

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CHEVRON CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

94-0890210
(I.R.S. Employer
Identification No.)

**6001 Bollinger Canyon Road
San Ramon, California 94583-2324**
(Address of Principal Executive Offices)

LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION

(Full Title of the Plan)

Lydia I. Beebe, Esq.
Corporate Secretary and Chief Governance Officer
Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, California 94583-2324
Telephone: (925) 842-1000

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With copies to:

Christopher A. Butner, Esq.
Assistant Secretary and Managing Counsel,
Securities and Corporate Governance
Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, California 94583-2324
Telephone: (925) 842-1000

Terry M. Kee, Esq.
Brian M. Wong, Esq.
Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street
San Francisco, California 94105
Telephone: (415) 983-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$0.75 per share	100,000,000 shares	\$ 83.60	\$ 8,360,000,000	\$ 596,068

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Registrant's Common Stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated pursuant to Rule 457(c) of the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on December 2, 2010.
- (3) Estimated pursuant to Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fees.



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REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a previously filed Registration Statement on Form S-8 relating to the Long-Term Incentive Plan of Chevron Corporation is effective. Accordingly, pursuant to General Instruction E to Form S-8, Chevron Corporation (the “Registrant”) hereby incorporates by reference herein the contents of that previously filed Registration Statement on Form S-8 (Registration No. 333-122121, filed by the Registrant on January 18, 2005), and hereby deems the contents of that Registration Statement to be a part of this Registration Statement, except as otherwise updated or modified herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I, Item 1 (“Plan Information”) and Item 2 (“Registrant Information and Employee Plan Annual Information”) to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the “SEC”) are incorporated by reference into this Registration Statement:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 25, 2010;

(b) The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2010, filed on May 5, 2010, for the quarter ended June 30, 2010, filed on August 5, 2010, and for the quarter ended September 30, 2010, filed on November 5, 2010;

(c) The Registrant’s Current Reports on Form 8-K filed on February 2, 2010, April 1, 2010, May 13, 2010 (which includes revisions to portions of Chevron’s Annual Report on Form 10-K for the year ended December 31, 2009 to retrospectively reflect subsequent changes in Chevron’s operating segments), June 2, 2010, and September 30, 2010; and

(d) The Registrant’s Restated Certificate of Incorporation, dated May 30, 2008, containing a description of the Registrant’s Common Stock, filed as Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.

All reports or other documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such reports and documents.

Any statement contained in a document incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed incorporated herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 6. Indemnification of Directors and Officers

Article VIII of the Registrant’s Restated Certificate of Incorporation provides as follows:

“1. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director’s duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) pursuant to section 174 of the Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit.

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“2. To the fullest extent authorized by the Corporation Law, the Corporation shall indemnify any Corporate Servant who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person was or is a Corporate Servant.

“3. In serving or continuing to serve the Corporation, a Corporate Servant is entitled to rely and shall be presumed to have relied on the rights granted pursuant to the foregoing provisions of this Article VIII, which shall be enforceable as contract rights and inure to the benefit of the heirs, executors and administrators of the Corporate Servant; and no repeal or modification of the foregoing provisions of this Article VIII shall adversely affect any right existing at the time of such repeal or modification.

“4. The Board of Directors is authorized, to the extent permitted by the Corporation Law, to cause the Corporation to pay expenses incurred by Corporate Servants in defending Proceedings and to purchase and maintain insurance on their behalf whether or not the corporation would have the power to indemnify them under the provisions of this Article VIII or otherwise.

“5. Any right or privilege conferred by or pursuant to the provisions of this Article VIII shall not be exclusive of any other rights to which any Corporate Servant may otherwise be entitled.

“6. As used in this Article VIII:

(a) ‘Corporate Servant’ means any natural person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, manager, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other organization or enterprise, nonprofit or otherwise, including an employee benefit plan;

(b) ‘Corporation Law’ means the General Corporation Law of the State of Delaware, as from time to time amended;

(c) ‘indemnify’ means to hold harmless against expenses (including attorneys’ fees), judgments, fines (including excise taxes assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by the Corporate Servant in connection with a Proceeding;

(d) ‘Proceeding’ means any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative; and

(e) ‘request of the Corporation’ includes any written authorization by an officer of the Corporation.”

Section 145 of the General Corporation Law of the State of Delaware, in which the Registrant is incorporated, permits, subject to certain conditions, the indemnification of directors or officers of a Delaware corporation for expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement incurred in connection with the defense of any action, suit or proceeding in relation to certain matters against them as such directors or officers.

The directors and officers of the Registrant are covered by policies of insurance under which they are insured, within limits subject to limitations, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, in which they are parties by reason of being or having been directors or officers. The Registrant is similarly insured with respect to certain payments it might be required to make to its directors or officers under the applicable statutes and its Restated Certificate of Incorporation and By-Laws.

Item 8. Exhibits

See Index to Exhibits, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Ramon, State of California, on this 9th day of December, 2010.

CHEVRON CORPORATION
(Registrant)

By: /S/ JOHN S. WATSON
John S. Watson,
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on this 9th day of December, 2010 by the following persons in the capacities indicated.

**PRINCIPAL EXECUTIVE OFFICERS
(AND DIRECTORS)**

/S/ JOHN S. WATSON

John S. Watson
Chairman of the Board and Chief Executive Officer

*

George L. Kirkland
Vice Chairman of the Board and Executive Vice President

PRINCIPAL FINANCIAL OFFICER

/S/ PATRICIA E. YARRINGTON

Patricia E. Yarrington
Vice President and Chief Financial Officer

PRINCIPAL ACCOUNTING OFFICER

/S/ MATTHEW J. FOEHR

Matthew J. Foehr
Vice President and Comptroller

***ATTORNEY-IN-FACT**

/S/ LYDIA I. BEEBE

Lydia I. Beebe
Corporate Secretary and
Chief Governance Officer

DIRECTORS

*

Samuel H. Armacost

*

Linnet F. Deily

*

Robert E. Denham

*

Robert J. Eaton

*

Charles T. Hagel

*

Enrique Hernandez, Jr.

*

Franklyn G. Jenifer

*

Sam Nunn

*

Donald B. Rice

*

Kevin W. Sharer

*

Charles R. Shoemate

*

John G. Stumpf

*

Ronald D. Sugar

*

Carl Ware

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
4.1	Restated Certificate of Incorporation of Chevron Corporation, dated May 30, 2008, filed as Exhibit 3.1 to Chevron Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008, filed August 7, 2008, and incorporated herein by reference.
4.2	By-Laws of Chevron Corporation, as amended September 29, 2010, filed as Exhibit 3.1 to Chevron Corporation's Current Report on Form 8-K filed September 30, 2010, and incorporated herein by reference.
5.1 *	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1 *	Consent of PricewaterhouseCoopers LLP.
23.2 *	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1 to 24.15 *	Powers of Attorney for Directors of the Registrant, authorizing the signing of the Registration Statement on Form S-8 on their behalf.

* Filed herewith.

PILLSBURY WINTHROP SHAW PITTMAN LLP
50 Fremont Street
San Francisco, California 94105

December 9, 2010

Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, CA 94583

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Chevron Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of 100,000,000 shares of the Company's Common Stock, par value \$0.75 per share (the "Shares"), issuable pursuant to the Long-Term Incentive Plan of Chevron Corporation (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for this opinion. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. This opinion is limited to matters governed by the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ PILLSBURY WINTHROP SHAW PITTMAN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2010 except with respect to our opinion on the consolidated financial statements insofar as it relates to the effects of the change in the composition of reportable segments discussed in Note 11, which is as of May 13, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Chevron Corporation's Current Report on Form 8-K dated May 13, 2010.

/s/ PRICEWATERHOUSECOOPERS LLP

San Francisco, California
December 9, 2010

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints LYDIA I. BEEBE, CHRISTOPHER A. BUTNER, PATRICIA L. TAI, WALKER C. TAYLOR, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Samuel H. Armacost

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Linnet F. Deily

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Robert E. Denham

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Robert J. Eaton

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Charles T. Hagel

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Enrique Hernandez, Jr.

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Franklyn G. Jenifer

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ George L. Kirkland

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Sam Nunn

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Donald B. Rice

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Kevin W. Sharer

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints LYDIA I. BEEBE, CHRISTOPHER A. BUTNER, PATRICIA L. TAI, WALKER C. TAYLOR, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Charles R. Shoemate

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and any and all amendments thereto, including post-effective amendments);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints LYDIA I. BEEBE, CHRISTOPHER A. BUTNER, and KARI H. ENDRIES, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ John G. Stumpf

POWER OF ATTORNEY

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WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Ronald D. Sugar

POWER OF ATTORNEY

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WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 8th day of December, 2010.

/s/ Carl Ware
