

MAYOR AND CITY COUNCIL
OF BALTIMORE

Plaintiff,

v.

BP P.L.C., *et al.*

Defendants.

* IN THE
* CIRCUIT COURT
* FOR BALTIMORE CITY
* Case No. 24-C-18-004219
* Specially Assigned to the
* Hon. Videtta A. Brown
*

* * * * *

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S
MEMORANDUM OF LAW IN OPPOSITION TO CHEVRON DEFENDANTS'
MOTION TO DISMISS COMPLAINT FOR FAILURE TO STATE A CLAIM**

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CIVIL DIVISION

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I. INTRODUCTION

The Mayor and City Council of Baltimore's ("City") Complaint alleges in detail how Chevron¹ and other defendants (collectively, "Defendants") have failed to warn of the climatic risks of their fossil fuel products, and instead concealed their knowledge and waged a sophisticated campaign of deception and disinformation. As detailed in the City's opposition to Defendants' joint motion to dismiss for failure to state a claim ("Opposition"), which the City incorporates by reference here, Chevron and others have thereby committed numerous torts and violated the Maryland Consumer Protection Act ("MCPA"). *See Opp.* at Part IV.D.1–IV.D.5.

Chevron's motion to dismiss for failure to state a claim ("Motion") argues that the Complaint fails to isolate specific misrepresentations or omissions by Chevron, and thus all claims against it must be dismissed. Chevron is wrong. The Complaint sufficiently alleges Chevron failed to warn of, concealed, and omitted material facts about its fossil fuel products' climatic risks, and participated in efforts to mislead consumers and the public about climate change and fossil fuels' central role in causing it. Although Chevron suggests the Court should disregard the allegations that refer collectively to it and other Defendants, Maryland courts do not proscribe collective allegations, and this Court should not do so because such allegations comport with longstanding Maryland pleading principles. Moreover, the Complaint alleges additional misrepresentations attributable to Chevron under a concert-of-action theory. The Court should deny the Motion.

II. ARGUMENT

As the Fourth Circuit explained in affirming remand to this Court, the City's "Complaint clearly seeks to challenge the promotion and sale of fossil-fuel products without warning and abetted by a sophisticated disinformation campaign." *Mayor & City Council of Baltimore v. BP*

¹ For purposes of the Complaint, "Chevron" includes Chevron Corporation, Chevron U.S.A. Inc., and their predecessors, successors, parents, subsidiaries, affiliates, and divisions. Compl. ¶ 22(f).

P.L.C., 31 F.4th 178, 233 (4th Cir. 2022), *cert. denied*, 143 S. Ct. 1795 (2023). Despite recognizing that the City’s theories of liability rest on Defendants’ widespread “failures to warn” and “campaigns of deception and denial,” *e.g.*, Mot. at 1 (quotation omitted), Chevron argues that the claims against it must be dismissed because the Complaint does not isolate specific misrepresentations or omissions by Chevron alone. Chevron is wrong because the Complaint explains how Chevron repeatedly failed to warn of and omitted material facts about its fossil fuel products’ climatic risks; describes Chevron’s participation in Defendants’ affirmative campaign of deception; and alleges additional misrepresentations attributable to Chevron. These allegations, taken as true and with reasonable inferences drawn in the City’s favor, fully satisfy Maryland Rule 2-305’s requirement to provide a “clear statement of the facts” supporting the City’s claims and notify Chevron of the claims against it.

A. The Complaint Alleges Tortious and Deceptive Conduct by Chevron.

As explained in the City’s Opposition, the Complaint sufficiently alleges each element of each of the City’s claims against Chevron and other Defendants. *See Opp.* at Part IV.D.1–IV.D.5.

Since at least the 1960s, Chevron has known that the normal use of its fossil fuel products accelerates climate change and imposes catastrophic risks on coastal communities like Baltimore. *See, e.g.*, Compl. ¶¶ 103–11, 115–16, 120; *see also id.* ¶¶ 30–31. Yet, no later than the 1980s, Chevron and others “embarked on a decades-long campaign designed to maximize continued dependence on their products,” *id.* ¶ 145, by failing to warn of their fossil fuel products’ climatic risks, spreading disinformation about climate change, and otherwise deceiving consumers about their products’ risks, *e.g.*, *id.* ¶¶ 146–47, 221, 242, 274, 295–96. For example, in 1998, Chevron representatives helped the American Petroleum Institute (“API”) draft a multi-million-dollar Global Climate Science Communications Plan with the express aim of convincing “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶¶ 158, 165. Chevron representatives

also served on the “Global Climate Science Team” front group, which “developed a strategy to spend millions of dollars manufacturing climate change uncertainty.” *Id.* ¶ 165.

Chevron has marketed and sold its fossil fuel products to Maryland consumers through Chevron-branded gas stations in the state. *Id.* ¶ 22(g). In each of these sales, Chevron has failed to disclose material facts about its fossil fuel products’ severe climatic risks, and knowingly concealed and omitted information about such risks, intending for consumers to rely on its omissions in continuing to buy its fossil fuel products. *See id.* ¶¶ 140–70, 221(e), 222, 241, 295–96. Chevron also launched an advertising campaign in 2010 “promoting the company’s move towards renewable energy,” which was misleading given that Chevron proceeded to “roll[] back its renewable and alternative energy projects” only a few years later. *Id.* ¶ 184.

Chevron and other Defendants’ misleading conduct has deceived consumers about the risks of using fossil fuels, *see id.* ¶ 170, unduly inflating demand for fossil fuels while significantly exacerbating the City’s climate-related injuries and the costs of mitigating them, *see id.* ¶¶ 179–80, 190–217, 298. Through this conduct, Chevron and others have actively participated in creating public and private nuisances in Baltimore, caused foreign materials to trespass upon the City’s property, breached their duty to issue adequate warnings to protect those foreseeably harmed by their fossil fuel products’ intended uses, prevented consumers from understanding their products’ dangers, and violated the MCPA. *See Opp.* at Part IV.D.1–IV.D.5.

In addition to detailing how Chevron’s conduct supports the City’s tort claims, the Complaint sufficiently alleges that Chevron engaged in unfair, abusive, or deceptive trade practices as prohibited by the MCPA. *See Md. Code Ann., Com. Law* §§ 13-301, 13-303. For example, Chevron’s ongoing failure to disclose its fossil fuel products’ climatic risks, which has deceived consumers, *see Compl.* ¶ 170, qualifies as an actionable “[f]ailure to state a material fact

if the failure deceives or tends to deceive,” Md. Code Ann., Com. Law § 13-301(3);² *see also Proctor v. Am. Offshore Powerboats, LLC*, 2005 WL 8174466, at *2 (D. Md. Feb. 8, 2005) (denying motion to dismiss § 13-301(3) claim based on “failure to disclose the powerboat’s defects and associated risks”). And Chevron’s deception and knowing concealment and omissions about its fossil fuel products’ risks while promoting and selling those products, with the intent that consumers rely on such deception and omissions, qualify as violations of Md. Code Ann., Com. Law § 13-301(9). *See Lloyd v. Gen. Motors Corp.*, 397 Md. 108, 150–54 (2007) (§ 13-301(9) claim stated with allegations that automakers knew the risk of injury from a widespread defect but “engaged in a 30-year cover-up of the product malfunction” and “concealed” that defect).³

B. The City Permissibly Relies on Collective Allegations.

Although Chevron seeks to write off the Complaint’s collective allegations as merely “conclusory” and insufficient to state claims against it, *see* Mot. at 4, 6, there is nothing improper about grouping Chevron with other Defendants as to certain allegations.

No Maryland case law proscribes collective allegations, sometimes referred to as “group pleading,”⁴ and federal courts in Maryland and elsewhere often have held that collective

² Although the Complaint expressly refers to only §§ 13-301(1) and 13-301(9), *see* Compl. ¶ 292, the Complaint also states a violation of § 13-301(3) by alleging that the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that Chevron and others failed to warn of their products’ climatic risks while promoting and selling those products, *see id.* ¶¶ 141–70, 241, 274, which has deceived consumers, *id.* ¶ 170. These allegations state a § 13-301(3) claim against Chevron and other Defendants. *See Tavakoli-Nouri v. State*, 139 Md. App. 716, 730 (2001) (“The critical inquiry is not whether the complaint specifically identifies a recognized theory of recovery, but whether it alleges specific facts that, if true, would justify recovery under any established theory.”).

³ *See also, e.g., Doll v. Ford Motor Co.*, 814 F. Supp. 2d 526, 545–46, 548 (D. Md. 2011) (MCPA claim stated with allegations that defendant “concealed, suppressed, and omitted material facts regarding the inherent defect,” “knew the vehicles were defective[,] and intended for the Plaintiffs to rely on its concealment of those material facts”).

⁴ The cases Chevron cites, Mot. at 4, do not hold otherwise. *See Heritage Harbour, L.L.C. v. John J. Reynolds, Inc.*, 143 Md. App. 698, 711 (2002) (dismissal upheld where complaint lacked “any mention of” eight of twenty defendants, and the only allegation that could pertain to those eight defendants was that all twenty “we[re] developers, architects and/or contractors who participated in the design, construction, evaluation and/or repair of” defective buildings); *Wells v. State*, 100 Md. App. 693, 703 (1994) (explaining that to plead a wanton or willful state of mind, “the defendants are not fungible,” and finding conclusory allegations that defendants committed the charged acts “willfully, wantonly, and with reckless disregard of [the victim’s] rights” did not suffice); *Samuels v. Tschechtelin*, 135 Md. App. 483, 496, 528–29 (2000) (affirming dismissal of claims against individual university trustees where there were no allegations showing their involvement in the plaintiff’s allegedly wrongful termination).

allegations “provide defendants with fair notice of the claims against them and the grounds upon which they rest.” *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 476 (D. Md. 2019) (cleaned up) (rejecting defendants’ argument that “group pleading” was “improper”).⁵ This Court should not recognize a novel proscription of collective allegations because such a proscription would clash with well-established Maryland pleading principles. Maryland has long eschewed technical pleading requirements by commanding that “a pleading shall be simple, concise, and direct” and “shall contain only such statements of fact as may be necessary to show the pleader’s entitlement to relief.” Md. Rule 2-303(b). A pleading serves four purposes, the first of which is most important: “(1) it provides notice to the parties as to the nature of the claim or defense; (2) it states the facts upon which the claim or defense allegedly exists; (3) it defines the boundaries of litigation; and (4) it provides for the speedy resolution of frivolous claims and defenses.” *Ledvinka v. Ledvinka*, 154 Md. App. 420, 429 (2003); *accord Tshiani v. Tshiani*, 436 Md. 255, 270 (2013).

Here, the collective allegations are permissible because the City alleges each Defendant engaged in the same wrongful conduct by deploying campaigns to deceive consumers and the public about the link between their fossil fuel products and climate change. *See, e.g.*, Compl. ¶¶ 1, 6–7, 141–70, 295–96. The City’s allegations give Chevron ample notice about the claims, underlying facts, and the bounds of the litigation, assuring the Court that the City’s claims are meritorious. The City has sufficiently alleged its case against Chevron, and the Complaint’s use of collective allegations simply promotes brevity without undermining any of the well-established purposes of pleading. To require more would be out of step with Maryland courts’ commitment to

⁵ *See also, e.g., Chevron U.S.A. Inc. v. Apex Oil Co., Inc.*, 113 F. Supp. 3d 807, 815 n.1 (D. Md. 2015) (collecting cases to show that “[n]othing in [Federal Rule of Civil Procedure] 8 prohibits collectively referring to multiple defendants where the complaint alerts defendants that identical claims are asserted against each defendant” (quotation omitted)); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at *2–3 (D. Md. Jan. 8, 2015) (rejecting argument that complaint improperly grouped defendants and explaining “presum[ption] that all allegations made against the defendants collectively applied equally to [the individual defendant]” (collecting cases)).

straightforward pleading. See *LaSalle Bank, N.A. v. Reeves*, 173 Md. App. 392, 410 (2007) (“No technical forms of pleadings are required.” (quoting Md. Rule 2-303(b))).

C. The City Alleges Additional Misrepresentations Attributable to Chevron.

In addition to Chevron’s own misconduct, the Complaint sufficiently alleges that Chevron acted in concert with other Defendants and specific trade associations and front groups to hold Chevron jointly liable for those parties’ misrepresentations and other deceptive conduct.

The Maryland Supreme Court has long “recognized joint and several liability for ‘true’ joint tortfeasors, defined as tortfeasors who act in concert.” *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005) (quotations omitted). This principle applies where multiple persons “concurred in making [a tortious] misrepresentation.” *Purdum v. Edwards*, 155 Md. 178 (1928). “Those who actively participate in the wrongful act, by cooperation or request, or who lend aid, encouragement or countenance to the wrongdoer, or approval to his acts done for their benefit, are equally liable with him.” *Morgan*, 387 Md. at 178 (quoting William L. Prosser, *Joint Torts and Several Liability*, 25 Calif. L. Rev. 413, 429–30 (1936)). “Express agreement is not necessary; all that is required is that there shall be a common design or understanding.” *Id.* (quoting Prosser, 25 Calif. L. Rev. at 430).

Chevron and other Defendants engaged in a “concerted public relations campaign to cast doubt on the science connecting climate change to fossil fuel products,” including through use of “climate change denialist” front groups. Compl. ¶ 147; see also *id.* ¶¶ 1, 31, 150–68, 219, 242, 254. Chevron and its collaborators had a common design: they together “discredited and/or misrepresented information that tended to support restricting consumption of . . . fossil fuel products” and worked to “influence consumers to continue using” those products. *Id.* ¶¶ 146–47.

Chevron acted in concert with other Defendants primarily through its participation in API.

Chevron and its predecessors have been API members at relevant times, *id.* ¶ 31(a), and have actively participated in the organization, including by joining API’s Climate and Energy Task Force in the 1980s, *id.* ¶¶ 115–16, 120–21. Further, judicially noticeable documents indicate that Chevron’s chairman and CEO served as API Chairman in 1994, 1995, 2004, and 2012, and that high-level Chevron executives have served on API’s board of directors at various times.⁶

API has played a vital role in Defendants’ campaign of deception and denial. *See id.* ¶¶ 31, 154, 158–59, 162–67. For example, in 1996, API “published an extensive report . . . warning against concern over [] buildup” of greenhouse gases “and any need to curb consumption” of fossil fuels, and “den[ying] the human connection to climate change.” *Id.* ¶ 154. And as discussed, Chevron, API, and others worked jointly to “manufactur[e] climate change uncertainty” by developing a Global Climate Science Communications Plan and serving on the Global Climate Science Team front group. *See id.* ¶¶ 158, 165. API engaged in such misconduct on behalf of Defendants including Chevron, *e.g.*, *id.* ¶¶ 31, 158, and Chevron has participated in API’s

⁶ Chevron’s submissions to the Securities and Exchange Commission (“SEC”) state that in 1994 and 1995, Kenneth T. Derr, then-chairman of the Chevron board, was “Chairman of the American Petroleum Institute,” and that vice-chairmen of the Chevron board James N. Sullivan and J. Dennis Bonney were directors of API. *See* Chevron Corp., *Definitive Proxy Statement* at 6, 8 (Mar. 25, 1994) (relevant excerpts attached as Ex. 1), <https://chevroncorp.gcs-web.com/node/14931/html>; Chevron Corp., *DEF 14A (Definitive Proxy Statement)* at 9, 11 (Mar. 24, 1995) (relevant excerpts attached as Ex. 2), <https://www.sec.gov/Archives/edgar/data/93410/0000898430-95-000353.txt>. A 2004 Chevron SEC submission states that David J. O’Reilly, Chevron’s then-chairman and CEO, was “Chairman, American Petroleum Institute.” *See* ChevronTexaco Corp., *PRE 14A (Preliminary Proxy Statement)* at 24 (2004) (relevant excerpts attached as Ex. 3), <https://www.sec.gov/Archives/edgar/data/93410/000119312504033092/dpre14a.htm>. And submissions by API to the Florida Secretary of State indicate that Mr. O’Reilly served on API’s board of directors in 1998 and as API treasurer in 2002. *See* Am. Petroleum Inst., *Nonprofit Corporation Annual Report* at 4, 9 (Apr. 10, 1998) (attached as Ex. 4), <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C1998%5C0413%5C9144817B.TIF&documentNumber=833575>; Am. Petroleum Inst., *Not-for-Profit Corporation Uniform Business Report (UBR)* at 3 (Apr. 24, 2002) (attached as Ex. 5), <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2002%5C0430%5C405909A8.tif&documentNumber=833575>. A 2012 Chevron SEC submission states that John S. Watson, Chevron’s then-CEO and chairman, was chairman of API. *See* Chevron Corp., *DEF 14A (Definitive Proxy Statement)* at 26 (Apr. 4, 2012) (relevant excerpts attached as Ex. 6), <https://www.sec.gov/Archives/edgar/data/93410/000119312512160701/d304761ddef14a.htm>. The City respectfully requests that the Court take judicial notice of these facts, which are properly noticeable because they are “capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned.” Md. Rule 5-201; *see also Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006) (noticeable adjudicative facts include “facts about the parties and their activities, businesses and properties” (quotation omitted)).

misleading messaging through its representatives' direct involvement, *id.* ¶¶ 158, 165; by holding high leadership positions within the trade organization through its chief executive, *see supra* n.6; and through its membership in API, Compl. ¶ 31(a).

The Information Council for the Environment (“ICE”), *id.* ¶ 31(f), was another important player in Defendants’ climate deception campaign. Chevron’s predecessor Pittsburg and Midway Coal Mining was a member of ICE. *Id.* ¶ 150. In 1991, ICE “launched a national climate change science denial campaign” intended to “reposition global warming as theory (not fact)” and “change public opinion” about the climate crisis. *Id.* ¶¶ 150–51. The Complaint contains specific examples of “ICE-funded print advertisements challenging the validity of climate science,” including one asserting that “The most serious problem with catastrophic global warming is—it may not be true.” *Id.* ¶ 152 & Fig. 6. ICE engaged in such misrepresentations on behalf of Defendants, including Chevron’s predecessor. *See id.* ¶¶ 31, 150. Taking the allegations as true and drawing reasonable inferences in the City’s favor, Chevron and its predecessors acted in concert with API, ICE, and other Defendants by funding, encouraging, ratifying, and otherwise aiding API’s and ICE’s knowingly false and misleading conduct, and thus is jointly liable for that conduct.

Chevron tries to avoid joint liability by suggesting the City must allege the elements of agency, “conspiracy,” or “aiding and abetting” to hold it jointly liable. Mot. at 5–7. But Maryland courts have not used those terms to limit concert-of-action liability, and have instead defined concerted action as a broader concept than agency, conspiracy, or aiding-and-abetting. *See Morgan*, 387 Md. at 184–85. In any event, the Complaint sufficiently alleges each theory.

“[A]n agency relationship can be . . . infer[red] from the acts of the agent and principal,” and the existence of such a relationship “is ordinarily a question of fact.” *Green v. H & R Block, Inc.*, 355 Md. 488, 503–04 (1999) (cleaned up). Chevron is wrong to suggest that a plaintiff must

allege that the agent was “subject to the principal’s right of control” and that the agent had a duty to act primarily for the principal’s benefit and had the power to alter the principal’s legal relations. *See* Mot. at 5 (quotation omitted). While the Maryland Supreme Court has identified those factors as relevant to “the existence of an agency relationship,” they are “neither exclusive nor conclusive considerations.” *Green*, 355 Md. at 506. Ultimately, “the primary determination of whether a principal-agent relationship exists involves ascertaining the parties’ intent” under all the circumstances. *Id.* at 503. Accordingly, the existence of an agency relationship is typically reserved “for the trier of fact.” *Copiers Typewriters Calculators, Inc. v. Toshiba Corp.*, 576 F. Supp. 312, 324 (D. Md. 1983) (citing *P. Flanigan & Sons v. Childs*, 251 Md. 646 (1967)). The City has not only alleged the elements of agency, Compl. ¶ 32, but also provided a mosaic of facts supporting an inference that Chevron and other Defendants engaged in a coordinated disinformation campaign whereby they acted as each other’s agents, and that API, ICE, and other front groups acted as Defendants’ agents in disseminating disinformation about climate change and its relationship to fossil fuels, *e.g.*, *id.* ¶¶ 31, 150–52, 161–67.

As for conspiracy, Chevron cites cases for the unremarkable proposition that a defendant’s mere membership in a lawful trade organization does not prove the defendant’s participation in a conspiracy. Mot. at 6, 7. If anything, those factually different cases only underscore that Chevron’s membership in a group *can* give rise to liability if Chevron and the group intended and acted to undertake unlawful conduct.⁷ Here, the City does not cite Chevron’s membership in trade

⁷ *See Rojas v. Delta Airlines, Inc.*, 425 F. Supp. 3d 524, 543 (D. Md. 2019) (in a RICO suit, holding that defendant airlines’ mere membership in CANAERO, a trade association that had entered the “CANAERO Contract” with the Mexican government to collect certain taxes on its behalf, did not support the view that the airlines had entered a conspiracy to collect excessive taxes *in violation of* the CANAERO Contract); *Maple Flooring Mfrs. Ass’n v. United States*, 268 U.S. 563, 585 (1925) (“gather[ing] and disseminat[ion]” of market data by a trade association “may be the basis of agreement or concerted action” for anticompetitive conduct); *N.A.A.C.P. v. Claiborne Hardware Co.*, 458 U.S. 886, 920 (1982) (even in the context of a Jim Crow-era lawsuit in a rural Mississippi county against Black civil rights activists and the NAACP by white merchants, noting in dicta that civil liability might be imposed on an individual based on their NAACP membership if “the group itself possessed unlawful goals and that the individual held a specific intent to further those illegal aims”); *In re Asbestos Sch. Litig.*, 46 F.3d 1284, 1290 (3d Cir. 1994)

organizations and front groups as bare evidence of a conspiratorial agreement; rather, the Complaint alleges that the very purpose and nature of these organizations was to advance the shared goal of spreading deception.⁸ Chevron's leadership and participation in organizations substantially dedicated to pursuing a specific unlawful agenda is evidence of sharing in that agenda, and is sufficient to allege conspiracy.

The threshold for aiding and abetting is even lower than for conspiracy: if two people "participate in a riot" and one, "although throwing no rocks himself, encourages [the other] to throw rocks," both are liable to a third party who is struck and injured. Restatement (Second) of Torts § 876(b) Illus. 4. At minimum, the Complaint alleges that Chevron and its predecessors "g[a]ve substantial assistance or encouragement" to other Defendants, API, and front groups including ICE in spreading disinformation they all knew to be false. *See id.* § 876(b).

III. CONCLUSION

For these reasons, the Court should deny the Motion. If the Court finds the allegations deficient in any regard, the City respectfully requests leave to amend. *See* Md. Rule 2-341(c) ("Amendments shall be freely allowed when justice so permits.").

(conspiracy and concerted action claims failed *at summary judgment* because, among other reasons, discovery had produced "simply no evidence" that the manufacturer defendant had requisite intent to further a trade association's wrongful conduct).

⁸ *Cf. In re Turkey Antitrust Litig.*, 642 F. Supp. 3d 711, 727 (N.D. Ill. 2022) ("Although opportunities to cooperate in trade associations are not ipso facto evidence of a conspiracy, when one considers them in the broader context, evidence of these opportunities plausibly helps to fill-out the picture of an alleged conspiracy." (quotations omitted)); *Compass, Inc. v. Real Estate Bd. of N.Y., Inc.*, 2022 WL 992628, at *3 (S.D.N.Y. Mar. 31, 2022) (in the antitrust context, applying the Second Circuit's rule that "there is no conceptual difficulty in treating trade associations as continuing conspiracies when they regulate areas where their members are in competition" (quotations omitted)); *Grasso Enters., LLC v. Express Scripts, Inc.*, 2017 WL 365434, at *4 (E.D. Mo. Jan. 25, 2017) (finding that "[i]n combination with . . . [various] circumstantial elements, Defendants' and their co-conspirators' joint involvement in a trade association supports an inference of a conspiracy," and noting that "[m]embership and participation in a trade group facilitates collusion and provides opportunities to conspire" (quotations omitted)).

Dated: December 12, 2023

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of December 2023, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendants Chevron Corporation's and Chevron U.S.A. Inc.'s Motion to Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling

Matthew K. Edling

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EXHIBIT 1



Filed by the Registrant
Filed by Party other than the Registrant

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 Soliciting Material Pursuant to (S) 240.14a-11(c) or (5) 240.14a-12

CHEVRON CORPORATION
(Name of Registrant as Specified In Its Charter)

CHEVRON CORPORATION
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- \$125 per Exchange Act Rules 0-11(c)(1)(i), 14a-6(i)(1), or 14a-6(j)(2).
 \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act rule 0-11:**

4) Proposed maximum aggregate value of transaction:

* The \$125 filing fee was paid at the time of the filing of the Preliminary Proxy Statement.
** Set forth the amount on which the filing fee is calculated and state how it was determined.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

LOGO
CHEVRON CORPORATION

Notice of Annual Meeting
of Stockholders and

Proxy Statement

May 3, 1994

Nob Hill Masonic Center

1111 California Street

San Francisco, California

LOGO

San Francisco, California
March 25, 1994

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS--MAY 3, 1994

To the Stockholders:

The Annual Meeting of Stockholders of Chevron Corporation will be held at 9:30 a.m., local time, on Tuesday, May 3, 1994, in the Auditorium of the Nob Hill Masonic Center, 1111 California Street, San Francisco, California (the "Meeting").

As set forth in the attached Proxy Statement, the Meeting will be held for the following purposes:

- ITEM 1--to elect 12 Directors;
- ITEM 2--to vote upon the proposal to amend Chevron Corporation's Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock;
- ITEM 3--to vote upon the proposal to split the Common Stock;
- ITEM 4--to ratify the appointment of independent public accountants;
- ITEMS 5 THROUGH 7--to take action on stockholder proposals;

and to act upon such other matters as may properly be brought before the Meeting.

Stockholders of record at the close of business on March 11, 1994 are entitled to vote at the Meeting. The number of outstanding voting securities of Chevron Corporation on February 10, 1994 was 325,823,685 shares of Common Stock, \$3 par value. Each share is entitled to one vote.

In accordance with Delaware law, a list of stockholders entitled to vote at the Meeting will be available at the Nob Hill Masonic Center on May 3, 1994 and for 10 days prior to the Meeting, between the hours of 8:00 a.m. and 4:00 p.m. at the office of the Transfer Agent, Chevron Corporation, 225 Bush Street, San Francisco, California.

Please carefully read the attached Proxy Statement for information on the matters to be considered and acted upon at the Meeting. We hope that you will attend the Meeting. If you cannot, please vote on the listed matters by marking, signing and returning the enclosed Proxy Card. Your shares cannot be voted unless you sign and return a proxy or vote by ballot at the Meeting.

By Order of the Board of Directors

/s/ M. J. McAuley
 M. J. McAULEY
 Secretary

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CHEVRON CORPORATION
 225 Bush Street
 San Francisco, California
 94104

March 25, 1994

PROXY STATEMENT

This Proxy Statement is furnished by the Board of Directors of Chevron Corporation ("Chevron") to help you exercise your voting rights at the May 3, 1994 Annual Meeting of Stockholders (the "Meeting"). The accompanying Proxy Card represents your holdings of Chevron Corporation Common Stock, \$3 par value ("Chevron Stock").

GENERAL INFORMATION FOR STOCKHOLDERS

VOTING PROCEDURES

If you are a stockholder of Chevron, you can be represented at the Meeting and have your shares voted as you direct by means of the enclosed Proxy Card. The proxy holders, K. T. Derr, C. H. Pigott and G. H. Meyerhauser, will vote all shares of Chevron Stock represented by Proxy Cards that are properly signed and returned by stockholders. Your shares will be voted by the proxy holders as you have directed. You may specify your voting choices by marking the appropriate boxes on the Proxy Card. If you properly sign and return your Proxy Card, but do not specify your choices, your shares will be voted as recommended by the

year and until their successors have been elected. In the event that any Director nominee should become unavailable to serve as a Director, which is not anticipated, the proxy will be voted for a nominee who shall be designated by the present Board to fill such vacancy or the Board of Directors may provide by resolution for a lesser number of Directors.

NOMINEES FOR DIRECTORS

SAMUEL H. ARMACOST, 54, is a General Partner of Weiss, Peck & Greer, an investment firm. Mr. Armacost was President, Director and Chief Executive Officer of BankAmerica Corporation from 1981 to 1986. From 1987-1990, he was a Managing Director of Merrill Lynch Capital Markets. He assumed his current position in 1990. He has been a Director of Chevron since 1982. He is a Director of SRI International, the Irvine Foundation, The Failure Group, Inc. and CoreLink Resources Inc.; and a member of The Business Roundtable, The Business Council, The Conference Board, and the Advisory Council of the California Academy of Science.

Photo of Samuel H. Armacost appears here.

J. DENNIS BONNEY, 63, is a Vice-Chairman of the Board of Chevron. He joined Chevron in 1960. After a succession of assignments in its international operations, he advanced to Assistant Manager of the Foreign Operations Staff in 1967 and Manager in 1971. He was elected a Vice-President in 1972 and assumed his present position in 1987. He has been a Director of Chevron since 1986. He is a Director of the American Petroleum Institute, the San Francisco Opera and San Francisco Performances. He is a Trustee of the Asian Art Museum. He is a member of the Board of Overseers of the Hoover Institution, Vice-Chairman of the World Affairs Council of Northern California, a member of the National Council of the World Wildlife Fund and a member of the Council on Foreign Relations.

Photo of J. Dennis Bonney appears here.

WILLIAM E. CRAIN, 64, is a Director and Vice-President, Exploration and Production, of Chevron. He joined Chevron in 1957 as an Exploration Geologist and had a succession of management positions in exploration. In 1985, he was elected Vice-President for Exploration for Chevron U.S.A. Inc., the domestic oil and gas subsidiary. He was elected a Vice-President of Chevron and Senior Vice-President, Exploration, Land and Production, of Chevron U.S.A. Inc., in 1986. He has been a Director of Chevron since 1988. He is a Director of the American Geological Institute Foundation and the San Francisco ExplorerLum, and a member of the American Association of Petroleum Geologists, the Society of Exploration Geophysicists, the Stanford University Earth Sciences Advisory Board and the Engineering Foundation Advisory Council of the University of Texas. Mr. Crain is scheduled to retire as an officer and employee on September 1, 1994. At such time, in accordance with corporation policy, he would resign from the Board of Directors.

Photo of William E. Crain appears here.

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KENNETH T. DERR, 57, is Chairman of the Board of Chevron. He joined Chevron in 1960. After a succession of assignments in the Comptroller's and Manufacturing Departments, he became Assistant to the President in 1969. He was elected a Vice-President in 1972, a Vice-Chairman in 1985 and assumed his present position in 1989. He served as President and Chief Executive Officer of Chevron U.S.A. Inc. from 1979 to 1984. He has been a Director of Chevron since 1981. He is a Director of Citicorp, Potlatch Corporation, The Bay Area Council, Invest-In-America and the American Productivity and Quality Center; Chairman of the American Petroleum Institute; a Trustee of Cornell University and The Conference Board; and a member of the National Petroleum Council, the California Business Roundtable, The Business

Photo of Kenneth T. Derr appears here.

Smart, Jr.
 He has been a Director of Chevron since 1988. He is a member of the Business Council and the Council on Foreign Relations and he is a Director of Inform, Inc.

JAMES N. SULLIVAN, 56, is a Vice-Chairman of the Board of Chevron. He joined Chevron in 1961 as a Process Engineer and held a succession of manufacturing assignments. He was elected a Vice-President of Chevron in 1983. He assumed his present position in 1989. He has been a Director of Chevron since 1988. He is a member of the Board of Trustees of the University of San Francisco and the Committee for Economic Development. He is a Director of the U.S. Chamber of Commerce, the California Chamber of Commerce, the National Association of Manufacturers and the American Petroleum Institute.

Photo of James N. Sullivan appears here.

GEORGE H. MEYERHAEUSER, 67, has been Chairman of the Board of Meyerhaeuser Company, a forest products company, since 1988. He joined Meyerhaeuser Company in 1949, became its President in 1966 and was its Chief Executive Officer from 1966 to 1991. He has been a Director of Chevron since 1977. He is a Director of The Boeing Company, SAFECO Corporation and a member of The Business Council.

Photo of George H. Meyerhaeuser appears here.

JOHN A. YOUNG, 61, retired as President, Director and Chief Executive Officer of Hewlett-Packard Company, a manufacturer of electronic equipment, in 1992. He joined Hewlett-Packard in 1958, became its President in 1977 and its Chief Executive Officer in 1978. He has been a Director of Chevron since 1985. He is a Director of Affymetrix, Inc., Shaman Pharmaceuticals, Inc., SmithKline Beecham PLC and Wells Fargo & Company. He is a member of The Business Council and the Executive Committee of the Council on Competitiveness. He is a Director and Trustee of the Foundation for the Malcolm Baldrige National Quality Award.

Photo of John A. Young appears here.

COMMITTEES OF THE BOARD

The Board of Directors has established permanent Audit, Board Nominating, Management Compensation and Public Policy committees. The membership of each of these committees is determined from time to time by the Board.

The Audit Committee, which consists of George H. Meyerhaeuser, Chairman, Samuel H. Armacost, Sam Ginn, Carla A. Hills and John A. Young, held 3 meetings during 1993. The committee selects a firm of independent certified public accountants to audit the books and accounts of Chevron and its subsidiaries for the fiscal year for which they are appointed. In addition, the committee reviews and approves the scope and cost of all services (including nonaudit services) provided by the firm selected to conduct the audit. The committee also monitors the effectiveness of the audit effort and financial reporting, and inquires into the adequacy of financial and operating controls.

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The Board Nominating Committee, which consists of Samuel H. Armacost, Chairman, Charles M. Pigott, Condoleezza Rice, S. Bruce Smart, Jr. and John A. Young, held 1 meeting during 1993. The committee assesses the size and composition of the Board and recommends prospective Directors, without regard to race, religion or sex, to assist in creating a balance of knowledge, experience and capability on the Board. The committee will consider nominees recommended by stockholders. If a stockholder wishes to recommend a nominee for the Board of Directors, the stockholder should write to the Corporate Secretary of Chevron specifying the name of the nominee and the qualifications of such nominee for membership on the Board of Directors. All such recommendations will be brought

EXHIBIT 2

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 CONFORMED PERIOD OF REPORT: 19950502
 FILED AS OF DATE: 19950323
 SROS: MSE
 SROS: NYSE
 SROS: PSE

FILER:

COMPANY DATA:
 COMPANY CONFORMED NAME: CHEVRON CORP
 CENTRAL INDEX KEY: 0000093410
 STANDARD INDUSTRIAL CLASSIFICATION: PETROLEUM REFINING [2911]
 IRS NUMBER: 940890210
 STATE OF INCORPORATION: DE
 FISCAL YEAR END: 1231

FILING VALUES:
 FORM TYPE: DEF 14A
 SEC ACT: 1934 Act
 SEC FILE NUMBER: 001-00368
 FILM NUMBER: 95522742

BUSINESS ADDRESS:
 STREET 1: 225 BUSH ST
 CITY: SAN FRANCISCO
 STATE: CA
 ZIP: 94104
 BUSINESS PHONE: 4158947700

MAIL ADDRESS:
 STREET 1: 225 BUSH STREET
 CITY: SAN FRANCISCO
 STATE: CA

ZIP: 94104

FORMER COMPANY:

FORMER CONFORMED NAME: STANDARD OIL CO OF CALIFORNIA
DATE OF NAME CHANGE: 19840705

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

CHEVRON CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

\$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.

\$500 per each party to the controversy pursuant to Exchange Act Rule

14a-6(i)(3).

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

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[LOGO OF CHEVRON]

CHEVRON CORPORATION

Notice of Annual Meeting

of Stockholders and

Proxy Statement

May 2, 1995

George R. Brown Convention Center

1001 Avenida De Las Americas
Entrance C

Houston, Texas

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[LOGO OF CHEVRON]

San Francisco, California
March 24, 1995

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS--MAY 2, 1995

To the Stockholders:

The Annual Meeting of Stockholders of Chevron Corporation will be held at 9:30 a.m., local time, on Tuesday, May 2, 1995, in the George R. Brown Convention Center, 1001 Avenida de las Americas, Entrance C, Houston, Texas (the "Meeting").

As set forth in the attached proxy statement, the Meeting will be held for the following purposes:

- . ITEM 1--to elect 10 Directors;

- ITEM 2--to vote on a proposal, unanimously recommended by the Board of Directors of Chevron Corporation, to permit the merger of the employee Profit Sharing/Savings Plan and the Savings Plus Plan;

- ITEM 3--to ratify the appointment of independent public accountants;

- ITEMS 4 AND 5--to take action on stockholder proposals;

and to act upon such other matters as may properly be brought before the Meeting.

Stockholders of record at the close of business on March 9, 1995 are entitled to vote at the Meeting. The number of outstanding voting securities of Chevron Corporation on February 16, 1995 was 651,922,688 shares of Common Stock, \$1.50 par value. Each share is entitled to one vote.

In accordance with Delaware law, a list of stockholders entitled to vote at the Meeting will be available at the George R. Brown Convention Center on May 2, 1995 and for 10 days prior to the Meeting, between the hours of 8:00 a.m. and 4:00 p.m. at the offices of Chevron U.S.A. Inc., 1301 McKinney Street, Houston, Texas.

Please carefully read the attached proxy statement for information on the matters to be considered and acted upon at the Meeting. We hope that you will attend the Meeting. If you cannot, please vote on the listed items by marking, signing and returning the enclosed proxy card. Your shares cannot be voted unless you sign and return a proxy or vote by ballot at the Meeting.

By Order of the Board of Directors

/s/ M. J. MCAULEY

M. J. MCAULEY
Secretary

If you require special accommodations at the Meeting due to a disability, please call the Secretary's office at (415) 894-0631 by April 14, 1995.
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March 24, 1995

CHEVRON CORPORATION
 225 Bush Street
 San Francisco, California
 94104

PROXY STATEMENT

This proxy statement is furnished by the Board of Directors of Chevron Corporation ("Chevron") to help you exercise your voting rights at the May 2, 1995 Annual Meeting of Stockholders (the "Meeting"). The accompanying proxy card represents your holdings of Chevron Corporation Common Stock, \$1.50 par value ("Chevron Stock").

GENERAL INFORMATION FOR STOCKHOLDERS

VOTING PROCEDURES

If you are a stockholder of Chevron, you can be represented at the Meeting and have your shares voted as you direct by means of the enclosed proxy card. The proxy holders, K. T. Derr, C. M. Pigott and G. H. Weyerhaeuser, will vote all shares of Chevron Stock represented by proxy cards that are properly signed and returned by stockholders. Your shares will be voted by the proxy holders as you have directed. You may specify your voting choices by marking the appropriate boxes on the proxy card. If you properly sign and return your proxy card, but

He has been a Director of Chevron since 1982. He is a Director of SRI International, the Irvine Foundation, The Failure Group, Inc. and CoreLink Resources Inc.; and a member of The Business Council, The Conference Board and the Advisory Council of the California Academy of Sciences.

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[PHOTO OF
J. DENNIS
BONNEY
APPEARS
HERE]

J. DENNIS BONNEY, 64, is a Vice-Chairman of the Board of Chevron. He joined Chevron in 1960. After a succession of assignments in its international operations, he advanced to Assistant Manager of the Foreign Operations Staff in 1967 and Manager in 1971. He was elected a Vice-President in 1972 and assumed his present position in 1987. He has been a Director of Chevron since 1986. He is a Director of the American Petroleum Institute, the San Francisco Opera and San Francisco Performances. He is a Trustee of the Asian Art Museum and the World Affairs Council of Northern California. He is a member of the Board of Overseers of the Hoover Institution, a member of the National Council of the World Wildlife Fund and a member of the Council on Foreign Relations. Mr. Bonney is scheduled to retire as an officer and employee on January 1, 1996. At such time, in accordance with corporation policy, he would resign from the Board of Directors.

[PHOTO OF
KENNETH T.
DERR
APPEARS
HERE]

KENNETH T. DERR, 58, is Chairman of the Board of Chevron. He joined Chevron in 1960. After a succession of assignments in the Comptroller's and Manufacturing Departments, he became Assistant to the President in 1969. He was elected a Vice-President in 1972, a Vice-Chairman in 1985 and assumed his present position in 1989. He served as President and Chief Executive Officer of Chevron U.S.A. Inc. from 1979 to 1984. He has been a Director of Chevron since 1981. He is a Director of Citicorp, Potlatch Corporation, The Bay Area Council, Invest-in-America and the American Productivity and Quality Center; Chairman of the American Petroleum Institute; a Trustee of Cornell University; and a member of the National Petroleum Council, the California Business Roundtable, The Business Council, The Business Roundtable and the President's Council on Sustainable Development.

[PHOTO OF

SAM GINN, 57, has been Chairman of the Board and Chief Executive

RICE
APPEARS
HERE]

joined the Stanford University faculty in 1981. From 1986 to 1987, she served on a fellowship with the Joint Chiefs of Staff acting as Special Assistant to the Director of the Joint Staff for strategic nuclear policy. From 1989 until April 1991, she served on the Bush Administration's National Security Council, as Director for Soviet and East European Affairs and also as Senior Director for Soviet Affairs. She also served as Special Assistant to President Bush for National Security Affairs. She has been a Director of Chevron since 1991. She is a Director of Transamerica Corporation and the Rand Corporation. She is a member of the Council on Foreign Relations and the Aspen Strategy Group.

[PHOTO OF
JAMES N.
SULLIVAN
APPEARS
HERE]

JAMES N. SULLIVAN, 57, is a Vice-Chairman of the Board of Chevron. He joined Chevron in 1961 as a Process Engineer and held a succession of manufacturing assignments. He was elected a Vice-President of Chevron in 1983. He assumed his present position in 1989. He has been a Director of Chevron since 1988. He is a member of the Board of Trustees of the University of San Francisco, the California Academy of Sciences and the Committee for Economic Development. He is a Director of the U.S. Chamber of Commerce, the National Association of Manufacturers and the American Petroleum Institute.

[PHOTO OF
GEORGE H.
WEYERHAEUSER
APPEARS
HERE]

GEORGE H. WEYERHAEUSER, 68, has been Chairman of the Board of Weyerhaeuser Company, a forest products company, since 1988. He joined Weyerhaeuser Company in 1949, became its President in 1966 and was its Chief Executive Officer from 1966 to 1991. He has been a Director of Chevron since 1977. He is a Director of The Boeing Company and SAFECO Corporation and a member of The Business Council.

[PHOTO OF
JOHN A.
YOUNG
APPEARS
HERE]

JOHN A. YOUNG, 62, retired as President, Director and Chief Executive Officer of Hewlett-Packard Company, a manufacturer of electronic equipment, in 1992. He joined Hewlett-Packard in 1958, became its President in 1977 and its Chief Executive Officer in 1978. He has been a Director of Chevron since 1985. He is a Director of Affymetrix, Inc., Abiotic Systems, Inc., General Magic Inc., Novell, Inc., Shaman Pharmaceuticals, Inc., SmithKline Beecham PLC and Wells Fargo & Company. He is a member

EXHIBIT 3

PRE 14A 1 dpre14a.htm PRELIMINARY PROXY STATEMENT

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SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

CHEVRONTEXACO CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party

(4) Date Filed:

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ChevronTexaco
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Annual Meeting and the
2004 Proxy Statement

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ChevronTexaco

Notice of the 2004 Annual Meeting of Stockholders

Meeting Date: April 28, 2004
Meeting Time: 8:00 a.m., PDT
Location: Chevron Texaco Park
Building A Auditorium
6001 Bollinger Canyon Road
San Ramon, CA 94583

Record Date: March 1, 2004

Agenda

- To elect 12 Directors;
- To ratify the appointment of independent accountants;
- To show support for the Stockholder Rights Plan Policy;
- To approve the Long-Term Incentive Plan;
- To take action on the stockholder proposals; and
- To transact any other business that may be properly brought before the Annual Meeting.

Admission

All stockholders and representatives whom stockholders have authorized in writing are cordially invited to attend the Annual Meeting. You will need an admission ticket or proof of ownership of ChevronTexaco Stock, as well as a form of personal identification to be admitted to the Annual Meeting. If you are a stockholder of record (you own shares in your own name), your admission ticket is attached to your proxy form.

If you are a street name stockholder (you own shares in the name of a bank, broker or other holder of record), you should bring a brokerage statement or proof of ownership with you to the Annual Meeting or you may request an admission ticket in advance by writing to the Corporate Secretary. Employee stockholders should bring their Company ID to the Annual Meeting.

We will hold the Annual Meeting at Chevron Texaco Park in San Ramon, California. Seating will be limited and on a first come basis. Please refer to page 5 of this Proxy Statement for information about attending the Annual Meeting.

Voting

Stockholders owning ChevronTexaco Stock at the close of business on the Record Date, or their authorized representatives, are entitled to vote at the Annual Meeting. Please refer to page 3 of the Proxy Statement for an explanation of ChevronTexaco's confidential voting procedures.

We are distributing this Proxy Statement, proxy form and ChevronTexaco's 2003 Annual Report to Stockholders on or about March , 2004.

12/10/23, 9:21 PM

By Order of the Board of Directors,



Lydia I. Beebe
Corporate Secretary

Preliminary Proxy Statement

[Table of Contents](#)**ELECTION OF DIRECTORS** *(Concluded)*

DAVID J. O'REILLY
Director since 1998

Mr. O'Reilly, age 57, has been Chairman of the Board and Chief Executive Officer of ChevronTexaco since the completion of the merger between Chevron and Texaco in October 2001 and, prior to the merger, held the same positions with Chevron since January 2000.

Prior Positions Held: Mr. O'Reilly was Vice-Chairman of the Board of Chevron from 1998 until 1999. He was a Vice-President of Chevron from 1991 until 1998. He was President of Chevron Products Company, from 1994 until 1998. He was a Director of Caltex Petroleum Corporation from 1992 until 1994, and was a Senior Vice-President and Chief Operating Officer of Chevron Chemical Company from 1989 until 1991.

Other Directorships and Memberships: Chairman, American Petroleum Institute; San Francisco Symphony Board of Governors; Bay Area Council; the Leon H. Sullivan Foundation; The Business Council; The Business Roundtable; JPMorgan International Council; World Economic Forum's International Business Council.



PETER J. ROBERTSON
Director since 2002

Mr. Robertson, age 57, has been Vice-Chairman of the Board of ChevronTexaco since 2002.

EXHIBIT 4

FILE NOW: FILING FEE IS \$61.25

FILED

**Apr 10 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra S. Mortherm Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # 833575 (4)

1. Corporation Name
AMERICAN PETROLEUM INSTITUTE

Principal Place of Business 1220 L STREET N.W. WASHINGTON DC 20005-4018	Mailing Address 1220 L ST. NW WASHINGTON DC 20005-4018 US
---	---



DB-03712-X-X-9177

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

3. Date Incorporated or Qualified 01/02/1975	4. FEI Number 13-0433430	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE: _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COB RAYMOND, LEE R 6050 LAS COLINAS BLVD. IRVING TX 75039-2208 <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P CAVANEY, RED 1220 L STREET N.W. WASHINGTON DC 20005 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP JANDROWITZ, FRANK J. 1220 L STREET N.W. WASHINGTON DC <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP CANES, MICHAEL 1220 L STREET N.W. WASHINGTON DC <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP O'KEEFE, WILLIAM F. 1220 L STREET N.W. WASHINGTON DC <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP WIESE, ARTHUR E. 1220 L STREET N.W. WASHINGTON DC <input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition See attached
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: William Church 2/20/98 202-682-8000

CR25037 (10/97)

1998 OFFICERS OF AMERICAN PETROLEUM INSTITUTE

<u>Name</u>	<u>Title</u>	<u>Address</u>
H. Laurance Fuller	Chairman of the Board	Amoco Corporation 200 E. Randolph Drive Chicago, IL 60601
Red Cavaney	President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
William F. O'Keefe	Executive Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Michael E. Canes	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Frank J. Jandrowitz	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Ronald L. Jones	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Charles E. Sandler	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Arthur E. F. Wiese	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
G. William Frick	Vice President, General Counsel & Secretary	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Mike R. Bowlin	Treasurer	ARCO 515 S. Flower Street Los Angeles, CA 90071

Listed below are the names and addresses of five members of API's Board of Directors:

Mr. W. W. Allen
Chairman and Chief Executive Officer
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Keith E. Bailey
Chairman, President and Chief Executive Officer
The Williams Companies, Inc.
One Williams Center, St. 4900
Tulsa, OK 74172

Mr. Collis P. Chandler, Jr.
Chairman and Chief Executive Officer
The Chandler Company
475 17th Street, St. 1000
Denver, CO 80202

Mr. Ray L. Hunt
Chairman and Chief Executive Officer
Hunt Oil Company
1445 Ross Avenue
Dallas, TX 75202-2785

Mr. William E. Wade
President
ARCO
515 South Flower Street
Los Angeles, CA 90071

January 15, 1998

American Petroleum Institute

Board of Directors

1998

Mr. Charles W. Alcorn, Jr.
Director
VAALCO Energy, Inc.
P. O. Box 2879
Victoria, TX 77902

Mr. W. W. Allen
Chairman and Chief Executive
Officer
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Robert J. Allison, Jr.
Chairman, President and Chief
Executive Officer
Anadarko Petroleum Corporation
P. O. Box 1330
Houston, TX 77251-1330

Mr. Eugene L. Ames, Jr.
Chairman
Venus Exploration, Inc.
1250 N.E. Loop 410, Suite 1000
San Antonio, TX 78209

Mr. Gordon M. Anderson
Chairman of the Board
Santa Fe International Corp.
Two Lincoln Centre, Suite 1100
5420 LBJ Freeway
Dallas, TX 75240

Mr. Philip F. Anschutz
Chairman and Chief Executive
Officer
The Anschutz Corporation
555 17th Street, Suite 2400
Denver, CO 80202

Mr. Keith E. Bailey
Chairman, President and Chief
Executive Officer
The Williams Companies, Inc.
One Williams Center
Suite 4900
Tulsa, OK 74172

Mr. James E. Barnes
Chairman of the Board, President
and Chief Executive Officer
MAPCO Inc.
P. O. Box 645
Tulsa, OK 74101-0645

Mr. Victor G. Beghini
President
Marathon Oil Company
P. O. Box 3128
Houston, TX 77253-3128

Mr. Peter I. Bijur
Chairman of the Board and
Chief Executive Officer
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. Charles Robert Black
Senior Vice President
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. Edward A. Blair
President and Group General
Manager
BHP Petroleum Americas, Inc.
1360 Post Oak Boulevard, Suite 500
Houston, TX 77056-3020

Mr. Charles L. Bowerman
Executive Vice President, Planning
and Corporate Relations & Services
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Mike R. Bowlin
Chairman and Chief Executive
Officer
ARCO
515 South Flower Street
Los Angeles, CA 90071

Mr. John B. Brock
Chairman and Chief Executive
Officer
United Meridian Corporation
1201 Louisiana, Suite 1400
Houston, TX 77002-5603

Mr. J. A. "Fred" Brothers
Executive Vice President
Ashland Inc.
P. O. Box 391
Ashland, KY 41114

Mr. James L. Bryan
Senior Vice President
Dresser Industries, Inc.
P. O. Box 6504
Houston, TX 77265

Mr. Richard C. Campbell
President
BP Exploration (Alaska) Inc.
P. O. Box 196612
Anchorage, AK 99516-6612

Mr. William E. Carl
President
Carl Oil & Gas Company
P. O. Box 698
Beeville, TX 78104

Mr. Phillip J. Carroll
President and Chief Executive Officer
Shell Oil Company
P. O. Box 2463
Houston, TX 77252-2463

Mr. Collis P. Chandler, Jr.
Chairman and Chief Executive
Officer
The Chandler Company
475 17th Street, Suite 1000
Denver, CO 80202

Mr. Paul W. Chellgren
Chairman and Chief Executive
Officer
Ashland Inc.
P. O. Box 391
Ashland, KY 41114

Mr. Richard B. Cheney
Chairman of the Board and
Chief Executive Officer
Halliburton Company
3600 Lincoln Plaza
500 North Akard Street
Dallas, TX 75201-3391

Mr. Donald W. Clayton
Chairman of the Board and
Chief Executive Officer
Howell Corporation
1500 Howell Building
1111 Fannin
Houston, TX 77002-6923

Mr. Ansel L. Condray
President
Exxon Company, U.S.A.
P. O. Box 2180
Houston, TX 77252-2180

Mr. Luke R. Corbett
Chairman of the Board and
Chief Executive Officer
Kerr-McGee Corporation
P. O. Box 25861
Oklahoma City, OK 73125

Mr. Thomas C. DeLoach
Chief Financial Officer and
Senior Vice President
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037

Mr. Claiborne P. Deming
President and Chief Executive
Officer
Murphy Oil Corporation
P. O. Box 7000
El Dorado, AR 71731-7000

Mr. Kenneth T. Derr
Chairman and Chief Executive
Officer
Chevron Corporation
575 Market Street
San Francisco, CA 94105

Mr. Cortlandt S. Dietler
Chairman of the Board
TransMontaigne Oil Company
P. O. Box 5660
Denver, CO 80217

Mr. Archie W. Dunham
President and Chief Executive
Officer
Conoco Inc.
P. O. Box 2197
Houston, TX 77252-2197

Mr. Gary Edwards
Executive Vice President,
Refining, Marketing, Supply &
Transportation
Conoco Inc.
P. O. Box 2197
Houston, TX 77252-2197

Mr. Anthony G. Fernandes
Executive Vice President
ARCO
515 South Flower Street
Suite 5174
Los Angeles, CA 90071

Mr. William D. Ford
Executive Vice President
Petroleum Products Sector
Amoco Corporation
200 East Randolph Drive
Mail Code 3000
Chicago, IL 60601

Mr. J. Louis Frank
President
Marathon Ashland Petroleum LLC
539 South Main Street
Findlay, OH 45840

Mr. H. Laurance Fuller
Chairman and Chief Executive
Officer
Amoco Corporation
200 East Randolph Drive
Chicago, IL 60601

Mr. Barry J. Galt
Chairman and Chief Executive
Officer
Seagull Energy Corporation
1001 Fannin - Suite 1700
Houston, TX 77002-6794

Mr. Carl P. Giardini
Executive Vice President -
Exploration and Production
Marathon Oil Company
P. O. Box 3128
Houston, TX 77253

Mr. D. Duane Gilliam
President
Ashland Petroleum Company
P. O. Box 391
Ashland, KY 41114

Mr. Russell E. Ginn
Chairman, President and Chief
Executive Officer
The Flexitallic Group, Inc.
450 Gears Road, Suite 790
Houston, TX 77067

Mr. Bruce C. Gottwald
Chairman and Chief Executive
Officer
Ethyl Corporation
330 South Fourth Street
Richmond, VA 23219

Mr. Floyd D. Gottwald, Jr.
Chairman of the Board
Albemarle Corporation
330 South Fourth Street
Richmond, VA 23218-2189

Mr. Ron W. Haddock
President and Chief Executive
Officer
FINA, Inc.
P. O. Box 2159
Dallas, TX 75221

Mr. Michel T. Halbouty
Chairman of the Board and
Chief Executive Officer
Michel T. Halbouty Energy Co.
5100 Westheimer Road
Houston, TX 77056

Mr. Frederic C. Hamilton
Chairman
The Hamilton Companies
1560 Broadway, Suite 2000
Denver, CO 80202

Mr. Albert Hrubetz
President
Hrubetz Oil Company
5949 Sherry Lane, Suite 525
Dallas, TX 75225

Mr. Roy M. Huffington
Chairman and Chief Executive
Officer
Roy M. Huffington, Inc.
P. O. Box 4337
Houston, TX 77210-4337

Mr. Ray L. Hunt
Chairman and Chief Executive
Officer
Hunt Oil Company
1445 Ross Avenue
Dallas, TX 75202-2785

Mr. W. Herbert Hunt
Petro-Hunt Corporation
3900 Thanksgiving Tower
Dallas, TX 75201

Dr. Ray R. Irani
Chairman and Chief Executive
Officer
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, CA 90024

Mr. Sidney J. Jansma, Jr.
President and Chief Executive
Officer
Dominion Midwest Energy, Inc.
One Riverfront Plaza
Grand Rapids, MI 49503-2616

Mr. A. V. Jones, Jr.
Van-Operating, Ltd.
Box 787
Albany, TX 76430

Mr. James F. Justiss, Jr.
President
Justiss Oil Company, Inc.
Box 1385
Jena, LA 71342-1385

Dr. Dale R. Laurance
President
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, CA 90024

Ms. Virginia B. Lazenby
Chairman
Bretagne Corporation
Suite 122
220 Great Circle Road
Nashville, TN 37228

Mr. David L. Lemmon
President and Chief Executive
Officer
Colonial Pipeline Company
945 East Paces Ferry Road
Resurgens Plaza
Atlanta, GA 30328-0855

Mr. Jack E. Little
President and Chief Executive
Officer
Shell Exploration & Production
Company
P. O. Box 2463
Houston, TX 77252

Mr. William G. Lowrie
President
Amoco Corporation
200 East Randolph Drive
Mail Code 3000
Chicago, IL 60601-7125

Mr. Max L. Lukens
Chairman, President and
Chief Executive Officer
Baker Hughes Incorporated
P. O. Box 4740
Houston, TX 77210-4740

Mr. Frederick R. Mayer
President
Petroco Corporation
P. O. Box 5083
Denver, CO 80217

Mr. Tom J. McDaniel
Vice Chairman of the Board
Kerr-McGee Corporation
P. O. Box 25861
Oklahoma City, OK 73125

Mr. R. E. McKee
Executive Vice President,
Exploration Production
Conoco Inc.
P. O. Box 2197
Houston, TX 77252

Mr. Jack L. Messman
Chairman and Chief Executive
Officer
Union Pacific Resources Group Inc.
P. O. Box 7
Fort Worth, TX 76101-0007

Mr. C. John Miller
Chief Executive Officer
Miller Energy, Inc.
7900 Moorsbridge Road
Kalamazoo, MI 49024

Mr. J. M. Morgan*
President and Chief Executive Officer
Shell Oil Products Company
P. O. Box 2463
Houston, TX 77252-2463

*(Note: will serve as President & CEO of Equilon
Enterprises LLC -- location t.b.a.)

Mr. James J. Mulva
President and Chief Operating
Officer

Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Joseph H. Netherland
Vice President - FMC Energy &
Transportation Equipment General
Manager

FMC Corporation
P. O. Box 3091
Houston, TX 77253

Mr. James E. Nielson
President and Chief Executive Officer
Nielson & Associates
P. O. Box 2850
Cody, WY 82414

Mr. Lucio A. Noto
Chairman and Chief Executive Officer
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037-0001

Mr. David J. O'Reilly
President
Chevron Products Co.
575 Market Street, 21st Floor
San Francisco, CA 94105

Mr. C. R. Palmer
Chairman of the Board, Chief
Executive Officer and President
Rowan Companies, Inc.
5450 Transco Tower
2800 Post Oak Boulevard
Houston, TX 77056-6196

Mr. Robert L. Parker
Chairman
Parker Drilling Company
Eight East Third Street
Tulsa, OK 74103

Mr. James L. Pate
Chairman of the Board, President
and Chief Executive Officer
Pennzoil Company
P. O. Box 2967
Houston, TX 77252-2967

Mr. Steven W. Percy
Chairman and Chief Executive Officer
BP America Inc.
200 Public Square, 10-3851-C
Cleveland, OH 44114-2375

Mr. Ross J. Pillari
Senior Vice President Marketing
Director Oil, U.S.A.
BP Oil Company
200 Public Square, 6-B-3704
Cleveland, OH 44114

Mr. Chesley Pruet
Owner
Pruet Oil Company
P. O. Box 31
El Dorado, AR 71731

Mr. Lee R. Raymond
Chairman and Chief Executive
Officer
Exxon Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Mr. Eugene A. Renna
Executive Vice President
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037-0001

Mr. Corbin J. Robertson, Jr.
President
Quintana Minerals Corp.
601 Jefferson, 36th Floor
Houston, TX 77002

Mr. Douglas L. Rock
Chairman and Chief Executive Officer
Smith International, Inc.
18740 Hardy Street
Houston, TX 77032

Mr. Robert E. Rose
President and Chief Executive Officer
Diamond Offshore Drilling, Inc.
P. O. Box 4558
Houston, TX 77210

Mr. Neil A. Smoak
Senior Vice President
Fina Oil and Chemical Company
P. O. Box 2159
Dallas, TX 75221-2159

Mr. H. Leighton Steward
Vice Chairman, Chairman Executive
Committee
Burlington Resources
P. O. Box 60350
New Orleans, LA 70160

Mr. James N. Sullivan
Vice Chairman of the Board
Chevron Corporation
575 Market Street
San Francisco, CA 94105

Mr. William L. Thacker
Chairman, President and Chief
Executive Officer
Texas Eastern Products Pipeline
Company (TEPPCO)
P. O. Box 1642
Houston, TX 77251-1642

Mr. Jerry E. Thompson
Vice President
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

Mr. Glenn F. Tilton
Senior Vice President and
President, Global Businesses
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. David J. Tippeconnic
President and Chief Executive Officer
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

Mr. H. A. True, III
President
Belle Fourche Pipeline Co.
P. O. Box 2360
Casper, WY 82602

Mr. William E. Wade
President
ARCO
515 South Flower Street
Los Angeles, CA 90071

Mr. Lew O. Ward
Chairman and Chief Executive Officer
Ward Petroleum Corporation
P. O. Box 1187
Enid, OK 73702

Mr. John L. Whitmire
Chairman and Chief Executive
Officer
Union Texas Petroleum
P. O. Box 2120
Houston, TX 77252-2120

Mr. John A. Yates, Sr.
President
Yates Petroleum Corporation
105 South Fourth Street
Artesia, NM 88210

Mr. W. J. (Zeke) Zeringue
President
Halliburton Energy Services
5151 San Felipe, Suite 2500
Houston, TX 77056

EXHIBIT 5

**NOT-FOR-PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

FILED
Apr 24, 2002 8:00 am
Secretary of State

04-24-2002 90374 022 ****61.25

DOCUMENT # **833575**
1. Entity Name
American Petroleum Institute ✓

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
1220 L Street, NW
Suite, Apt. #, etc.

3. Mailing Address
same
Suite, Apt. #, etc.

DO NOT WRITE IN THIS SPACE

City & State
Washington, DC

City & State

Zip
20005

Country
USA

Zip

Country

4. FEI Number
13-0433430

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

DO NOT WRITE IN THIS SPACE

7. Name and Address of Current Registered Agent

Name
The Prentice-Hall Corporation System Inc.

Street Address (P.O. Box Number is Not Acceptable)
1201 Hays Street, Suite 105

City
Tallahassee

FL Zip Code
32301

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

SIGNATURE: _____ DATE _____
Signature: typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-issuing)

FEE IS \$61.25
Initial or Amended UBR

9. Election Campaign Financing Trust Fund Contribution. **\$5.00 May Be Added to Fees**

Make Check Payable to Department of State

10. OFFICERS AND DIRECTORS			
TITLE NAME STREET ADDRESS CITY - ST - ZIP	see attached	TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		TITLE NAME STREET ADDRESS CITY - ST - ZIP	DO NOT WRITE IN THIS SPACE
TITLE NAME STREET ADDRESS CITY - ST - ZIP		TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		TITLE NAME STREET ADDRESS CITY - ST - ZIP	

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or on an attachment with an address, with all other like empowered.

SIGNATURE: **G. William Frick** Date: **4/5/02** **202-682-8000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E037B (12/01)

Attachment FEI # 13-0433430/636679

Mr. David Lemmon
Mr. David Lesar
Mr. Randy Limbacher
Mr. Timothy H. Ling
Mr. Frederick R. Mayer
Mr. James McGregor
Mr. R. E. McKee
Mr. C. John Miller
Mr. Steven L. Miller
Mr. Bjorn Moller
Mr. James J. Mulva
Mr. Joseph H. Netherland
Mr. James E. Nielson
Mr. Jim Nokes
Mr. David J. O'Reilly
Mr. C. R. Palmer
Mr. B. Z. Parker
Mr. Robert L. Parker
Mr. Ross J. Pillari
Mr. Lee R. Raymond
Mr. Corbin J. Robertson, Jr.
Mr. Douglas L. Rock
Mr. Robert E. Rose
Mr. Rob Routs
Mr. Bobby S. Shackouls
Mr. James Simmons, Jr.
Mr. J. Stephen Simon
Mr. William L. Thacker
Mr. Glenn F. Tilton
Mr. H. A. True, III
Mr. Jean-Paul Vettier
Mr. Francois Viaud
Mr. Lew O. Ward
Mr. Michael E. Wiley
Mr. Charles R. Williamson
Mr. William A. Wise
Ms. Patricia A. Woertz

All Board members can be reached at 1220 L Street, NW, Washington, DC 20005

Attachment # ^{FEI} 13-04334-30/03/0079

2002 OFFICERS OF AMERICAN PETROLEUM INSTITUTE

<u>Name</u>	<u>Title</u>	<u>Address</u>
Lee R. Raymond	Chairman of the Board	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Red Cavaney	President & CEO	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Charles E. Sandler	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
G. William Frick	Vice President, General Counsel & Secretary	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
David J. O'Reilly	Treasurer	American Petroleum Institute 1220 L Street, NW Washington, DC 20005

Attachment FEI # B-0433430/030619

01/15/02

American Petroleum Institute

Board of Directors

2002

Mr. Robert J. Allison, Jr.
Mr. Eugene L. Ames, Jr.
Mr. Philip F. Anschutz
Mr. Thomas A. Bannigan
Mr. Steven R. Bell
Mr. Alan Boeckmann
Mr. Paul Bragg
Mr. Clarence P. Cazalot, Jr.
Mr. Rodney F. Chase
Mr. Paul W. Chellgren
Mr. Oswaldo Contreras
Mr. Luke R. Corbett
Mr. James C. Day
Mr. Claiborne P. Deming
Mr. Cortlandt S. Dietler
Mr. Graeme H. H. Donald
Mr. Bruce E. Douglas
Mr. Archie W. Dunham
Mr. Byron W. Dunn
Mr. John M. Duty, Jr.
Mr. Sheldon Erikson
Mr. C. Stedman Garber, Jr.
Mr. D. Duane Gilliam
Mr. Russell E. Ginn
Mr. Bruce C. Gottwald
Mr. Floyd D. Gottwald, Jr.
Mr. James T. Hackett
Mr. Michel T. Halbouty
Mr. Frederic C. Hamilton
Mr. Gary R. Heminger
Mr. Roy M. Huffington
Mr. Ray L. Hunt
Mr. W. Herbert Hunt
Dr. Ray R. Irani
Mr. Sidney J. Jansma, Jr.
Mr. A. V. Jones, Jr.
Mr. James F. Justiss, Jr.
Mr. A. J. Kucera
Dr. Dale Laurance
Ms. Virginia B. Lazenby
Mr. M. A. Lechtenberger

EXHIBIT 6

DEF 14A 1 d304761ddef14a.htm DEFINITIVE PROXY STATEMENT

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Chevron Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Notice of the 2012 Annual Meeting of Stockholders

Meeting Date: Wednesday, May 30, 2012

Meeting Time: 8:00 a.m., PDT

Location: Chevron Park Auditorium
6001 Bollinger Canyon Road
San Ramon, California 94583-2324

Record Date: Wednesday, April 4, 2012

Agenda

- Elect 11 Directors;
- Ratify the appointment of the independent registered public accounting firm;
- Vote, on an advisory basis, on named executive officer compensation;
- Vote on eight stockholder proposals, if properly presented at the Annual Meeting; and
- Transact any other business that may be properly brought before the Annual Meeting.

Admission

All stockholders are invited to attend the Annual Meeting. To be admitted, you will need a form of photo identification and an admission ticket, valid proof of ownership of Chevron common stock, or a valid legal proxy. Please refer to pages 6 and 7 of this Proxy Statement for information about attending the Annual Meeting. Seating at the Annual Meeting will be available on a first-come basis.

Voting

12/10/23, 9:48 PM

Definitive Proxy Statement

Stockholders owning Chevron common stock at the close of business on Wednesday, April 4, 2012, or their legal proxy holders, are entitled to vote at the Annual Meeting. Please refer to pages 1 through 5 of this Proxy Statement for information about voting at the Annual Meeting.

On or about Thursday, April 12, 2012, we will mail to our stockholders either (1) a copy of this Proxy Statement, a proxy card and our Annual Report or (2) a Notice of Internet Availability of Proxy Materials, which will indicate how to access our proxy materials and vote on the internet.

By Order of the Board of Directors,



Lydia I. Beebe
Corporate Secretary and
Chief Governance Officer

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Definitive Proxy Statement

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[Table of Contents](#)**Election of Directors** (Continued)

JOHN S. WATSON
Director since 2009

Mr. Watson, age 55, has been Chairman of the Board and Chief Executive Officer of Chevron since January 1, 2010.

Prior Positions Held: Mr. Watson was previously Vice Chairman of the Board of Chevron from 2009 until 2010. He was Executive Vice President of Strategy and Development from 2008 until 2009. From 2005 until 2007, he was President of Chevron International Exploration and Production, and from 2001 until 2005, he was Chief Financial Officer. In 1998, he was named Vice President with responsibility for strategic planning. Mr. Watson joined Chevron Corporation in 1980.

Current Public Company Directorships: None.

Prior Public Company Directorships (within the last five years): None.

Other Directorships, Trusteeships and Memberships: Chairman, American Petroleum Institute; American Society of Corporate Executives; The Business Council; Business Roundtable; JPMorgan International Council; National Petroleum Council; University of California at Davis Chancellor's Board of Advisors.

Qualifications, Experience, Attributes and Skills: Mr. Watson meets all of the Director qualifications described above under "The Director Nomination Process." In particular, Mr. Watson brings to the Board extensive senior executive-level expertise in Chevron as well as the energy industry with a strong knowledge of strategy, markets, competitors, financial aspects, policy and operations. Mr. Watson's 31-year career at Chevron has at various points included principal responsibility for corporate-wide finance, strategic planning, mergers and acquisitions, and international exploration and production. In 2000, Mr. Watson led Chevron's integration effort after its successful acquisition of Texaco Inc., after which he became Chief Financial Officer.

INDEPENDENCE OF DIRECTORS

The Board has determined that each current nonemployee Director and each nonemployee Director nominee is independent in accordance with the NYSE Corporate Governance Standards and that no material relationship exists that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director.

For a Director to be considered independent, the Board must determine that the Director does not have any direct or indirect material relationship with Chevron, other than as a Director. In making its determinations, the Board adheres to the specific tests for independence included in the NYSE Corporate Governance Standards. In addition, the Board has determined that the following relationships of Chevron Directors occurring within the last fiscal year are categorically immaterial to a determination of independence if the relevant transaction was conducted in the ordinary course of business:

- a director of another entity if business transactions between Chevron and that entity do not exceed \$5 million or 5 percent of the receiving entity's consolidated gross revenues, whichever is greater;