



Published by the Chevron Retirees Association

Web site: www.chevronretirees.org

Third Quarter 2010

Breaux re-elected CRA president

President **Ernie Breaux** of the Chevron Retirees Association (CRA) was unanimously re-elected to that position at the organization's 38th Annual Meeting held May 15-17 at the Hilton New Orleans Airport Hotel. His second one-year term begins July 1.

Overall attendance at the 2010 annual business meeting - including directors, alternates, members-at-large, spouses and invited speakers and guests - was nearly 200. Among first-timers at the conference were 18 new chapter presidents.

A major highlight of the two-day business meeting was an intense open workshop on "CRA 2020" led by **John Dewes**, former Association president, and **John Bulla**, Midwest area vice president (AVP). As a significant workshop exercise, each AVP was asked to take the podium and "make a best guess on where the CRA and its geographic regions (11) might be in 2020 in terms of members and number of chapters." All AVPs forecasted a decline in membership and number of chapters.

Overall estimates based on current numbers indicate a reduction of approximately 23 and 30 percent, respectively, in membership and chapters. Reduction in membership may be less if affected members join the Unaffiliated Chapter.

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Chairman bullish on the energy business

John Watson, Chevron's new Chairman and CEO, received a vibrant reception May 17 from Chevron Retiree Association members and guests when he stepped to the podium as keynote speaker at the organization's annual meeting in New Orleans.

He received further acclaim when he told attendees, "I am delighted to be here to talk about Chevron -- where we've been and where we're going. It's a good story. And in many ways, it's YOUR story because all of YOU have helped make Chevron the great Company it is today. Thanks for building the foundation for our Company's success and helping in positioning us for a very promising future."

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Congratulating CRA President Ernie Breaux, left, for his re-election is John Watson, Chevron chairman and CEO.

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President's Letter

Retiree volunteers praised for managing outstanding Annual Meeting

We had an exceptional Annual Meeting in New Orleans. You will recall this meeting originally was scheduled for 2008. But because of Hurricanes Katrina and Rita it was deferred to this year. Despite the current oil spill in the Gulf of Mexico, we managed two days of meetings and outside activities without incident.

I congratulate **Dennis Dauphin**, Area VP and General Arrangements Chairman; **Tim Crotty**, Host Committee Chair; and committee volunteers from all the Gulf Coast chapters for their outstanding job in managing this Annual Meeting. Use of PowerPoint in the presentations enabled the Standing Committees to cover a very busy agenda in record time and I commend them for their preparation and outstanding reports.

We were especially delighted to have **John Watson** as keynote speaker. This is his first year as Chairman and Chief Executive Officer of Chevron Corporation. He was warmly greeted by our members and appeared to enjoy the moment. In his address, he thanked our membership for its role in supporting the Company and pointed out that Chevron is well poised financially to proceed with a number of mega projects worldwide - which he discussed in detail.

Other Company speakers

Our corporate guests **Kent Robertson**, Manager of Issues and Litigation Communications; **Deb McNaughton**, Manager, Internal Communications; **Betsy Ricketts**, Political Programs Coordinator; and **Claudia Polidori**, Manager of Enterprise Benefits, each made significant presentations. Topics of particular interest were the Ecuador litigation issues, Chevron Humankind, Chevron Advocacy Network, Health Care Reform Law and Open Enrollment (Oct. 18-29).

Dr. David Weichers, United Healthcare's National Accounts Medical Director, made an impressive presentation titled "Tips for Seniors." Because of the interest in this topic, his exhibits will be made available to all chapters.

Our Planning and Research Committee launched a workshop titled "CRA 2020." The ultimate goal of this study is to provide a vision for the future status of the CRA. All Area Vice Presidents took an active role in the process, which turned out to be one of the most talked about topics.

Several resolutions were introduced and passed unanimously. These were a 2010 Benefits Resolution requesting pension supplementation, changes in the PP&M Manual to make membership more inclusive and other items relating to data management. Approval was obtained to host the 2012 Annual Meeting in Sacramento and 2013 Annual Meeting in Southern California.

I am pleased to report that **Jerry Duck**, a corporate attorney prior to his retirement, has agreed to provide the Association with pro-bono services on an as need basis. **Lila Crotty** has accepted the new position of Information Technology Advisor reporting to the Communications Chair. And I am happy to report that **Mary Lou Baugher** and **Merle Hufford** will continue in their respective positions as Secretary and Treasurer.

Dedicated CRA aides lauded

During the past year I have been blessed with a hard working group of dedicated Officers, Committee



Two key CRA Annual Meeting planners stand outside the New Orleans convention hotel. Dennis Dauphin, right, was the Conference General Arrangements Chair and Tim Crotty, left, the Host City Chair.

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Public Service Awards to duo

Winners of the 2010 Chevron Public Service Awards were announced at the Annual Meeting in New Orleans. They are Tulsa Chapter's Doris Yocham and Marin Chapter's Henri Lese. Both received certificates from Chevron Chairman John Watson. There is no individual chapter award this year.

For 13 years the Company-sponsored program has recognized exceptional volunteerism performed in local communities by CRA retirees, surviving spouses and chapters. Award recipients also receive public awareness and a \$1,000 Chevron contribution given to a non-profit organization of their choice. Program coordinator for CRA is Public Affairs Committee chair Skip Rhodes.

Awards are nothing new to Yocham of Sapulpa, Okla. They include President George H.W. Bush's "Points of Light" award for volunteering more than 10,000 hours; annual Human Rights Award from then Governor Henry Bellmor for helping eliminate employment discrimination through the Oklahoma Tribal Assistance Program; the City of Sapulpa's 2008 Business & Professional Women's Achievement Award; and in 2007 she and late husband, Dick, were named Sapulpa Chamber of Commerce Citizens of the Year.



Tulsa Chapter's Doris Yoacham, right, and Marin Chapter's Henri Lese, left, received their 2010 Chevron Public Service Awards from Chevron Chairman and CEO John Watson.

Other Sapulpa ventures

Added volunteerism: she is the Sapulpa Historical Society Museum director, a trustee of Sapulpa Historical Society Memorial Foundation and treasurer of Sapulpa Historical Society. The latter received a \$1,000 Chevron check last year in recognition of her community service.

During 38-years of oil industry employment in Oklahoma, Yoacham worked for the Gulf, Schermerhorn, Kewanee and Warren companies, retiring from the latter as supervisor, General Services in 1988.

Lese's employer was Gulf Research & Development Company in Pittsburgh before transferring to Chevron Research in 1985 as part of the Gulf-Chevron merger. He retired from Chevron in 1996 after 31 years combined service.

Many Bay Area activities

Shortly thereafter, Lese got involved in public awareness and service activities in the San Francisco Bay Area. In 1997 he was named environmental committee leader for the Marin County Grand Jury. Subsequently, as a member of Marin County School Volunteers (MCSV) organization, he became active in after-school tutoring in physical sciences/math for students of San Rafael and Terra Linda high schools. Lese received the Heart of Marin "Boards Leader of the Year" award in 2003 for his MCSV leadership. He remains active in the Terra Linda program.

At the celebrated California Academy of Sciences in San Francisco's Golden Gate Park, he played a key role from 2001-09 in every aspect - recruiting, training, mentoring -- of the docent program. Lese continues to conduct tours, help plan new docent classes and chairs several docent committees.

Since 2008 this San Rafael resident has served on the Committee for San Rafael Community Preparedness Training for Disasters, known as "Get Ready Marin." The project prepares citizens for the potential impact of major disasters: fires, earthquakes, floods and mud slides. Information to residents is provided through neighborhood training sessions, community awareness programs and brochures.

Other meeting highlights

It was announced Open Enrollment of the CRA Dental Plan will be held annually from March 1-31. In 2009 there was a new enrollment of 1,400 retirees in the Dental Plan, which helped increase the CRA's paid membership total. Providing that information was guest speaker **Kevin O'Brien**, assistant vice president of HDH.

Among other announcements: CRA records retention will become digital . . . Job descriptions for Committee Chairs will be updated . . . Two South Atlantic Seaboard Area chapters, Southwest Florida and Central Florida CVX, with a combined 80 members have closed. Total chapter count is now 96.

Breaux introduced the four new CRA area vice presidents. They are **Ron Akers**, Gulf Coast; **Bob Bradbury**, Canada; **Lee Johnson**, The Plains; **Vic Revenko**, Northern California/Hawaii/Nevada. They will be featured in an article in the next Encore.

Returning AVPs: **Daryl Brennick**, Northwest U.S./Alaska; **John Bulla**, Midwest; **Frank Coe**, South Texas; **MJ Stone**, Intermountain; **Herb Farrington**, Southern California; **Kevin Ryan**, North Atlantic Seaboard; **Rudy Tremel**, South Atlantic Seaboard; **Bill Mather**, Unaffiliated.

Chevron speakers reports

Regarding Health Care Reform: **Claudia Polidori**, Manager, Enterprise Benefits, reported that the Company currently is assessing the legislation's many provisions to determine how they affect the benefits offered Chevron employees and retirees. Immediate focus is on the provisions that may be potential areas for change in 2011, including age 26 dependent eligibility requirement and elimination of lifetime maximum dollar amounts for certain health benefits. Employees/retirees will be notified of any updates, as appropriate. As of now, there is no action required from employees or retirees.

Deb McNaughton, manager of Internal Communications, praised CRA members for their overwhelming support of the Chevron Humankind Program. She said 2,500 retirees participated last year in this volunteer program, which resulted in nonprofit organizations receiving \$4 million in matching contributions. She also pointed out that matching education contributions will be wrapped into the Humankind Program. For details about Humankind, go to CRA website at www.chevronretirees.org.

Guest speaker **Betsy Ricketts**, political programs coordinator, discussed the importance of Chevron's Advocacy Network Program. She emphasized that, when called upon, all CRA retirees could play a vital role in writing letters to U.S. government leaders re issues of import to the Company. In response to her presentation, and to further enhance the CRA's continued value to the Company, chapter members will be encouraged to take a more active role in the Advocacy Program. Go to www.Chevronadvocacynetwork.com for more details.

President's Letter

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Chairs and Subcommittee Members, all of whom deserve credit for the accomplishments during this fiscal year. With that in mind, I encourage all members to respond favorably to our call for your services, either as a Committee Chair or Subcommittee Member.

To respond, you need to identify your interest to serve by filling out a Personal Experience Record Form - which can be obtained from your chapter president.

In conclusion, I am truly honored to have been

re-elected Association President. I will continue to champion the cause of our members and ask for your assistance in achieving those ends. As we approach our 39th Annual Meeting in Houston -- and the organization's 40th year since its founding -- we have much for which to be thankful.

With warm regards,

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He reminded his audience that "We meet in sobering circumstances," referring to BP's tragic offshore oil spill accident "not far from here in the Gulf of Mexico." He informed the audience how Chevron had offered its full support to BP, Transocean and the U.S. Coast Guard. And he emphasized how it was a tough, tragic reminder of the importance of safety first.

"At Chevron," said Watson, "safety continues to be and always will be a top priority. For example, 2009 was another year for us of a record safety performance and we are now an industry leader with many achievements."

He then focused on the outlook for a growing, long-term global energy demand, where consumption is projected to rise roughly 40 percent through 2030.

"I am very bullish on our business," he said. "We know that access to energy will continue to drive human progress, including economic development, jobs and the overall quality of life. Also we know demand will continue to grow for all forms of energy. We need it all - oil, natural gas, coal, nuclear and renewables."

He emphasized that the energy drivers in the U.S. will continue to be oil and gas "because they are available, abundant and relatively affordable, compared to the alternatives. The rest of the world wants what we have, too. And that's affordable energy."

To prove his point he provided data on America's oil and gas industry:

- Total value-added contribution to the U.S. economy was \$1 trillion in 2007 accounting for 7.5 percent of the U.S. GDP.
- Total employment contribution to the U.S. economy in 2007 was 9.2 million full and part-time jobs, accounting for 5.2 percent of total U.S. employment.
- Nearly \$22 billion was distributed to the federal government, states and American Indian tribes in 2008 by the Department of Interior from oil and gas production.

He further pointed out that Chevron is strongly poised for another decade of upstream growth. Achieving that success on the Company's many billion-dollar investments will require ramping up progress on production, managing costs, reliability and safety. To accomplish all that, the Company is emphasizing three priorities: people development, business execution and growth.

"In 2009," said Watson, "our seven percent production growth significantly outpaced our competitors, demonstrating the quality of our portfolio and our ability to execute projects. And we are off to a strong start for 2010."

He cited that over the next three years 10 projects are expected to start-up with a net Chevron investment exceeding \$1 billion. They are:

- Three on-line in 2010 - Perdido, deepwater oil in Gulf of Mexico; an Athabasca tar sands project in Alberta; and the third phase of the onshore Escravos Gas Project in Nigeria.

CHEVRON FINANCIAL PERFORMANCE

CY2009

- Earnings: \$10.5 billion
- ROCE: 10.6 percent
- Dividend Increase: 4.6 percent (3Q 2009)
- C&E Spend: \$22.2 billion
- Debt Ratio (end of period): 10.3 percent

Q1 2010

- Earnings: \$4.6 billion (sharp improvement from 1Q 2009)
- ROCE: 12.9 percent
- Dividend increase: 5.9 percent (2Q 2010)
- C&E Spend: \$4.4 billion
- Debt Ratio (end of period): 9.8 percent

Source: Investor Relations 5-13-10

- Seven planned multi-billion dollar start-ups in 2011-12 - Tahiti 2, oil in deepwater Gulf of Mexico; LNG in Angola; an offshore gas project at Platong 2 in Thailand; a natural gas/sulfur project in Chaudongbei, China; and three varied Nigeria oil and/or gas projects named Usan, Agbami and EGTL.

New startups by 2012 will represent a production growth of 800,000 bpd.

Watson said, "Chevron's reputation is excellent around the world and we have senior leaders in most of the countries where we operate."

Conversely, the downstream side of the business has its challenges.

"The Golden Age of refineries did not last very long," said the Chairman. "We now have surplus refining capacity because of the economic slowdown and weak demand. If we get the right offer we will sell our Milford Haven Refinery in the United Kingdom. We also are making significant changes in our downstream portfolio such as selling many of our small marketing operations around the world.

"While the Company has good assets, good geographies and good execution in the downstream, it's becoming a tougher environment. Despite the challenges - as YOU proved during your careers - Chevron has always risen to any challenges. Our future is bright."

CRA Briefs: Chevron in America

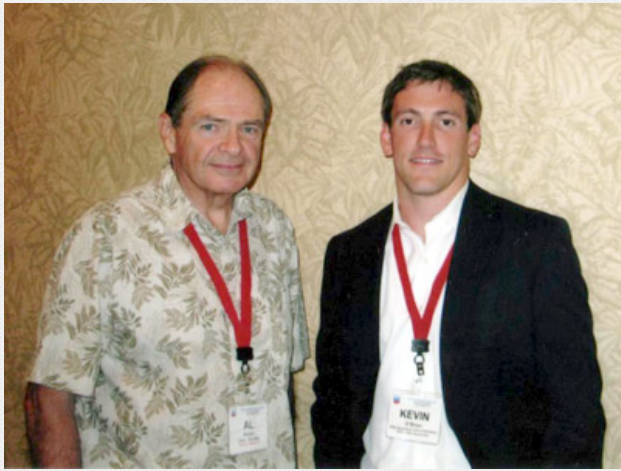
- Chevron has been a California company for more than 130 years and is headquartered in San Ramon, located in the San Francisco Bay Area. Moreover, Chevron is the largest Fortune 500 corporation based in California, the second-largest integrated energy company in the United States and one of the biggest integrated energy firms in the world.

U.S. Quick Facts

- **Employees:** 27,595 **Retirees:** 39,913
- **Suppliers:** More than 11,000 small and large businesses.
- **Retailers:** Chevron markets transportation fuels under Chevron & Texaco brands through its network of 9,520 retail outlets in 32 states and District of Columbia primarily owned by small business operators.
- **Community partners:** Chevron partnered with nearly 2,000 charitable organizations in approximately 517 communities throughout 46 states and the District of Columbia in 2009.
- **Major oil/gas producing operations:** Located in Alaska, California, mid-continent region (from Wyoming to Texas), Permian Basin (New Mexico and Texas), and U.S. Gulf of Mexico.
- **Fuels refineries:** California, Hawaii, Mississippi, Utah.
- **Mining operations:** Alabama, New Mexico, Wyoming.
- **Chevron Oronite Company manufacturing plant:** Belle Chasse, Louisiana.
- **Houston based:** Chevron North America Exploration and Production Company, Chevron Energy Technology Company, Chevron Pipe Line Company, Chevron Technology Ventures, Global Power Generation, Global Aviation, Project Resources Company, Chevron Natural Gas.
- **San Francisco based:** Chevron Energy Solutions Company.

-- Facts per April 2010

National Health Care Reform by Al Horan



Two of the Annual Meeting speakers were Al Horan, left, Benefits Committee Chair, and Kevin O'Brien, assistant vice president, HDH.

I can appreciate the controversy and anxiety that have been created by the new health care reform law - The Patient Protection and Affordable Care Act. Therefore, I prepared this article as a way to help us better understand what we might expect in the way of changes in our medical coverage and medical care in our country. Before getting into the law's details, I would like trying to help us better appreciate the issues and driving forces surrounding the need for change.

Surprisingly, the concept of universal health insurance is not new. As early as 1798, the federal government enacted a law providing for the uniform treatment of sick and disabled seamen. Over time, other special interest laws were adopted. The idea of universal health coverage goes back to 1912 when President Theodore Roosevelt proposed it. Between 1912-2010, the concept also was raised by Presidents

Franklin Roosevelt, Harry Truman, Richard Nixon, Bill Clinton and Barack Obama.

However, in those intervening years, Medicare and Medicaid were adopted in 1965 under President Lyndon Johnson; COBRA was introduced in 1985 and The Medicare Catastrophic Coverage Act was repealed in 1988 by President Ronald Reagan; The Americans with Disabilities Act became law in 1990 under President George Bush; The Health Insurance Portability and Accountability Act was adopted in 1996 under President Clinton; and, in 2003 under George W. Bush, Medicare was expanded to cover prescription drugs.

As you can see, universal health care insurance, and various laws affecting special interest groups, were either proposed or adopted under presidents who came from both major political parties.

Health care complex, expensive commodity

As pointed out in my Benefits Corner article in October 2009, the issue of health care is a very complex, expensive commodity. The cost of medical care has been increasing at a rate greater than inflation and has represented an increasing share of our Gross Domestic Product (GDP). Health care presently represents about 16 percent of our GDP. And if nothing were done to control accelerating costs, it would have risen to 25 percent of GDP by 2025.

This problem of excessive increases in medical costs is not new. I remember this being a major problem 20 years ago when I represented Caltex on the Benefits Committee of the U.S. Chamber of Commerce. In discussions we had with The White House staff, they acknowledged and agreed with us that action was needed to curtail such rising medical costs. However, I personally believe that President George Bush was reluctant to move forward on addressing such increasing costs because of the embarrassment suffered by the Reagan Administration in 1988 when The Medicare Catastrophic Coverage Act was repealed.

In my October 2009 article, I mentioned that the primary problem with medical care relates to its inefficiency, questionable quality and high cost. Ultimately, inefficiency and dubious quality translate to increased cost as well. I feel that, while far from perfect, the new law attempts to address most of those issues.

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The changes pertain to medical, prescription drug and administration costs, conflicts of interest, the cost of the uninsured and underinsured, etc. I believe it also takes the necessary steps to address the long-term problem with medical care by introducing and emphasizing preventative care and wellness.

Instead of being reactive for the first time, we will be proactive. The bill also provides for continuation of employer-sponsored medical insurance. And, in some cases, it mandates that employers make available medical insurance to its workers. Currently, employer-sponsored health insurance covers 177 million Americans, which represents approximately 88 percent of all individuals with private insurance.

Addressing issues of high cost

Regarding Medicare: I understand that over time we will see changes to address the issues of high costs, inefficiencies and the quality and type of care delivered by the medical community.

In the near term, however, anyone who has elected a Medicare Advantage Plan within the general health care market - instead of standard Medicare coverage and supplemental coverage under a Chevron Medical Plan - will see the following:

- A \$250 rebate in 2010 for prescription drugs
- A 50 percent discount on brand-name drugs in 2011
- Starting in 2012, the government will begin reducing its subsidies to Medicare Advantage Plans, a reduction which may impact Chevron's Medical Plans.

In 2020 the doughnut hole is expected to narrow whereby the government will cover 75 percent of the cost of prescription drugs.

No major impact on Chevron retirees

Now, turning to our Chevron Medical Plan coverage. Based on my initial reading of the law and research, I do not believe that the provisions of the Patient Protection and Affordable Care Act will have a major impact on Chevron retirees.

In the case of excise tax on high-cost plans, this is expected to have minimal impact on Chevron plans that may fall into this category. With respect to other provisions of the law, many of them only take effect in a few years.

Additionally, in the case of Chevron's standard medical plans that are offered to pre-age 65 and post-age 65 retirees, we may see some of these changes introduced into our retiree plans even though many provisions only are required to be made to active employee plans.

Furthermore, it is my belief that, beginning in 2014, the lifetime maximum of \$5 million may be eliminated. In other words, coverage will be unlimited. Also, if anyone has an adult child covered by their insurance, that individual may be continued until age 26. I believe, too, that we will see the plans modified to cover preventative care and to the extent any annual limitations apply to essential health benefits, we may see them eliminated - subject, of course, to rules, regulations and timing that will be established by the government. It's much too early to tell what other changes, if any, we might expect.

Cost reductions are possible over time

I feel that, through cost controls initiated by the government over time, we should see a reduction in our medical plan contributions. (Please note the change to unlimited coverage should have very little, if

any, effect on plan costs. And while preventative care may initially increase plan costs, ultimately it should reduce costs.)

I am sure that, at the appropriate time, we will hear officially from Chevron. Typically, it takes time for the government to issue final rules and regulations which are generally necessary to make the required modifications to company medical plans.

Finally, as you know, the Patient Protection and Affordable Care Act will require almost everyone to have health insurance. The idea of extending coverage to everyone is not new. As you can see from the above, the idea of universal coverage has been around a long time. When I was involved with the Chamber of Commerce, various parties - generally from the legislative branch of government - would raise this point with us.

However, I must say that in those days they were talking about providing coverage for people who could not afford to pay for the coverage themselves. Obviously, the Chamber was concerned about industry being saddled with any increased operating costs that through government mandates would directly or indirectly impact them.

While I can see a similarity to the change brought about by the new law I must say that, for the first time, not only indigent but non-indigent individuals would be required to carry insurance. Also, rather than being handled in piecemeal fashion, it is being combined with and being made subject to the overall medical cost controls.

Indigent already receiving emergency care

As mentioned in my October article, the indigent already are receiving emergency care. The cost of the care is typically absorbed by other patients through the practice of balance billing. Universal coverage should address balance billing but we should be aware that it could result in increased usage because of pent-up demand. We saw this happen in the 1960s when Medicare was introduced.

Although mandatory insurance may be repugnant to some people, from purely an insurance perspective it assures the viability of the program and it provides for a spread of risk. In other words, the larger the pool and the larger the number of healthy individuals covered in the pool, the lower the capitated cost. While healthy people could argue that they shouldn't have to support unhealthy individuals there is no guarantee that they will remain healthy.

If they should become seriously ill, except for the super-wealthy, self-insurance is not a viable alternative. To the extent there is a short-fall, the burden would fall on society. In the case of insurance it is based on the law of large numbers. And, with a universal base, any element of gambling would be eliminated.

Simply, if only sick people carried insurance it wouldn't be long before the insurance companies would go out of business or individuals would be unable to afford the cost of coverage. Health insurance is a commodity and it is strictly a cost-plus arrangement.

Cost changes 20 years overdue

As I wrote in my opening paragraph, I can well understand and appreciate the apprehensiveness and anxiety being felt by many people. Change is difficult and some change can even be more difficult. This is true in the case of medical cost and coverage, which are at least 20 years overdue. However, as previously mentioned, medical cost controls are necessary and should have been initiated long ago. Inaction has been perilous.

I do not feel the new law is a panacea. But it is a start. Many of these comments also are shared by other benefits experts. For example, in a report prepared by Hewitt Associates, a large, respected benefits consultant, in September 2009 for the Business Roundtable it offered the following forecast:

1. The current annual health care cost of \$11,000 per employee will triple to \$29,000 in ten years unless significant marketplace reforms are adopted to reduce costs, expand coverage and improve delivery of medical care.
2. Runaway costs, combined with a \$56-billion cost shift for the uninsured, would cripple the employer-based system that currently provides coverage for the majority of Americans and their families.
3. If nothing changes, by 2019 total health care spending will reach \$4.4 trillion, consuming more than 20 percent of GDP.
4. There is compelling evidence that, by expanding coverage to near universal insurance levels, an economic benefit could be derived. Potential benefits including improving markets, reducing cost shifting, encouraging innovation, improving health and productivity, etc.
5. As we look to expand coverage and improve the health of ALL Americans, we must accomplish this worthy goal in a way that preserves, strengthens and stabilizes our existing employer-based coverage.

In closing, thank you for reading this article. I would also like to mention that, short of going back to our old system of medical care, you may wish to write your Congressman about specific provisions of the law if we see they are not operating correctly. In this way we all can become part of the solution.

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Chevron Retirees Association

The Chevron Retirees Association is not a subsidiary of the Chevron Corporation but an independent organization of retired employees of Chevron or its predecessor companies.

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All annual meeting photos taken by Walt Roessing

Encore In Memoriam: January 2010 – March 2010

As reported by Chevron during this period

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