				
1249							Compania Logistica de Hidrocarburos, S.A										7.610%	7.610%	Spain				
1250							Enter SL										59.670%	59.670%	Spain				
1251							Inversiones y Valores del Mediterraneo S.										82.000%		Spain				
1252							Markoil, S.A.										99.000%	99.000%	Spain				
1253							PASU ROCA S.L.												Spain				
1254							Terminales Canarios, S.L										50.000%	50.000%	Spain				
1255						BP Solar Espana SA													Spain				
1256							BP Solar Latin America												Colombia				
1257						Dismark SA													Spain				
1258						Inversiones y Valores del Mediterraneo S.											18.000%		Spain				
1259					BP Exploration Kuwait B.V.														The Netherlands				
1260					BP Fuels LLC												70.000%	70.000%	Ukraine				
1261					BP Fuels Romania srl												70.000%		Romania				
1262					BP Gaz A.S.												70.000%	70.000%	Turkey				
1263						Teknik Petrol Urunleri Servis Yonetim Sirket											99.000%		Turkey				
1264					BP Huizhou Ltd.														China				
1265					BP International Oil Trading S.A.														Greece	Also known as BP Anonimy Eteria			
1266					BP Japan K.K														Japan		Diethnous Emporiou Petreleoidon		
1267						ValueMart Kabushiki Kaisha													Japan				
1268					BP Lubricants SR s.r.o.														Slovakia				
1269					BP Lubricants Czech Republic Spol. s.r.o.														Czech Republic				
1270					BP Lubricants Korea Limited														South Korea				
1271					BP Mauritius Limited														Mauritius				
1272						Tata BP Lubricants India (Private) Limitec											51.000%	51.000%	India				
1273					BP Magyarorzag Keresksdelmi Kf														Hungary				
1274					BP Ningbo Holding B.V.														The Netherlands				
1275					BP Oil and Chemicals International Philippines Inc														Philippines				
1276					BP Oil Holdings BV														The Netherlands				

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
1277						BP Oman SAOG											15.000%	49.000%	Oman				
1278					BP Oil Middle East B.V														The Netherlands				
1279						BP Oman SAOG											14.000%	49.000%	Oman				
1280					BP PETRONAS Acetyls Sdn Bhd												70.000%	70.000%	Malaysia				
1281					BP Poland Sp. z o.o.														Poland				
1282						BP Poland Sp. z o.o. & Spolka Jawna											70.000%	70.000%	Poland	Partnership			
1283							ANMA Sp. z o.o.										49.000%	34.300%	Poland				
1284							BP Express Sp. z o.o.										99.10%	99.10%	Poland				
1285							BP Gas Poland Sp. z o.o.										53.000%	37.100%	Poland				
1286						MAAN Sp. z o.o.											49.000%	49.000%	Poland				
1287						Mobil Oil Poland Sp.z o.o. & Spolka Jawna											49.000%	49.000%	Poland	Partnership			
1288					BP SETRA LLC														Russia				
1289					BP Toplivnaya Kompanya LLC												70.000%	70.00%	Russia				
1290					BP Ukraine LLC												99.000%		Ukraine				
1291					Colombia Distribution Holdings (Caldas) B.V														The Netherlands				
1292						TermoCimarron Limitada											50.000%		Colombia				
1293						BP Gas Colombia E.S.P.											1.000%		Colombia				
1294					Colombia Distribution Holdings (Quindio) B.V														The Netherlands				
1295						BP Gas Colombia E.S.P.											1.000%		Colombia				
1296					Colombia Distribution Holdings (Risaralda) B.V														The Netherlands				
1297						BP Gas Colombia E.S.P.											2.000%		Colombia				
1298					Colombia Distribution Holdings (Valle) B.V														The Netherlands				
1299						BP Gas Colombia E.S.P.											1.000%		Colombia				
1300						TermoCimarron Limitada											50.000%		Colombia				
1301					Delta Tup Sanayi ve Ticaret A.S.												70.000%	70.000%	Turkey				
1302					Gas Marketing Holdings (Colombia) B.V														The Netherlands				
1303						BP Gas Colombia E.S.P.											95.000%		Colombia				
1304					Jamaica Aircraft Refuelling Services Limitec												51.000%	51.000%	Jamaica				
1305					Mobil Lubricants S.A.												49.000%	49.000%	Greece				
1306					OLIMP-Flex S.A.														Poland				
1307					Romanian Fuelling Services S.R.L												50.000%		Romania				
1308					STBP Holdings Limited												75.000%	75.000%	Cyprus				
1309						ZAO Petrol Complex Holding Company												75.000%	Russia				
1310							ZAO Petrocomplex Property Company										99.000%	75.000%	Russia				
1311						ZAO Petrol Complex Equipment Company												75.000%	Russia				
1312							ZAO Petrocomplex Property Company										1.000%	75.000%	Russia				
1313					Yemeni British Lubricants Marketing Company												44.000%	44.000%	Yemen				
1314				BP International Investment I B.V.															The Netherlands				
1315				BP International Investment II B.V.															The Netherlands				
1316				BP Kemtek n.v.													0.010%		Belgium				
1317				BP Luxembourg S.A.													0.010%		Luxembourg				
1318				BP Nederland Holdings BV															The Netherlands				
1319					BP Exploracion de Venezuela S.A														Venezuela				
1320					BP Nederland B.V.														The Netherlands				
1321						Actomat B.V.													The Netherlands				
1322						Aircraft Fuel Supply B.V.											9.090%	9.090%	The Netherlands				
1323						BP Capital B.V.													The Netherlands	Partnership			
1324						BP Lubes Nederland B.V.													The Netherlands				
1325						BP Nederland V.O.F.											70.000%	70.000%	The Netherlands	Partnership			
1326						BP Noord-Oost Nederland B.V													The Netherlands				
1327							BP Direct V.O.F.										23.333%	70.000%	The Netherlands				
1328						BP Raffinaderij B.V.													The Netherlands				
1329							Maasvlakte Olie Terminal C.V										13.300%	13.300%	The Netherlands				
1330							Maasvlakte Olie Terminal N.V										16.660%	16.660%	The Netherlands				
1331							Netherlands Refining Company B.V.(BP/Texaco JV										69.000%	69.000%	The Netherlands				
1332						BP Schouten Oliemans B.V.													The Netherlands				
1333							BP Direct V.O.F.										23.333%	70.000%	The Netherlands				
1334							Petrum B.V.												The Netherlands				

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation	
1335								AVIA Nederland Cooperatie U.A									11.110%	11.110%	The Netherlands	
1336							Tanktechniek B.V.												The Netherlands	
1337						BP Tisco B.V.													The Netherlands	
1338							BP Direct V.O.F.										23.333%	70.000%	The Netherlands	
1339						Exploitatie Maatschappij Weijers Rijnmond B.V													The Netherlands	
1340						Gezamenlijke Tankdienst Schiphol B.V											33.330%	33.330%	The Netherlands	Partnership
1341						LP Gas B.V.													The Netherlands	
1342						Mobil Lubricants Nederland V.O.F											49.000%	49.000%	The Netherlands	Partnership
1343						Multi Tank Card B.V.											12.300%	12.300%	The Netherlands	
1344						Nederlandse Maatschappij voor Petroleumgassen "Benegas" B.\													The Netherlands	
1345							Benegas Vulcentrum B.V.												The Netherlands	
1346							ZuidGas B.V.												The Netherlands	
1347						Oliemaatschappij Anglo Nederland B.V.													The Netherlands	
1348						Van der Crijs Knuvlkes B.V.													The Netherlands	
1349						Van der Crijs Patiel B.V.													The Netherlands	
1350						Verkoopmaatschappij Noord B.V.													The Netherlands	
1351					BP Overzee B.V.														The Netherlands	
1352					Dofima BV														The Netherlands	
1353						Aquastar Europe B.V.													The Netherlands	
1354							Aquastar Seafood S.A. (In Liquidation												Spain	
1355						Domeat Vlees B.V.													The Netherlands	
1356						Lianyungang Sulandlink Feed & Aquaculture Compan\											50.000%	50.000%	China	
1357						Metro-Service B.V.													The Netherlands	
1358				BP Ningbo Huadong LPG Company Limitec													93.000%	93.000%	China	
1359				BP Norge a.s.															Norway	
1360					Mobil Oil Norge DA												49.000%	49.000%	Norway	
1361				BP Norway Investments B.V.															The Netherlands	
1362					BP Amoco Norge AS												48.000%		Norway	
1363				BP Oman SAOG													20.000%	49.000%	Oman	
1364				BP Pipelines Vietnam B.V.															The Netherlands	
1365				BP Russia Holdings B.V.															The Netherlands	
1366					AO Sidanco												10.000%	See Note 4	Russia	
1367					East Siberia Holdings B.V.														The Netherlands	
1368					Burovik East Siberia Holdings Limitec														Cyprus	
1369						OAO Rusia Petroleum											25.000%	25.000%	Russia	
1370				BP Trading n.v./S.A.													0.010%		Belgium	
1371				BP Ukraine LLC													1.000%		Ukraine	
1372				Deutsche BP AG (Note 8)													99.990%		Germany	
1373					Aethylen-Rohrleitungs-GmbH												16.670%	33.340%	Germany	
1374					Aethylen-Rohrleitungs-GmbH & Co KG												16.670%	33.340%	Germany	
1375					AFS&M Aviation Fuel Services & Management GmbH												25.000%	25.000%	Germany	New JV in 98
1376					Bayernoil Raffineriegesellschaft mbH												30.000%	30.000%	Germany	
1377						GSB-Gesellschaft zur Entsorgung von Sondermull in Bayern mbH											0.090%	0.090%	Germany	
1378					BFS Berlin Fuelling Services GbR												12.500%	12.500%	Germany	
1379					BKV Beteiligungs-und Kunstoffverwertung mbH												2.000%	2.000%	Germany	
1380					BP Caplux S.A.												27.640%		Luxembourg	
1381						BP Capital N.V./S.A.											96.650%		Belgium	
1382					BP Chemicals Holding AB , Trelleborg														Sweden	
1383						BP Chemicals Trelleborg AB, Trelleborg													Sweden	
1384					BP Chemicals Marl GmbH														Germany	
1385					BP Euroservice GmbH														Germany	(regd Mulheim/Ruhr)
1386					BP Direkt GmbH														Germany	
1387					BP OIL Deutschland GmbH														Germany	
1388					BP Oil Tech GmbH														Germany	
1389					CFS Cologne Fuelling Services GbR, Cologne												33.330%	33.330%	Germany	
1390					Deutsche Transalpine Oelleitung GmbH												11.000%	11.000%	Germany	
1391					DFS Düsseldorf Fuelling Services GbR												25.000%	25.000%	Germany	

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1392					DTS Düsseldorf Tank Services GbF												25.000%	25.000%	Germany
1393					EC Erdolchemie GmbH												100.000%	100.000%	Germany
1394						Aethylen-Rohrleitungs-Gmbl-											16.670%	33.340%	Germany
1395						Aethylen-Rohrleitungs-GmbH & Co KG											16.670%	33.340%	Germany
1396						Erdolchemie Unterstutzungskasse GmbH, Koln (changing to 50% in 2001													Germany
1397					EFS Erfurt Fuelling Services GbR												50.000%	50.000%	Germany
1398					FFS Frankfurt Fuelling Services GbF												33.333%	33.333%	Germany
1399					Film Association GbR												9.800%	9.800%	Germany
1400					Frankfurt Fuelling Services (FFS) GbF												25.000%	25.000%	Germany
1401					Gelsenberg AG														Germany
1402						Bergemann GmbH											0.154%	0.154%	Germany
1403							Ruhrgas AG										0.050%	25.547%	Germany
1404						Gelsenberg Algerie S.a.R.L.(I.L.)													Algeria
1405						Ruhrgas AG											25.470%	25.547%	Germany
1406						Schubert KG											2.960%	2.960%	Germany
1407						Studiengesellschaft-Erdgas-Sud mbl-											34.000%	34.000%	Germany
1408					Hofmann Mineraloele GmbH, Straubing												50.000%	50.000%	Germany
1409					Hydranten-Betriebs-Gesellschaft Flughafen Frankfurt/Mai												11.110%	11.110%	Germany
1410					LFS Langenhagen Fuelling Services GbR, Hamburg												25.000%	25.000%	Germany
1411					Mobil Oil Lubricants LLC												49.000%	49.000%	Russia
1412					MFS Munich Fuelling Services GbR												20.000%	20.000%	Germany
1413					Olex/Fanal GmbH														Germany
1414					Raimund Mineraloel Gmbl-												50.000%	50.000%	Germany
1415					Rhein-Main-Rohreleitungstransportgesellschaft mbl												31.000%	31.000%	Germany
1416					RIGK Gesellschaft zur Rucktuhrung industrieller und gewerblicher Kmbl-												8.000%	8.000%	Germany
1417					SFS Stuttgart Fuelling Services GmbH, Hamburg												25.000%	25.000%	Germany
1418					SNS Shop Non Stop GmbH, Hamburg												50.000%	50.000%	Germany
1419					STDG Straßentransport Dispositions Gmbl-												50.000%	50.000%	Germany
1420					Tanklagergesellschaft Koln-Bonn (TGK												14.290%	14.290%	Germany
1421					Tanklager-Gesellschaft Tegel (TGT												33.330%	33.330%	Germany
1422					TGHL Tanklager-Gesellschaft Hannover-Langenhagen Gb												25.000%	25.000%	Germany
1423					TBN Tanklager-Betriebsgesellschaft Nurnberg mbl												33.300%	33.300%	Germany
1424					TFSB Turbo Fuel Services Berlin GbF												12.500%	12.500%	Germany
1425					TFSS Turbo Fuel Services Sachsen GbF												14.286%	14.286%	Germany
1426					TGH Tankdienst-Gesellschaft Hamburg GbF												33.330%	33.330%	Germany
1427					TGM Tankdienst-Gesellschaft Munchen GbF												14.290%	14.290%	Germany
1428					TGN Tankdienst-Gesellschaft Nurnberg GbF												50.000%	50.000%	Germany
1429					TGS Tankdienst-Gesellschaft Stuttgart GbF												50.000%	50.000%	Germany
1430					TLS Tanklager Stuttgart GmbH												45.000%	45.000%	Germany
1431					UNION-TANK Eckstein GmbH												34.000%	34.000%	Germany
1432						CCS Slovak Card Service Ltd.											50.000%	17.000%	Slovakia
1433						UTA Italia											99.000%	33.660%	Italy
1434						UTA Polska											50.000%	17.000%	Poland
1435						UTA Nederland B.V., Utrecht											34.000%	11.560%	The Netherlands
1436					UNION-TANK Eckstein GmbH & Co KG												34.000%	34.000%	Germany
1437						Arbeitsgemeinschaft Gebuhrenentrichtungssystem GbR (AGES											16.700%	8.183%	Germany
1438						DBL Daimler-Benz "Loteda" Vermoegensverwaltungsges.mbl											49.000%	24.010%	Germany
1439						Mercedes Service Card GmbH & Co. KG											49.000%	24.010%	Germany
1440						Petrol Card Service GmbH, Sofia											50.000%	24.500%	Bulgaria
1441						UTA Espana S.L.											49.000%	24.010%	Spain
1442				Fuelling Services Company LLC													50.000%	50.000%	Georgia
1443				Gas Tanks Nederland B.V															The Netherlands
1444					BP Papau New Gunea Limited														Papua New Guinea
1445				Mobil Oil Lubricants Ukraine L.L.C													49.000%	49.000%	Ukraine
1446				Mobil Oil OY AB													49.000%	49.000%	Finland
1447				Oil Trade n.v.													0.100%		Belgium
1448				Pipelines Columbia B.V.															The Netherlands
1449				Polish Aviation Refuelling Services Sp. z o.o													49.000%	49.000%	Poland

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1450				PT Cemerlang Pelumas Prima													51.000%	51.000%	Indonesia
1451					PT Agip Lubrindo Pratama												10.000%	5.100%	Indonesia
1452				Romanian Fuelling Services S.R.L													50.000%		Romania
1453				Russia Finance (1998) Limited (In Liquidation)															England
1454				South China Bluesky Aviation Oil Company Limitec													24.500%	24.500%	China
1455				The Marine Alliance B.V.													50.000%	50.000%	The Netherlands
1456			BP Italia SpA																Italy
1457				C.B.A. del Lubrificanti													20.000%	20.000%	Italy
1458				Air BP Italia Spa													50.000%	50.000%	Italy
1459			BP Korea Trading Limited																England
1460			BP Oil (Gibraltar) Limited																Gibraltar
1461			Duckhams Oil (Thailand) Co Limited														45.000%	51.000%	Thailand
1462			Enértica Venezuela C.A.														99.000%		Venezuela
1463			Ireland Power Energy Limitec														80.000%	80.000%	Ireland
1464			Jupiter Insurance Limited																Guernsey
1465			LevelSeas UK Limited																England
1466			ZAO Baltic Petroleum														80.950%	80.950%	Russia
1467			ZAO BP Neft																Russia
1468		BP Global Pension Trustees Limited																	Guernsey
1469		BP Group Ireland Trustees Limitec																	Ireland
1470		BP International Limited																	England
1471			Air BP Limited																England
1472				Fingal Aviation Services Limited													50.000%	50.000%	Ireland
1473			Altra Energy Technologies, Inc.														2.000%	2.000%	
1474			BP Amoco Capital p.l.c.																England
1475			BP Asia Pacific Holdings Limited																England
1476				BP Asia Pacific (Malaysia) Sdn Bhd															Malaysia
1477				BP Chemicals S.E.A Pte Limited															Singapore
1478				BP Chile Petrolera Limitada													50.000%		Chile
1479				BP Guangdong Limited													85.000%	85.000%	China
1480				BP New Zealand Holdings Limited															New Zealand
1481					BP Oil New Zealand Limited														New Zealand
1482						AA Rewards Operations Limitec											50.000%	50.000%	New Zealand
1483						BP New Zealand Share Scheme Limitec													New Zealand
1484						Coastal Tankers Limitec											25.000%	25.000%	New Zealand
1485							Silver Fern Shipping Limited											25.000%	New Zealand
1486						Coro Trading NZ Ltd													New Zealand
1487						Dominion Oil Refining Ltd													New Zealand
1488						Fleet Technology (New Zealand) Limitec											31.829%	31.829%	New Zealand
1489						Independent Petroleum Laboratory Limitec											25.800%	25.800%	New Zealand
1490						McFall Fuel Limited											30.000%	30.000%	New Zealand
1491						New Zealand Oil Service Limitec											33.330%	33.330%	New Zealand
1492						Penagree Limited											25.000%	25.000%	New Zealand
1493						Penagree No. 2 Limitec											25.000%	25.000%	New Zealand
1494						Wirl Oil Services Ltd											27.780%	27.780%	New Zealand
1495					BP Pacific Investments Ltd														New Zealand
1496					Europa Oil New Zealand Ltc														New Zealand
1497						New Zealand Refining Co Ltc											8.570%	23.660%	New Zealand
1498					New Zealand Refining Co Ltc												15.090%	23.660%	New Zealand
1499				BP Oil Vietnam Limited															England
1500					BP Petco Limited												65.000%	65.000%	Vietnam
1501				BP (Shanghai) Trading Limited															China
1502				BP China Pte Ltd															Singapore
1503					BP Fujian Limited												67.000%	67.000%	China
1504				BP Taiwan Limited															England
1505				Emulco Sdn Bhd													49.000%	49.000%	Malaysia
1506				Enértica Venezuela C.A.													1.000%		Venezuela
1507				Lebanese Aviation Technical Services S.A.L.															Lebanon

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1508			BP Brasil Investimentos Ltda																Brazil
1509			BP Chemicals (International) Limited																England
1510			BP Chemicals Investments Limited																England
1511				BP Chemicals (Ireland) Limited															England
1512				BP Chemicals Limited															England
1513					Baglan Cogeneration Company														England
1514					Baglan Energy Park Operating Company Limitec														England
1515					Bakelite UK Limited (In Liquidation)														England
1516					BP Chemicals (Korea) Limited														England
1517						Asian Acetyls Co., Ltd											34.000%	34.000%	South Korea
1518						International Ester Co Ltc											45.000%	45.000%	South Korea
1519						Samsung-BP Chemicals Co., Ltd											51.000%	51.000%	South Korea
1520					BP Chemicals Asia Pacific Services Limited														England
1521					BP Korea Marketing Limitec														England
1522					BP Sutton Limited														England
1523					BP World-Wide Technical Services Limited														England
1524					BXL Plastics Limited														England
1525						Arjobex Limited											51.000%	51.000%	England
1526						Cotuplas SA											5.000%	5.000%	France
1527					Neath Canal Navigatior												84.620%	84.620%	England
1528				BP Chemicals PlasTec GmbH															Germany
1529					BP Chemicals PlasTec B.V. Niederlande														The Netherlands
1530					BKV Beteiligungs- und Kunststoffverwertungsgesellschaft mbH												0.660%	0.660%	Germany
1531					Der Gruene Punkt - Duales System Deutschland AG, Koeln												0.170%	0.170%	Germany
1532					Minigrip Europe GmbH												20.000%	20.000%	Germany
1533					Telasto Folien GmbH												50.000%	50.000%	Germany
1534				BP Chemicals Trading Limited															England
1535				BPCM Assets Sdn Bhd															Malaysia
1536				Polyethylene Malaysia Sdn Bhc													60.000%	60.000%	Malaysia
1537				Ethylene Malaysia Sdn Bhc													15.000%	15.000%	Malaysia
1538				PT Petrokimia Nusantara Interindc													76.000%	76.000%	Indonesia
1539				PT Polytama Propindo													10.000%	10.000%	Indonesia
1540				Tube Net Limited													51.000%	51.000%	Jersey
1541				Yangtze River Acetyls Co., Ltd													51.000%	51.000%	China
1542			BP Chile Petrolera Limitada														50.000%		Chile
1543			BP Coal Indonesia Limited (In Liquidation																England
1544			BP Dhofar LLC														49.000%	49.000%	Oman
1545			BP Exploration (Alov) Limited																England
1546			BP Exploration Company Limitec																Scotland
1547				Abu Dhabi Marine Operating Company													14.670%	14.670%	Abu Dhabi
1548				BP (Abu Dhabi) Limited															England
1549				BP Caribbean (Holdings) Limitec															Trinidad
1550					Kern Trinidad Oilfields Ltd														Trinidad
1551				BP Energy Limited															England
1552				BP Exploration Company (Associated Holdings) Lt															England
1553				BP Exploration Company (Middle East) Limitec															England
1554					Abu Dhabi Company for Onshore Oil Operation												9.500%	9.500%	Abu Dhabi
1555					Abu Dhabi Petroleum Company Ltc												23.750%	23.750%	England
1556					Iraq Petroleum Company, Ltd												23.750%	23.750%	England
1557				BP Exploration (Finance) Limitec															England
1558				BP Exploration Mexico Limitec															England
1559				BP Exploration Operating Company Limitec															England
1560					Amoco U.K. Gas Ventures Limited														England
1561					Blackhill Industrial Estate Ltd												49.000%	49.000%	Scotland
1562					BP Amoco Exploration (Forties) Limitec														England
1563					BP Amoco Exploration (In Amenas) Limited														Scotland
1564					BP Amoco Exploration (Inam) Limited														England
1565					BP Brasil Limitada.												99.000%		Brazil

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation		
1566					BP Exploration (Alpha) Ltd														England		
1567					BP Exploration (Angola) Limitec														England		
1568					BP Exploration (Azerbaijan) Limitec														England		
1569					BP Exploration Beta Ltd														England		
1570					BP Exploration (Caspian Sea) Limitec														England		
1571						Azerbaijan International Operating Compan											21.410%	42.670%	Cayman Islands		
1572						Georgian Pipeline Company											17.130%	17.130%	Cayman Islands		
1573					BP Exploration Company (Colombia) Ltc														England		
1574						BP Colombia Pipelines Limited													England		
1575							Oleoducta Central SA										15.200%	15.200%	Colombia		
1576							Gas Natural S.A.										0.500%	0.500%	Colombia		
1577							Transgas de Occidente SA										20.000%	20.000%	Colombia		
1578						Oleoducta de Colombia SA											10.400%	10.400%	Colombia		
1579					BP Exploration (Far East) Limitec														England		
1580					BP Exploration (In Salah) Limitec														England		
1581						In Salah Gas Limited											50.000%	50.000%	Jersey		
1582						In Salah Gas Services Limited											50.000%	50.000%	Jersey		
1583					BP Exploration (Isle of Man) Limitec														Isle of Man		
1584					BP Exploration (Kangean) Limitec														England		
1585					BP Exploration (Nigeria Finance) Limitec														England		
1586					BP Exploration (Nigeria) Limitec														Nigeria		
1587					BP Exploration (Zeta) Ltc														Scotland		
1588					BP Exploration Services Ltc														England		
1589					BP Amoco Exploration (MSA) Limited														England		
1590					BP Exploration Venezuela Ltc														England		
1591					BP Exploration (Vietnam) Limited														England		
1592					BP Gas Abu Dhabi Limited (In Liquidation)														England		
1593					BP Gas Marketing Limited														England		
1594					BP Iran Limited														England	Incorporated 1/98	
1595					BP Kazakhstan Limited														England		
1596					BP Kuwait Ltd														England		
1597					BP Oil Development Company														England		
1598					BP Amoco Exploration (Epsilon) Ltd.														England		
1599					BP Amoco Exploration (Delta) Limitec														England		
1600					BP Exploration (Theta) Ltd														England		
1601					BP Pipelines (Vietnam) Limited (In Liquidation)														England		
1602					BP Amoco Exploration (Gamma) Ltd.														England		
1603					Britoil (Thistle) Ltd.														Scotland		
1604					Britoil plc												84.280%		Scotland		
1605					Gas Marketing Services Limitec												50.000%	50.000%	Scotland		
1606					Interconnector (UK) Limited												10.000%	10.000%	England		
1607					Oil Spill Response Limited												6.850%	6.850%	England		
1608					Sawng B.V.														The Netherlands		
1609					Sullom Voe Association Ltd												25.000%	25.000%	Scotland		
1610				BP Exploration Orinoco Limitec															England		
1611					Administradora General Guaripiche SA												24.380%	24.380%	Venezuela		
1612				BP Exploration (Eta) Ltd.															England		
1613				BP-Japan Oil Development Co Ltc													See Note 3	50.000%	Scotland		
1614					Abu Dhabi Marine Areas Ltc												66.670%	33.333%	England		
1615				BP Norway Limited															England		
1616				Central North Sea Fibre Telecommunications Company Limitec															England		
1617				Bunduq Co Ltd													33.330%	33.330%	England		
1618				Kuwait Oil Company Ltd													50.000%	50.000%	England		
1619				Oil Trading Company (Iran) Limited (In Liquidation)															England		
1620				The Fibre Cable Company Limitec															England		
1621			BP Finance (South East Asia) Limited																England		
1622			Britannic Strategies Limited																Scotland		
1623			BP Holdings (Thailand) Limited														See Note 1		Thailand		

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation		
1624				BP Oil (Thailand) Limited													51.000%		Thailand		
1625					BP Thai Solar Corporation Ltd												20.630%	69.510%	Thailand		
1626					BP-Metro Petroleum Company Ltd												51.000%		Thailand		
1627					Chonburi Terminal Limited												50.000%	50.000%	Thailand		
1628					Duckhams Oils (Thailand) Co Limited												6.000%	51.000%	Thailand		
1629					Thai Petroleum Pipeline Company Limited												3.500%	3.500%	Thailand		
1630					Thai Lube Base Public Company Limited												5.000%	5.000%	Thailand		
1631			BP Investment Management Limited																England		
1632			BP Lubricants Trading Limited																England		
1633			BP Marine Limited																England		
1634			BP Maritime Services Limited																Bermuda		
1635			BP Metro Petroleum Co Ltd														49.000%		Thailand		
1636			BP Oil International Limited																England		
1637				EBIS (European Barge Inspection Scheme) Limitec													6.667%	6.667%	England		
1638				Routex BV													20.000%	20.000%	The Netherlands		
1639			BP Oil (Thailand) Limited														49.000%		Thailand		
1640				BP Thai Solar Corporation Ltd													20.630%	69.510%	Thailand		
1641				BP-Metro Petroleum Company Ltd													51.000%		Thailand		
1642				Chonburi Terminal Limited													50.000%	50.000%	Thailand		
1643				Duckhams Oils (Thailand) Co Limited													6.000%	51.000%	Thailand		
1644				Thai Petroleum Pipeline Company Limited													3.500%	3.500%	Thailand		
1645				Thai Lube Base Public Company Limited													5.000%	5.000%	Thailand		
1646			BP Oil UK Limited																England		
1647				Advanced Road Maintenance Limitec													50.000%	50.000%	England		
1648				Alexander Duckham & Co., Limited															England		
1649					Duckhams Oils Ireland Limited														Ireland		
1650					Duckhams Oils Ventures Limited														England		
1651				Aviation Fuel Services Limited													25.000%	25.000%	England		
1652				BP & Safeway Partnership													50.000%	50.000%	England	Partnership	
1653				BP D'Arcy Development Limited															England		
1654				BP Express Shopping Limited															England		
1655				BP Fuels Marketing Limited															England	Previously Dominion Oils Limited	
1656				BP Oil Grangemouth Refinery Limitec															Scotland		
1657				BP Oil Kent Refinery Limited (In Liquidation)															England		
1658				BP Oil Llandarcy Refinery Limited															England		
1659				BP Truckstops Limited															England		
1660				British Pipeline Agency Limited													50.000%	50.000%	England		
1661				Celtic Oil Supplies Limited (In Liquidation)															England		
1662					Combined Oil Distributors Limited (In Liquidation)														England		
1663				Dorchester Oil Trading Company Limitec															England		
1664				Equinox Retailing Limited													50.000%	50.000%	England		
1665				Gatwick Airport Storage and Hydrant Company Limited													12.500%	12.500%	England		
1666				Gatwick Refuelling Services Limitec													25.000%	25.000%	England		
1667				H & G Contracting Services Limited													25.000%	25.000%	England		
1668				Handygas Limited															England		
1669				Heathrow Hydrant Company Limitec													10.000%	10.000%	England		
1670				Heathrow Hydrant Operating Company Limitec													10.000%	10.000%	England		
1671				Joseph Batson and Company, Limited (in liquidation															England		
1672				Ludgate Sixty Nine Limited (see note 6													70.000%	70.000%	England		
1673					A. W. Saw Limited (In Liquidation)													70.000%	England		
1674					Border Gas Limited													70.000%	England		
1675					Charringtons Fuels Limited													70.000%	England		
1676					Charringtons Pension Plan Trustee Company Limitec													70.000%	England		
1677					The Bass Rock Oil Company Limitec													70.000%	Scotland		
1678				Macgas Limited															Scotland		
1679				Manchester Airport Storage & Hydrant Company Limitec													25.000%	25.000%	England		
1680				McFarlane Brothers (1984) Limited (in liquidation															Scotland		

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1681				Mobil Europe Lubricants Limitec													49.000%	49.000%	England
1682				National Benzole Company Limitec															England
1683					The National Petroleum Company Limitec														England
1684				Pentland Aviation Fuelling Services Limitec													50.000%	50.000%	England
1685				Petroleum Employers' Counci													10.000%	10.000%	England
1686				S. & J. D. Robertson North Air Limited															Scotland
1687				Scottish Oils Limited															Scotland
1688				Shell-Mex and B.P. Limited													40.000%	40.000%	England
1689					BP Marketing Limited (In Liquidation)													40.000%	England
1690					Medway Oil and Storage Company, Limitec													40.000%	England
1691					Shell and BP Scotland Limited													40.000%	England
1692					SM Realisations Limited (In Liquidation)													40.000%	England
1693				Stansted Fuelling Company Limited													14.290%	14.290%	England
1694				The Dominion Motor Spirit Co., Limited															England
1695				The Power Petroleum Company Limitec															England
1696				United Kingdom Oil Pipelines Limited													18.500%	18.500%	England
1697				United Kingdom Petroleum Industry Association Limitec													7.690%	7.690%	England
1698				Walton-Gatwick Pipeline Company Limited													27.330%	27.330%	England
1699				West London Pipeline and Storage Limitec													1.000%	1.000%	England
1700				Wymondham Oil Storage Limited													50.000%	50.000%	England
1701			BP Oil Venezuela Limited																England
1702			BP Oil Yemen Limited																England
1703			BP Panama SA																Panama
1704				Pan Marine Services SA															Panama
1705			BP Portuguesa, SA																Portugal
1706				24 X 24-Produtos Alimentares e Utilidades Domésticas, Ldı													50.000%	50.000%	Portugal
1707				BP Enérica - Distribuição de Combustíveis, Sociedade Unipessoal Limitada															Portugal
1708				Cardol - Sociedade de Comercializacao de Combustíveis Ld													99.600%		Portugal
1709				CLC-Companhia Logística de Combustíveis, SA													5.000%	5.000%	Portugal
1710				Dourogás-Companhia Produtora e Distribuidora de Gás, S.													10.000%	10.000%	Portugal
1711				SABA- Sociedade Abastecedora de Aeronaves, Ld													25.000%	25.000%	Portugal
1712				Cerâmicas Estaco-Estatuária Artística de Coimbra, SA													2.000%	2.000%	Portugal
1713				SIGAS-Armazenagem de Gas-ACE													32.000%	32.000%	Portugal
1714				Amadeu Monjardino & Herdeiros, Ldı													49.000%	49.000%	Portugal
1715				Sociedade Imobiliario Quinta do Loureiro, S/													99.900%	99.900%	Portugal
1716				BP Enertica-Sociedade Unipessoa															Portugal
1717			BP Power Trading Limited																Scotland
1718			BP Solar International Limited																England
1719				BP Solar Holdings Limited															England
1720					BP Solar Arabia Ltd												40.000%	40.000%	Saudi Arabia
1721					BP Solar Australia Pty Ltd														Australia - Victoria
1722					BP Solar Malaysia Sdn Bhc												49.000%	49.000%	Malaysia
1723					BP Thai Solar Corporation Ltc												48.880%	69.510%	Thailand
1724					Tata BP Solar India Limited												51.000%	51.000%	India
1725				BP Solar Limited															England
1726					BP Solar East Africa Limited														England
1727			BP South East Asia (Trading) Limited																England
1728				PT Exor-1 Operation Service Company													25.000%	25.000%	Indonesia
1729			BP Tanker Company Limited																England
1730				P.T. Jasatama Petroindc															Indonesia
1731			BP Venezuela Limited																England
1732			Bristol Composite Materials Pension Trustees Limited (In Liquidatior																England
1733			Britannic Energy Trading Limited																England
1734			Britannic Trading Limited																England
1735			Caymans 97 Holdings Ltd.																Cayman Islands
1736			ChemConnect, Inc.														4.900%	4.900%	USA-Delaware
1737			Exult, Inc.														6.000%	6.000%	USA-Delaware
1738			Flightneeds.com UK Limited																England

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
1739			Grangemouth Polypropylene Limitec																England				
1740				Appryl Scotland (Partnership)													49.000%	49.000%	Scotland	Partnership			
1741			Greenmountain.com Company														28.000%	28.000%	USA-Delaware				
1742			Hemel Resaurant Limitec														54.438%	54.438%	England				
1743			International Card Centre Limitec																England				
1744			Isoflam International Limited (In Liquidation)																England				
1745			Nigermed Petroleum SA														50.000%	50.000%	Panama				
1746			OceanConnect.com Inc.																USA-Delaware				
1747			Oneswoop.com Limited														0.623%	0.623%	England				
1748			PT Kaltim Prima Coal														50.000%	50.000%	Indonesia				
1749			Selection Trust Limited (In Liquidation)																England				
1750			Seltrust Offshore Holdings Limited (In Liquidation																Bermuda				
1751			Seltrust Second Offshore Holdings Limited (In Liquidation																Bermuda				
1752			The Consolidated Petroleum Company Limitec														50.000%	50.000%	England				
1753				Price's Petroleum Company Limitec														50.000%	England				
1754				Shell and BP Red Sea Trading Limitec														50.000%	England				
1755				Shell and BP Services Limited														50.000%	England				
1756				Shell Red Sea Limited														50.000%	England				
1757				The Consolidated Petroleum Supply Company Limitec														50.000%	England				
1758			Trouw Great Britain Limited																England				
1759			UTA Tank A.G.																Switzerland				
1760			Viceroy Investments Limited																England				
1761				SOFAST Limited													See Note 2	52.630%	Thailand				
1762			Young's Paraffin Light and Mineral Oil Company (Limited																Scotland				
1763		BP Japan Trading Limited																	England				
1764		BP Korea Limited																	England				
1765		BP Lesotho (Pty) Limited																	Lesotho				
1766		BP Limited																	England				
1767		BP Malta Limited																	Malta				
1768		BP Middle East Limited																	England				
1769			Bahrain Aviation Fuelling Company B.S.C														13.000%	13.000%	Bahrain				
1770			BP France														28.400%		France				
1771				3TC													50.000%		France				
1772				Apex Ingenerie															France				
1773				Appryl SNC													49.000%	49.000%	France				
1774				Arjobex SNC													49.000%	49.000%	France				
1775				BP Capital N.V./S.A.													2.890%		Belgium				
1776				BP Chemicals SNC															France				
1777					3TC												50.000%		France				
1778				BP Fioul Services															France				
1779				BP Lavera SNC															France				
1780				Stockage Terminale de La Crau GIE													33.330%	33.330%	France				
1781				BP Negoce															France				
1782				Cie Rhenane de Raffinage													12.000%	12.000%	France				
1783				Commerce et Services SA															France				
1784				Depot Petrolier Cotier SARL													9.000%	9.000%	France				
1785				Depot Petrolier de la Corse S/													8.000%	8.000%	France				
1786				Discaris Gie													25.000%	25.000%	France				
1787				Emirates Petroleum Terminals LLC													49.000%	49.000%	United Arab Emirates				
1788				Entrepot Petrolier de Chambery GIE													20.000%	20.000%	France				
1789				Entrepot Petrolier de Limoges S A R L													20.000%	20.000%	France				
1790				Entrepot Petrolier de Nancy SARL													10.030%	10.030%	France				
1791				Entrepots Petroliers Regionaux S /													29.110%	29.110%	France				
1792				Entrepot Petrolier de Dijor													9.800%	9.800%	France				
1793				Entrepot Petrolier de Mulhouse SARL													9.520%	9.520%	France				
1794				Entrepot Petrolier de Puget sur Agen													29.120%	29.120%	France				
1795				Entrepot Petrolier de Pays Monceau													29.120%	29.120%	France				
1796				Entrepot Petrolier de Semoy													29.120%	29.120%	France				

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation				
1797				Entrepots Petrolier Provencaux SA													22.960%	22.960%	France				
1798				Geeraert et Matthys SA															France				
1799				Gesmin SNC															France				
1800				Gexaro SA													50.000%	50.000%	France				
1801				GMCEL													49.000%	49.000%	France				
1802				GMCEP													70.000%	70.000%	France				
1803				Groupement Avitaillement Marseille Provence GIE													33.330%	33.330%	France				
1804				Groupement Avitaillement Orly													25.000%	25.000%	France				
1805				Groupement Immobilier Petrolier													12.500%	12.500%	France				
1806				Groupement Petrolier de Portes les Valence													18.000%	18.000%	France				
1807				Groupement Petrolier de Saint Pierre des Corp													20.000%	20.000%	France				
1808				Groupement Petrolier de Strasbourg GIE													33.330%	33.330%	France				
1809				Groupement Pour L'Avitaillement Nice Cote d'Azur GIE													33.330%	33.330%	France				
1810				Grpt d'Expl. du Depot Recept. Chennevieres GIE													11.110%	11.110%	France				
1811				Interfuel SN SNC															France				
1812				Khariessa SCI													9.140%	9.140%	France				
1813				Middle East Lubricants Company LLC													29.300%	29.300%	Dubai				
1814				Naphtachimie SA													50.000%	50.000%	France				
1815				Oceade S.A.													20.000%	20.000%	France				
1816				Oxochimie SA													50.000%	50.000%	France				
1817				Raffinerie de Strasbourg SA													33.330%	33.330%	France				
1818				SA de Gestion de Stocks de Securite													6.610%	6.610%	France				
1819				Sator															France				
1820				SCI des Pelerins Mont Blanc															France				
1821				Sharjah Aviation Services Co. LLC													49.000%	49.000%	United Arab Emirates				
1822				Soc de Manutention de Carburants Aviation SA (SMCA													16.660%	16.660%	France				
1823				Soc de Stockage Geologique dans le sel de Manosque (GEOSEL) SN													19.890%	19.890%	France				
1824				Soc de transport petrolier par Pipe-Lines SA													6.230%	6.230%	France				
1825				Soc des Pipe-Lines de Strasbourg SARL													12.480%	12.480%	France				
1826				Soc du Pipe-Lines Mediterranee-Rhone SA													12.170%	12.170%	France				
1827				Soc du Pipeline Sud Europeen SA													3.560%	7.120%	France				
1828				Soc Francaise de Stockage Geologiques (GEOSTOCK) SARL													25.000%	25.000%	France				
1829				Soc Havriase de Manutention de Produit Petroliers SA													15.400%	15.400%	France				
1830				Soc Maritime des Combustibles Liquides de Boulogne sur-Mer SA													12.160%	12.160%	France				
1831				Soc Raffinage BP/Elf Dunkerque SA													60.000%	60.000%	France				
1832				Societe Gerland SA													99.500%	99.500%	France				
1833				SORALA															France				
1834				SRHP															France				
1835					Cergy St Christophe												0.020%	0.020%	France				
1836					Comptoir Auxiliaire Petrolier SA												8.160%	8.160%	France				
1837					Distribution Routiere SCI												0.010%	0.010%	France				
1838					Rue de Lille SA												7.000%	7.000%	France				
1839					Revue Generale des Routes et Aerodromes S.												1.150%	1.150%	France				
1840					SCI Aguette Lavera												0.010%	0.010%	France				
1841					Soc Generale de Maintenance SA												5.000%	5.000%	France				
1842				Stockage geologique de gaz de Laver													19.590%	19.590%	France				
1843				Transpetrol SARL															France				
1844		BP Namibia (Proprietary) Limited																	Namibia				
1845		BP Namibia Limited																	England				
1846		BP Pension Trustees Limited																	England				
1847			Finsbury Properties Inc																USA-Delaware				
1848				Finsbury Colorado Properties Inc															USA-Delaware				
1849			Ropemaker Properties Limited																England				
1850		BP Pensions Services Limited (Renamed: BP Pensions Limited in August 2000																	England				
1851		BP Petrolleri A.S.																	Turkey				
1852			Ambarli Depolama Hizmetleri Limited Sirket														25.000%	25.000%	Turkey				
1853			Mobil Madeni Yaglar Ortakligi														49.000%	49.000%	Turkey	Partnership			
1854			BP Akaryakyt Ortakligi														70.000%	70.000%	Turkey	Partnership			

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1855			Teknik Petrol Urunleri Servis Yonetim Limited Sirket														1.000%		Turkey
1856		BP Properties Limited																	England
1857		BP Quest Company Limited																	England
1858		BP Shipping Limited																	England
1859			BP Shipcare Sdn Bhd																Malaysia
1860			Levelseas Ltd														33.330%	33.330%	England
1861		BP Singapore Pte Limited																	Singapore
1862			BP Asia Trading Pte Limited																Singapore
1863			BP Marketing Services Pte Ltd																Singapore
1864			BP Refinery Singapore Pte Limitec																Singapore
1865			BP-Wearnes Gas Pte Ltd														51.000%	51.000%	Singapore
1866			Changi Airport Fuel Hydrant Installation Pte Ltc														12.500%	12.500%	Singapore
1867			Changi Into-Plane Services (Pte) Limitec														16.660%	16.660%	Singapore
1868			Duckhams Asia Pte Ltd																Singapore
1869			East Asia Response Pte Limitec														13.330%	13.330%	Singapore
1870			Singapore Refining Company Pte Limitec														33.330%	33.330%	Singapore
1871			ST-Airport Services Pte Ltd														25.000%	25.000%	Singapore
1872			Tanker Mooring Services Company Pte. Ltd														16.670%	16.670%	Singapore
1873		BP South East Asia Limited																	England
1874		BP South West Pacific Limited																	Fiji
1875		BP Southern Africa (Proprietary) Limitec																	South Africa
1876			Blencor (Pty) Limited														50.000%	50.000%	South Africa
1877			BP Centre Nominees (Pty) Ltd																South Africa
1878			BP Thibault Nominees (Pty) Ltd																South Africa
1879			Foreshore Nominees (Pty) Limitec																South Africa
1880			Gilbert City Investments (Pty) Ltd																South Africa
1881			Myack Holdings (Pty) Ltd																South Africa
1882			Shell and BP South African Petroleum Refineries (Pty) Ltc														50.000%	50.000%	South Africa
1883				Inyokeni Nominees (Pty) Limitec														50.000%	South Africa
1884		BP Swaziland (Pty) Limited																	Swaziland, South Africa
1885		BP Sweden AB																	Sweden
1886			Air BP Sweden AB																Sweden
1887				AFCO AB													33.330%	33.330%	Sweden
1888				GFO AB													33.330%	33.330%	Sweden
1889			BP Chemicals (Norden) AB																Sweden
1890			BP Chemicals AB																Sweden
1891			BP Smorjmedel AB																Sweden
1892		BP Technical Services Limited																	England
1893		BP Trading Limited																	England
1894		BP Turkey Refining Limited																	England
1895		The British Coaling Depots, Limited (In Liquidation															7.900%	7.900%	England
1896		Britoil plc															15.720%		Scotland
1897		Burmah Castrol plc																96.000%	Scotland
1898			Burmah Castrol Capital (Jersey) Limited															96.000%	Jersey
1899			Kerax Pension Trustee Limitec															96.000%	England
1900			Burmah Overseas Funding Limitec															96.000%	England
1901			Burmah Oil tankers Limited															96.000%	Bermuda
1902			Menehall Investments Limitec														10.000%	96.000%	England
1903					Burmah Endeavour Limited													96.000%	England
1904					Burmah Enterprise Limited													96.000%	England
1905					Burmah Vessel Operations Limitec													96.000%	England
1906			Petroleum Supplies and Services (Bermuda) Limited															96.000%	Bermuda
1907			Pipers Holdings Limited															96.000%	Bermuda
1908				Menehall Investments Limitec													90.000%	96.000%	England
1909					Burmah Endeavour Limited													96.000%	England
1910					Burmah Enterprise Limited													96.000%	England
1911					Burmah Vessel Operations Limitec													96.000%	England
1912			Burmah Oil (Bermuda) Holdings Limited															96.000%	Bermuda

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1913			Burmah Oil (Bermuda) Limited															96.000%	Bermuda
1914			Burmah Oil Indonesia Limited															96.000%	England
1915			Burmah Castrol Finance PLC															96.000%	England
1916				Burmah Castrol B.V.														96.000%	The Netherlands
1917			The Burmah Oil Company (Pakistan Trading) Limitec															96.000%	Scotland
1918			Burmah Castrol Germany Holdings Limitec															96.000%	England
1919			The Burmah Oil Company (Overseas) Limitec															96.000%	Scotland
1920			Burmah Oil Investment Holdings Limited															96.000%	England
1921			Burmah Castrol Fuels Limited														50.000%	96.000%	England
1922			Burmah - Shell Oil Storage & Distributing Company of India Limited															96.000%	England
1923			Bladite Holdings Limited															96.000%	Scotland
1924			C.C. Wakefield & Company Limited															96.000%	England
1925			Castrol Europe Limited															96.000%	England
1926			Halmanco Limited															96.000%	England
1927			J.H.C. Realisations Limited															96.000%	Scotland
1928			Lobitos Oilfields Limited															96.000%	Scotland
1929			Manchester Oil Refinery (Holdings) Limitec															96.000%	England
1930			Morris Rubber Industries Limitec															96.000%	England
1931			Motor Accessories Manufacturers Association Limite															96.000%	England
1932			O.M.D.C. Limited															96.000%	England
1933			Petrowaxes Limitec															96.000%	England
1934			Castrol North America Inc.															96.000%	USA
1935				Chem-Trend Inc.														96.000%	USA
1936					Chem-Trend A/S													96.000%	Denmark
1937						Chem-Trend (Sverige) AB												96.000%	Sweden
1938						Chem-Trend (France) SARL												96.000%	France
1939					Chem-Trend Comercial S.A. De C.V.												49.000%	47.040%	Mexico
1940					Chem-Trend De Mexico S.A. De C.V												40.000%	38.400%	Mexico
1941					Chem-Trend Industria Inc													96.000%	USA
1942					Chem-Trend Industria Inc. eCia													96.000%	Brazil
1943					Chem-Trend International Corporatio													96.000%	Virgin Islands
1944					Chem-Trend Korea Limitec													96.000%	Korea
1945					Chem-Trend Ventures Inc													96.000%	USA
1946				Castrol Industrial North America Inc.														96.000%	USA
1947					Lubecon Systems, Inc.													96.000%	USA
1948						Lubecon Canada, Limitec												96.000%	Canada
1949						Lubecon Systems GmbH												96.000%	Germany
1950						Turmolube L.L.C.												96.000%	USA
1951				Castrol Heavy Duty Lubricants Inc														96.000%	USA
1952					Dryden Oil Company, Inc.													96.000%	USA
1953				Burmah Castrol Holdings Inc														96.000%	USA
1954					Remet Corporatior													96.000%	USA
1955					OMD87, Inc													96.000%	USA
1956					Paragon Wax Refining Company													96.000%	USA
1957					Dussek Campbell Inc.													96.000%	USA
1958					Burmah Technical Services, Inc.													96.000%	USA
1959					Sericol, Inc.													96.000%	USA
1960					U.V. Systems, Inc.													96.000%	USA
1961					BAE Fund Corporation													96.000%	USA
1962					BOFH Inc.													96.000%	USA
1963					BPD Inc.													96.000%	USA
1964						Burgas Inc.												96.000%	USA
1965					BPQ, Inc.													96.000%	USA
1966					Burmah Castrol Chemicals Inc.													96.000%	USA
1967					Burmah Oil (Louisiana) Inc.													96.000%	USA
1968					Burmah Oil (New York) Inc.													96.000%	USA
1969					Burusa, Inc.													96.000%	USA
1970					Castrol Carribean & Central America Inc													96.000%	USA

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
1971			Burmah Castrol Holdings Limited															96.000%	England
1972				Burmah Castrol Trading Limited														96.000%	England
1973					App Chemicals Limited												24.00%	96.000%	England
1974					Castrol Industrial Limited													96.000%	England
1975					Castrol Marine Limitec													96.000%	England
1976					Castrol Commercial Limited													96.000%	England
1977					Castrol Consumer Limited													96.000%	England
1978					Apex Service Stations Limitec													96.000%	England
1979					Dussek Campbell Limited													96.000%	England
1980					Fosroc Limited													96.000%	England
1981					Burmah Castrol Corporate Services Limitec													96.000%	Scotland
1982					Major & Company Limited													96.000%	England
1983					Kerax Holdings Limitec													96.000%	England
1984						Kerax Trading Limited												96.000%	England
1985						Kerax Limited												96.000%	England
1986					Burmah Castrol Fuels Limited												50.000%	96.000%	England
1987					Castrol Offshore Limitec													96.000%	England
1988					Adhesive Solutions Limited													96.000%	England
1989					Adsol Limited													96.000%	England
1990					Bonding Systems Limited													96.000%	England
1991					Dussek Brothers Limitec													96.000%	England
1992					Expandite Contract Services Limitec													96.000%	England
1993					Brightyear Limited													96.000%	England
1994						App Chemicals Limited											76.000%	96.000%	England
1995					Chem-Trend (UK) Limited													96.000%	England
1996					Dussek Campbell (Cables) Limitec													96.000%	England
1997					Foseco Steel (UK) Limited													96.000%	England
1998					Remet (UK) Limited													96.000%	England
1999					Road Research Limitec													96.000%	England
2000					Spectra Pension Trustee Limitec													96.000%	England
2001					Knowledge.Com Limited													96.000%	England
2002					DTS Photoset Limited													96.000%	England
2003					Campbell Technical Waxes Limited													96.000%	England
2004				Burmah Castrol Chemicals Limited														96.000%	England
2005					Expandite (Canada) Limitec													96.000%	Canada
2006					Expandite Inc. (USA)													96.000%	USA
2007					Fosroc Sdn. Bhd												70.000%	67.200%	Malaysia
2008					Fosroc Poland SP Z.o.o.													96.000%	Poland
2009						Fosroc Ksante											70.000%	67.200%	Poland
2010					SKSF IA Limited													96.000%	England
2011					Fosroc Nominees Limited													96.000%	England
2012					Jordanian British Construction Chemicals Co. Limitec												80.000%	76.800%	Jordon
2013					Sericol International Limitec													96.000%	England
2014						Sericol (Hong Kong) Limited												96.000%	Hong Kong
2015						Sericol A.G.												96.000%	Switzerland
2016						Sericol Espana S.A.												96.000%	Spain
2017						Sericol India (Private) Limited												96.000%	India
2018						Sericol Sp Zo.o												96.000%	Poland
2019						Sericol China Limited												96.000%	England
2020							Sericol (Nanjing) Co. Limited											96.000%	China
2021						Sericol S.R.O.												96.000%	Czech Republic
2022					Sericol Limited													96.000%	England
2023						Reprochem Limited												96.000%	England
2024						Stellaria Property Company Limitec												96.000%	England
2025					Fosroc Hong Kong Limited													96.000%	Hong Kong
2026						Expandite-Interswiss Limitec												96.000%	Hong Kong
2027					Fosroc Mining And Tunnelling Limited													96.000%	England
2028						Fosroc Guangzhou Limitec											95.000%	91.200%	China

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2029					Shanghai Fosroc Expandite Construction & Engineering Products Company Limite												55.000%	52.800%	China
2030					Fosroc (Thailand) Limited													96.000%	Thailand
2031					Foseco Venezolana C.A													96.000%	Venezuela
2032					Foseco Industrial E Comercial Limitada													96.000%	Brazil
2033						Fosbel Industrial E Comercio Limitada											51.000%	48.960%	Brazil
2034						Oroxo Comercial Exportadora Limitada												96.000%	Brazil
2035							Foseco Comerco E Participacoes Limitada											96.000%	Brazil
2036					Reax Indústria E Comércio Limitada													96.000%	Brazil
2037					Ekochem S.A.													96.000%	Poland
2038				Castrol Limited														96.000%	England
2039					Company Net Limited													96.000%	Scotland
2040						The Knowladge Business.com Limitec												96.000%	Scotland
2041					Castrol (U.K.) Limited													96.000%	England
2042					EGP SAP Limited													96.000%	England
2043					EGP SL plc													96.000%	England
2044					Castrol Overseas Nominees Limitec													96.000%	England
2045					Castrol Overseas Equities Limitec													96.000%	England
2046					Castrol Overseas Investments Limitec													96.000%	England
2047					Castrol Overseas Securities Limitec													96.000%	England
2048					Chem-Trend China Investments Limite													96.000%	England
2049						Chem-Trend (Shanghi) Trading Co Limitec												96.000%	China
2050					Castrol (Ireland) Limitec													96.000%	Ireland
2051						Burmah Castrol (Ireland) Pension Trust Limitec												96.000%	Ireland
2052						Burmah Oil (Ireland) Limited												96.000%	Ireland
2053							Fosroc Limited											96.000%	Ireland
2054						Veedol (Ireland) Limitec												96.000%	Ireland
2055						Halfords Limited												96.000%	Ireland
2056					Veedol International Limitec													96.000%	Scotland
2057						Castrol Espana S.A.												96.000%	Spain
2058					Castrol Chile S.A.													96.000%	Chile
2059						Tribol Chile S.A.												96.000%	Chile
2060					Castrol Argentina S.A.													96.000%	Argentina
2061					Castrol Del Peru S.A.													96.000%	Peru
2062					Castrol de Venezuela C.A													96.000%	Venezuela
2063					Castrol Brazilia Limitada													96.000%	Brazil
2064					Sociedade Gestora De Parpicipacoes Sociais, Limitada												50.000%	48.000%	Portugal
2065						Castrol Portugesa Limitada											99.930%	47.966%	Portugal
2066							Santamaro, Limitada										28.000%	13.430%	Portugal
2067						Santamaro, Limitada											72.000%	34.560%	Portugal
2068						Veedol Lubrificantes Limitada											99.400%	47.712%	Portugal
2069						Multifroda - Comercio e Gestao de Frotas, Limitada											99.760%	47.885%	Portugal
2070					Petromarine Products Limited													96.000%	Cyprus
2071					Castrol Colombia Limitada													96.000%	Colombia
2072					Castrol Austria GmbH													96.000%	Austria
2073						Adamol Mineralhandels GmbH												96.000%	Austria
2074						Serigrafia Graphische Handelsgesellshaft mbl												96.000%	Austria
2075					Castrol China Investments Limitec													96.000%	England
2076						Castrol (Shenzhen) Company Limitec											95.000%	91.200%	China
2077					Castrol (China) Limited													96.000%	Hong Kong
2078						Castrol Trading (Guangzhou) Limitec												96.000%	China
2079						Castrol Trading (Shanghi) Company Limitec												96.000%	China
2080					Castrol K.K.													96.000%	Japan
2081						Foseco Japan Limited											92.000%	88.320%	Japan
2082						Sericol Japan Limited												96.000%	Japan
2083					Castrol Korea Limitec													96.000%	Korea
2084					Castrol Singapore Pte. Limited													96.000%	Singapore
2085					Castrol (Malaysia) Sdn. Bhd.												60.000%	57.600%	Malaysia
2086						Autopride (Malaysia) Sdn. Bhd.												57.600%	Malaysia

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2087					Castrol Middle East Limited													96.000%	England
2088					Castrol India Limited												51.000%	48.960%	India
2089					Castrol (Taiwan) Limited													96.000%	Taiwan
2090					Castrol (Thailand) Limited												48.990%	47.030%	Thailand
2091						Foseco (Thailand) Limitec											25.000%	11.758%	Thailand
2092					Saxon Thailand Limitec												49.890%	47.894%	Thailand
2093					Castrol Vietnam Limited												60.000%	57.600%	Vietnam
2094					Castrol Zimbabwe (Private) Limitec													96.000%	Zimbabwe
2095					Castrol Canada Inc													96.000%	Canada
2096						Veedol (Canada) Limitec												96.000%	Canada
2097					Castrol Switzerland A.G.													96.000%	Switzerland
2098						Veedol (Switzeland) A.G.												96.000%	Switzerland
2099					Castrol Italiana S.p.A.													96.000%	Italy
2100					Castrol A/S													96.000%	Denmark
2101						Fosroc A/S												96.000%	Denmark
2102					Castrol AB													96.000%	Sweden
2103						Foseco AB												96.000%	Sweden
2104					Castrol Norge A/S													96.000%	Norway
2105						Norwegian Concrete Technologies A.S												96.000%	Norway
2106					Castrol N.V.													96.000%	Belgium
2107					Castrol Hellas S.A.													96.000%	Greece
2108					Castrol Madeni Yaglar Sanayi Ve Ticaret A.S													96.000%	Turkey
2109						Fosroc Kimya Sanayi Ve Ticaret A.S.											75.000%	72.000%	Turkey
2110					Castrol Oy													96.000%	Finland
2111					PT Castrol Indonesia												68.300%	65.568%	Indonesia
2112						PT Cakrawala Tata Sentosa											96.000%	62.946%	Indonesia
2113					Electrical Oil Services Limited												50.000%	48.000%	England
2114					Castrol Ceylon (Private) Limitec													96.000%	Sri Lanka
2115					Foseco SA de CV													96.000%	Mexico
2116					Castrol Mexico S.A. de CV													96.000%	Mexico
2117					Foseco Holding Internatonal B.V.													96.000%	The Netherlands
2118						Castrol Nederland B.V												96.000%	The Netherlands
2119							Burmah Oil Netherlands Explorations B.V.											96.000%	The Netherlands
2120							Orion Aardoliprodukten Onderneming B.V											96.000%	The Netherlands
2121							Recarim Benelux B.V.											96.000%	The Netherlands
2122								Edelme B.V.										96.000%	The Netherlands
2123						Fosven, CA											49.000%	47.940%	Venezuela
2124						Foseco Holding B.V.												96.000%	The Netherlands
2125							Castrol B.V.											96.000%	The Netherlands
2126								Castrol Cuba S.A.									50.000%	48.000%	Cuba
2127							Dussek Campbell B.V.											96.000%	The Netherlands
2128							Castro Marine Oils (Cyprus) Limitec											96.000%	Cyprus
2129							Foseco Austria GmbH										25.000%	96.000%	Austria
2130							Fars Iran S.S.K.										40.000%	38.400%	Iran
2131							Fosbel Europe B.V.										51.000%	48.960%	The Netherlands
2132							Fosroc Korea Limitec											96.000%	Korea
2133							Foseco Korea Limited											96.000%	Korea
2134							Foundry Traders International Limitec											96.000%	Hong Kong
2135							Foseco Nederland B.V.											96.000%	The Netherlands
2136							Foseco Portugal Produtos Para Fundicao Limitad											96.000%	Portugal
2137							Foseco S.r.l.											96.000%	Italy
2138							Foseco S.A.											96.000%	Belgium
2139							Foseco-Morval Inc.											96.000%	Canada
2140							Fosroc Benelux B.V.											96.000%	The Netherlands
2141							Fosroc Euco, S.A.											96.000%	Spain
2142							PT Fosroc Foseco Indonesia											96.000%	Indonesia
2143							Fosbel Japan Limited										51.000%	48.960%	Japan
2144							Burmah Castrol Chemicals NZ Limited											96.000%	New Zealand

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2145							Foseco Chile Limitada											96.000%	Chile
2146							Fosbel Holdings Inc.										51.000%	48.960%	USA
2147								Fosbel Canada, Inc.										96.000%	Canada
2148								Fosbel Inc.										96.000%	USA
2149								Cetek Holdings LLC										96.000%	USA
2150								Cetek LLC										96.000%	USA
2151							Foseco Canada Inc											96.000%	Canada
2152							Foseco Holding Inc.											96.000%	USA
2153								Medina Holding Company										96.000%	USA
2154									Baltimore Ennis Land Company, Inc.									96.000%	USA
2155										Baltimore Ennis Land Development Limitec								96.000%	Canada
2156								Berea Holding Company										96.000%	USA
2157									Foseco Morval (USA) Inc									96.000%	USA
2158									Fosroc Inc.									96.000%	USA
2159								Foseco Management, Inc										96.000%	USA
2160								Georgetown Holding Company										96.000%	USA
2161									Foseco, Inc.									96.000%	USA
2162										Exomet Inc.								96.000%	USA
2163										Foseco Properties, Inc.								96.000%	USA
2164							Foseco Trading A.G.											96.000%	Switzerland
2165								Al Gurg Fosroc LLC									49.000%	47.040%	United Arab Emirates
2166								Fosam Company Limited									50.000%	48.000%	Saudi Arabia
2167								Foseco Austria GmbH									75.000%	96.000%	Austria
2168								Foseco Golden Gate Company									50.000%	48.000%	Taiwan
2169					Burmah Castrol Overseas Holdings Limitec												76.190%	96.000%	England
2170						Burmah Castrol France Holdings S.A												96.000%	France
2171							Sericol S.A.											96.000%	France
2172							Fosroc CIA S.A.S.											96.000%	France
2173							Castrol France S.A.											96.000%	France
2174								Biosoph Laboratories S.A.R.L										96.000%	France
2175								Compagnie Des Bases Lubrifiantes S.A									34.720%	33.331%	France
2176								Foseco SA - France									87.180%	83.693%	France
2177									Servimetal SA									83.693%	France
2178								Impar SA										96.000%	France
2179								Produits Metallurgie Doittau S.A										96.000%	France
2180								Veedol France S.A.										96.000%	France
2181								Tribol SARL										96.000%	France
2182						Burmah Castrol Holding GmbH												96.000%	Germany
2183							Chem-Trend (Deutschland) GmbH											96.000%	Germany
2184							Fosroc GmbH											96.000%	Germany
2185							Castrol Industrie GmbH											96.000%	Germany
2186							Foseco GmbH											96.000%	Germany
2187								Steibe GmbH										96.000%	Germany
2188									Fosbel GmbH									96.000%	Germany
2189								Foseco Steelmill Supplies GmbH										96.000%	Germany
2190							Willich Fosroc GmbH											96.000%	Germany
2191								Willich Fosroc AG										96.000%	Switzerland
2192								Witwatersrand Mining Supply Corporation (Proprietary) Limitec										96.000%	South Africa
2193								Willich Fosroc-Technika Gornicza i Budowlana Sp Z.o.o										96.000%	Poland
2194								Fosroc TPS									70.000%	67.200%	Russia
2195								Carbotech Fosroc GmbH									50.000%	48.000%	Germany
2196							The Burmah Oil (Deutschland) GmbH											96.000%	Germany
2197								Castrol Central & Eastern Europe GmbH										96.000%	Germany
2198								Burmah Oil Technology GmbH										96.000%	Germany
2199								Consulta Chemie GmbH										96.000%	Germany
2200								Deutsche Castrol Industrieole GmbH										96.000%	Germany
2201									Optimol Oelwerke Industrie GmbH									96.000%	Germany
2202								Deutsche Castrol Vertriebs GmbH										96.000%	Germany

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2203								Deutsche Veedol GmbH										96.000%	Germany
2204								Consulta Beratungs - Und Dienstleistungs GmbH										96.000%	Germany
2205								Sericol GmbH										96.000%	Germany
2206								Sotra Mineralol GmbH										96.000%	Germany
2207								Castrol (Cr) Spol S.R.O.										96.000%	Czech Republic
2208								Castrol Hungaria Kereskedelmi Kf										96.000%	Hungary
2209								Castrol Polska Sp Z.O.O.										96.000%	Poland
2210								Castrol Slovakia, spol S.R.O										96.000%	Slovakia
2211								Castrol Slovenija D.O.O.										96.000%	Slovenia
2212								Castrol Romania S.R.L.										96.000%	Romania
2213								Castrol Russia GmbH										96.000%	Russia
2214								Castrol Croatia D.O.O.										96.000%	Croatia
2215								Castrol Commercial GmbH										96.000%	Germany
2216								Castrol Marine Oil GmbH										96.000%	Germany
2217						Burmah Chile Equities Limited												96.000%	England
2218						Burmah Chile Investments Limited												96.000%	England
2219							Burmah Chile S.A.											96.000%	Chile
2220						Burmah Oil Investments (Australia) (Pty) Limited												96.000%	Australia
2221							Burmah Castrol Australia Limited											96.000%	Australia
2222								Sericol Australia (Pty) Limited										96.000%	Australia
2223								Burmah Fuels Australia Limited										96.000%	Australia
2224									Strongflow Petroleum Limited									96.000%	Australia
2225								Burmah Fuels (Queensland) (Pty) Limitec										96.000%	Australia
2226								Burmah Group (Australasia) Nominees (Pty) Limitec										96.000%	Australia
2227								Castrol Australia (Pty) Limited										96.000%	Australia
2228								Dussek Campbell Pty Limited										96.000%	Australia
2229								Epha (Pty) Limited										96.000%	Australia
2230								SJC (Pty) Limited										96.000%	Australia
2231								Kinnaird (Pty) Limited										96.000%	Australia
2232									Foseco (Pty) Limited									96.000%	Australia
2233										Foseco Holdings (Pty) Limited								96.000%	Australia
2234										Fosroc Grouting (Pty) Limited								96.000%	Australia
2235										Ventmine (Pty) Limited								96.000%	Australia
2236										Ventmine (Qld) (Pty) Limited								96.000%	Australia
2237										Tecrete (Pty) Limited								96.000%	Australia
2238								Ranchester (Pty) Limited										96.000%	Australia
2239						Burmah Castrol N.Z. Limited												96.000%	New Zealand
2240						Castrol N.Z. Limited												96.000%	New Zealand
2241						Fosroc Limited												96.000%	New Zealand
2242						Glamatex Products Limited												96.000%	New Zealand
2243						South Pacific Lubrication Limited												96.000%	New Zealand
2244						Technical Waxes (New Zealand) Limitec												96.000%	New Zealand
2245					Burmah Castrol South Africa (Pty) Limited													96.000%	South Africa
2246						Castrol Namibia (Pty) Limited												96.000%	South Africa
2247						Castrol South Africa (Pty) Limited												96.000%	South Africa
2248							Burmah Adhesives & Sealants (Pty) Limitec											96.000%	South Africa
2249						Castrol Africa (Pty) Limited												96.000%	South Africa
2250						Castrol Swaziland (Pty) Limited												96.000%	Swaziland, South Africa
2251						Dolmar (Pty) Limited												96.000%	South Africa
2252						Dussek Campbell (Proprietary) Limitec											51.000%	48.960%	South Africa
2253						Foseco South Africa (Pty) Limited												96.000%	South Africa
2254							Foundry Services South Africa (Pty) Limitec											96.000%	South Africa
2255							Pcc Properties (Pty) Limited											96.000%	South Africa
2256						Fosroc Stratabolt (Pty) Limited												96.000%	South Africa
2257							Fortune Properties Alrode (Pty) Limitec											96.000%	South Africa
2258							Stratabolt Products (Pty) Limited											96.000%	South Africa
2259						Paardeil Investments (Pty) Limited												96.000%	South Africa
2260				Burmah Castrol Overseas Holdings Limitec													23.810%	96.000%	England

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2261					Burmah Castrol France Holdings S.A													96.000%	France
2262						Sericol S.A.												96.000%	France
2263						Fosroc CIA S.A.S.												96.000%	France
2264						Castrol France S.A.												96.000%	France
2265							Biosoph Laboratories S.A.R.L											96.000%	France
2266							Compagnie Des Bases Lubrifiantes S.A										34.720%	33.331%	France
2267							Foseco SA - France										87.180%	83.693%	France
2268								Servimetal SA										96.000%	France
2269							Impar SA											96.000%	France
2270							Produits Metallurgie Doittau S.A											96.000%	France
2271							Veedol France S.A.											96.000%	France
2272							Tribol SARL											96.000%	France
2273					Burmah Castrol Holding GmbH													96.000%	Germany
2274						Chem-Trend (Deutschland) GmbH												96.000%	Germany
2275						Fosroc GmbH												96.000%	Germany
2276						Castrol Industrie GmbH												96.000%	Germany
2277						Foseco GmbH												96.000%	Germany
2278							Steibe GmbH											96.000%	Germany
2279								Fosbel GmbH										96.000%	Germany
2280							Foseco Steelmill Supplies GmbH											96.000%	Germany
2281						Willich Fosroc GmbH												96.000%	Germany
2282							Willich Fosroc AG											96.000%	Switzerland
2283							Witwatersrand Mining Supply Corporation (Proprietary) Limited											96.000%	South Africa
2284							Willich Fosroc-Technika Gornicza I Budowlana Sp Z.o.o											96.000%	Poland
2285							Fosroc TPS										70.000%	67.200%	Russia
2286							Carbotech Fosroc GmbH										50.000%	48.000%	Germany
2287						The Burmah Oil (Deutschland) GmbH												96.000%	Germany
2288							Castrol Central & Eastern Europe GmbH											96.000%	Germany
2289							Burmah Oil Technology GmbH											96.000%	Germany
2290							Consulta Chemie GmbH											96.000%	Germany
2291							Deutsche Castrol Industrieole GmbH											96.000%	Germany
2292								Optimol Oelwerke Industrie GmbH										96.000%	Germany
2293							Deutsche Castrol Vertriebs GmbH											96.000%	Germany
2294							Deutsche Veedol GmbH											96.000%	Germany
2295							Consulta Beratungs - Und Dienstleistungs GmbH											96.000%	Germany
2296							Sericol GmbH											96.000%	Germany
2297							Sotra Mineralol GmbH											96.000%	Germany
2298							Castrol (Cr) Spol S.R.O.											96.000%	Czech Republic
2299							Castrol Hungaria Kereskedelmi Kf											96.000%	Hungary
2300							Castrol Polska Sp Z.O.O.											96.000%	Poland
2301							Castrol Slovakia, spol S.R.O											96.000%	Slovakia
2302							Castrol Slovenija D.O.O.											96.000%	Slovenia
2303							Castrol Romania S.R.L.											96.000%	Romania
2304							Castrol Russia GmbH											96.000%	Russia
2305							Castrol Croatia D.O.O.											96.000%	Croatia
2306							Castrol Commercial GmbH											96.000%	Germany
2307							Castrol Marine Oil GmbH											96.000%	Germany
2308					Burmah Chile Equities Limited													96.000%	England
2309					Burmah Chile Investments Limited													96.000%	England
2310						Burmah Chile S.A.												96.000%	Chile
2311					Burmah Oil Investments (Australia) (Pty) Limited													96.000%	Australia
2312						Burmah Castrol Australia Limited												96.000%	Australia
2313							Sericol Australia (Pty) Limited											96.000%	Australia
2314							Burmah Fuels Australia Limited											96.000%	Australia
2315								Strongflow Petroleum Limited										96.000%	Australia
2316							Burmah Fuels (Queensland) (Pty) Limited											96.000%	Australia
2317							Burmah Group (Australasia) Nominees (Pty) Limited											96.000%	Australia
2318							Castrol Australia (Pty) Limited											96.000%	Australia

BP Amoco Group Company Structure Details — As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2319							Dussek Campbell Pty Limited											96.000%	Australia
2320							Epha (Pty) Limited											96.000%	Australia
2321							SJC (Pty) Limited											96.000%	Australia
2322							Kinnaird (Pty) Limited											96.000%	Australia
2323								Foseco (Pty) Limited										96.000%	Australia
2324									Foseco Holdings (Pty) Limited									96.000%	Australia
2325									Fosroc Grouting (Pty) Limited									96.000%	Australia
2326									Ventmine (Pty) Limited									96.000%	Australia
2327									Ventmine (Qld) (Pty) Limited									96.000%	Australia
2328									Tecrete (Pty) Limited									96.000%	Australia
2329							Ranchester (Pty) Limited											96.000%	Australia
2330					Burmah Castrol N.Z. Limited													96.000%	New Zealand
2331						Castrol N.Z. Limited												96.000%	New Zealand
2332						Fosroc Limited												96.000%	New Zealand
2333						Glamatex Products Limited												96.000%	New Zealand
2334						South Pacific Lubrication Limited												96.000%	New Zealand
2335						Technical Waxes (New Zealand) Limitec												96.000%	New Zealand
2336					Burmah Castrol South Africa (Pty) Limited													96.000%	South Africa
2337						Castrol Namibia (Pty) Limited												96.000%	South Africa
2338						Castrol South Africa (Pty) Limited												96.000%	South Africa
2339							Burmah Adhesives & Sealants (Pty) Limitec											96.000%	South Africa
2340						Castrol Africa (Pty) Limited												96.000%	South Africa
2341						Castrol Swaziland (Pty) Limited												96.000%	Swaziland, South Africa
2342						Dolmar (Pty) Limited												96.000%	South Africa
2343						Dussek Campbell (Proprietary) Limitec											51.000%	48.960%	South Africa
2344						Foseco South Africa (Pty) Limited												96.000%	South Africa
2345							Foundry Services South Africa (Pty) Limitec											96.000%	South Africa
2346							Pcc Properties (Pty) Limited											96.000%	South Africa
2347						Fosroc Stratabolt (Pty) Limited												96.000%	South Africa
2348							Fortune Properties Alrode (Pty) Limitec											96.000%	South Africa
2349							Stratabolt Products (Pty) Limited											96.000%	South Africa
2350						Paardeil Investments (Pty) Limited												96.000%	South Africa
2351					Caingorm Insurance Limited													96.000%	Guernsey
2352			Foseco plc															96.000%	England
2353				Foseco Transnational Limitec														96.000%	England
2354					Burmah Castrol Philippines Inc.													96.000%	Philippines
2355					Foseco Espanola S.A.													96.000%	Spain
2356						Burmah Castrol Chemicals S.A.												96.000%	Spain
2357					Foseco Zimbabwe (Pvt) Limited													96.000%	Zimbabwe
2358					Fosroc SAE												50.650%	48.624%	Egypt
2359					Foseco (Thailand) Limitec												49.000%	47.040%	Thailand
2360				Foseco International Limitec														96.000%	England
2361					Pathia Limited													96.000%	England
2362					Stonestart (Fmtl) Limited													96.000%	England
2363				Foseco Executive Pension Fund Trustee (1992) Limitec														96.000%	England
2364				Kemwell Limited														96.000%	England
2365				Foseco Technology Limitec														96.000%	England
2366					Foseco Foundry (China) Limitec													96.000%	China
2367				Fosroc International Limitec														96.000%	England
2368					Fosroc Chemicals (India) Limited												89.990%	86.390%	India
2369					Hemel Laboratories Limitec													96.000%	England
2370					Fosroc Taiwan Limited													96.000%	England
2371					Fosroc Vertitech S.R.O.													96.000%	Czech Republic
2372				Foseco India Limited													58.000%	55.680%	India
2373				Minerals Separation Limitec														96.000%	England
2374					Unicorn Industries Plc												25.480%	96.000%	England
2375						Foseco (GB) Limited												96.000%	England
2376							Fosroc Expandite Limitec											96.000%	England

BP Amoco Group Company Structure Details

As at 31 July 2000 LAST revised 281100 AMT

Index	Level 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	% Direct Parent if not 100%	% Group if not 100%	Country of Incorporation
2377							Foseco Pension Fund Trustees Limitec											96.000%	England
2378							Fosbel International Limitec										51.000%	48.960%	England
2379								Hotwork Europe Limited										48.960%	England
2380							Foseco Holding International Limitec											96.000%	England
2381								Foseco (F.S.) Limited										96.000%	England
2382									Foseco Technik Limited									96.000%	England
2383									Foundry Services Limited									96.000%	England
2384							Foseco-Morval Technology Limitec											96.000%	England
2385							Ifco Limited											96.000%	England
2386							Technik International Limited											96.000%	England
2387							Foseco Morval Limitec											96.000%	England
2388							Shap (FI) Limited											96.000%	England
2389							Foseco (MRL) Limited											96.000%	England
2390				Unicorn Industries Plc													74.520%	96.000%	England
2391					Foseco (GB) Limited													96.000%	England
2392						Fosroc Expandite Limitec												96.000%	England
2393						Foseco Pension Fund Trustees Limitec												96.000%	England
2394						Fosbel International Limitec											51.000%	48.960%	England
2395							Hotwork Europe Limited											48.960%	England
2396						Foseco Holding International Limitec												96.000%	England
2397							Foseco (F.S.) Limited											96.000%	England
2398								Foseco Technik Limited										96.000%	England
2399								Foundry Services Limited										96.000%	England
2400						Foseco-Morval Technology Limitec												96.000%	England
2401						Ifco Limited												96.000%	England
2402						Technik International Limited												96.000%	England
2403						Foseco Morval Limitec												96.000%	England
2404						Shap (FI) Limited												96.000%	England
2405						Foseco (MRL) Limited												96.000%	England
2406				Fosroc (Proprietary) Limited														96.000%	Botswana
2407		Emerald Offshore Services Limitec																	England
2408			Pars Investment Corporatior														40.000%	41.817%	Iran
2409		Employment Conditions Abroad Ltc															2.080%	2.080%	England
2410		Kenilworth Oil Company Limited																	England
2411		Kenya Petroleum Refineries Limitec															17.110%	17.110%	Kenya
2412		LEntA Housing Limited															33.330%	33.330%	England
2413		Melrose Oil Trading Company Limitec																	England
2414		National Gas Shipping Company, Limitec															10.000%	10.000%	British Virgin Islands
2415		Peninsular Aviation Services Company Limitec															40.000%	40.000%	Saudi Arabia
2416		Petrolub International Co. Ltd															33.400%	33.400%	Japan
2417			BP Express KK															33.400%	Japan
2418		Polygon Pension Trustees Limited (in liquidation																	England
2419		Saber Equipment Corp.															9.000%	9.000%	USA-Delaware
2420		Soc du Pipeline Sud Europeen SA															3.560%	7.120%	France
2421		Societa Italiana per L'Oleodotto Transalpino S.p.A															11.000%	11.000%	Italy
2422		The BP Amoco Share Schemes Trustees Limitec																	England
2423		The British Petroleum Company Limited																	England
2424		The Tanker Insurance Company, Limitec																	England

REVISIONS

SUPPLEMENTAL APPLICATION
OF
BP PIPELINES (ALASKA) INC.
FOR RENEWAL OF THE TRANS-ALASKA PIPELINE SYSTEM ON FEDERAL LANDS
FEDERAL VOLUME 1-BP OF 3
REVISION LOG

NOTICE:

The contents of this binder are subject to change without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at www.tapsrow.com. Please visit the web site to ensure that you have the current version of binder contents.