

CHEVRON CORP  
Form 10-Q  
November 06, 2007

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

**Form 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2007**
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 1-368-2**

**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 Number)*

**6001 Bollinger Canyon Road,  
San Ramon, California**

*(Address of principal executive offices)*

**94583-2324**

*(Zip Code)*

**Registrant's telephone number, including area code: (925) 842-1000**

**NONE**

**(Former name or former address, if changed since last report.)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares of each of the issuer's classes of common stock, as of the latest practicable date:

<b>Class</b>	<b>Outstanding as of September 30, 2007</b>
Common stock, \$.75 par value	2,111,441,921



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**CAUTIONARY STATEMENT RELEVANT TO FORWARD-LOOKING INFORMATION  
FOR THE PURPOSE OF SAFE HARBOR PROVISIONS OF THE  
PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

This quarterly report on Form 10-Q of Chevron Corporation contains forward-looking statements relating to Chevron's operations that are based on management's current expectations, estimates and projections about the petroleum, chemicals and other energy-related industries. Words such as anticipates, expects, intends, plans, targets, projects, believes, seeks, schedules, estimates, budgets and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this report. Unless legally required, Chevron undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Among the important factors that could cause actual results to differ materially from those in the forward-looking statements are crude oil and natural gas prices; refining margins and marketing margins; chemicals prices and competitive conditions affecting supply and demand for aromatics, olefins and additives products; actions of competitors; the competitiveness of alternate energy sources or product substitutes; technological developments; the results of operations and financial condition of equity affiliates; the inability or failure of the company's joint-venture partners to fund their share of operations and development activities; the potential failure to achieve expected net production from existing and future crude oil and natural gas development projects; potential delays in the development, construction or start-up of planned projects; the potential disruption or interruption of the company's net production or manufacturing facilities or delivery/transportation networks due to war, accidents, political events, civil unrest, severe weather or crude-oil production quotas that might be imposed by OPEC (Organization of Petroleum Exporting Countries); the potential liability for remedial actions under existing or future environmental regulations and litigation; significant investment or product changes under existing or future environmental statutes, regulations and litigation; the potential liability resulting from pending or future litigation; the company's acquisition or disposition of assets; government-mandated sales, divestitures, recapitalizations, changes in fiscal terms or restrictions on scope of company operations; foreign currency movements compared with the U.S. dollar; the effects of changed accounting rules under generally accepted accounting principles promulgated by rule-setting bodies; and the factors set forth under the heading Risk Factors on pages 31 and 32 of the company's 2006 Annual Report on Form 10-K. In addition, such statements could be affected by general domestic and international economic and political conditions. Unpredictable or unknown factors not discussed in this report could also have material adverse effects on forward-looking statements.

Table of Contents**PART I.****FINANCIAL INFORMATION****Item 1. Consolidated Financial Statements****CHEVRON CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF INCOME****(Unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars, except per-share amounts)</b>			
<b>Revenues and Other Income</b>				
Sales and other operating revenues(1)(2)	\$ 53,545	\$ 52,977	\$ 154,191	\$ 158,654
Income from equity affiliates	1,160	1,080	2,991	3,176
Other income	468	155	2,312	542
<b>Total Revenues and Other Income</b>	<b>55,173</b>	<b>54,212</b>	<b>159,494</b>	<b>162,372</b>
<b>Costs and Other Deductions</b>				
Purchased crude oil and products(2)	33,988	32,076	95,253	100,493
Operating expenses	4,397	3,650	12,134	10,532
Selling, general and administrative expenses	1,446	1,428	4,093	3,890
Exploration expenses	295	284	874	817
Depreciation, depletion and amortization	2,495	1,923	6,614	5,518
Taxes other than on income(1)	5,538	5,403	16,706	15,350
Interest and debt expense	22	104	159	359
Minority interests	25	20	72	68
<b>Total Costs and Other Deductions</b>	<b>48,206</b>	<b>44,888</b>	<b>135,905</b>	<b>137,027</b>
<b>Income Before Income Tax Expense</b>	<b>6,967</b>	<b>9,324</b>	<b>23,589</b>	<b>25,345</b>
<b>Income Tax Expense</b>	<b>3,249</b>	<b>4,307</b>	<b>9,776</b>	<b>11,979</b>
<b>Net Income</b>	<b>\$ 3,718</b>	<b>\$ 5,017</b>	<b>\$ 13,813</b>	<b>\$ 13,366</b>
<b>Per Share of Common Stock:</b>				
<b>Net Income</b>				
Basic	\$ 1.77	\$ 2.30	\$ 6.49	\$ 6.09
Diluted	\$ 1.75	\$ 2.29	\$ 6.45	\$ 6.06
Dividends	\$ 0.58	\$ 0.52	\$ 1.68	\$ 1.49
<b>Weighted Average Number of Shares Outstanding (000s)</b>				

<b>Basic</b>	<b>2,109,345</b>	2,178,472	<b>2,127,409</b>	2,196,062
<b>Diluted</b>	<b>2,124,198</b>	2,189,688	<b>2,141,096</b>	2,206,385
(1) Includes excise, value-added and similar taxes:	\$ <b>2,550</b>	\$ 2,522	\$ <b>7,573</b>	\$ 7,053
(2) Includes amounts in revenues for buy/sell contracts; associated costs are in Purchased crude oil and products. Refer to Note 9 on page 16	\$	\$	\$	\$ 6,725

Refer to accompanying notes to consolidated financial statements.

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	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Net Income</b>	<b>\$ 3,718</b>	<b>\$ 5,017</b>	<b>\$ 13,813</b>	<b>\$ 13,366</b>
Currency translation adjustment	9	(1)	12	39
Unrealized holding gain (loss) on securities:				
Net gain arising during period	12		27	2
Reclassification to net income of net realized loss (gain)		10	2	(95)
Total	12	10	29	(93)
Derivatives:				
Net derivatives gain (loss) on hedge transactions		1	(10)	1
Reclassification to net income of net realized loss	13	6	12	81
Income taxes on derivatives transactions	(4)	(4)	(4)	(27)
Total	9	3	(2)	55
Defined benefit plans:				
Minimum pension liability adjustment		1		
Actuarial loss:				
Amortization to net income of net actuarial loss	93		278	
Actuarial gain arising during period	9		11	
Prior service cost:				
Amortization to net income of net prior service credits	(5)		(11)	
Non-sponsored defined benefit plans	5		13	
Income taxes on defined benefit plans	(31)		(98)	
Total	71	1	193	
<b>Other Comprehensive Gain, Net of Tax</b>	<b>101</b>	<b>13</b>	<b>232</b>	<b>1</b>
<b>Comprehensive Income</b>	<b>\$ 3,819</b>	<b>\$ 5,030</b>	<b>\$ 14,045</b>	<b>\$ 13,367</b>

Refer to accompanying notes to consolidated financial statements.



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## CHEVRON CORPORATION AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEET

(Unaudited)

	At September 30 2007	At December 31 2006
	(Millions of dollars, except per-share amounts)	
<b>ASSETS</b>		
Cash and cash equivalents	\$ 7,950	\$ 10,493
Marketable securities	794	953
Accounts and notes receivable, net	19,756	17,628
Inventories:		
Crude oil and petroleum products	4,398	3,586
Chemicals	303	258
Materials, supplies and other	958	812
Total inventories	5,659	4,656
Prepaid expenses and other current assets	3,350	2,574
<b>Total Current Assets</b>	<b>37,509</b>	<b>36,304</b>
Long-term receivables, net	2,354	2,203
Investments and advances	19,819	18,552
Properties, plant and equipment, at cost	146,689	137,747
Less: accumulated depreciation, depletion and amortization	73,791	68,889
Properties, plant and equipment, net	72,898	68,858
Deferred charges and other assets	2,295	2,088
Goodwill	4,679	4,623
<b>Total Assets</b>	<b>\$ 139,554</b>	<b>\$ 132,628</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Short-term debt	\$ 902	\$ 2,159
Accounts payable	19,812	16,675
Accrued liabilities	4,185	4,546
Federal and other taxes on income	3,030	3,626
Other taxes payable	1,505	1,403
<b>Total Current Liabilities</b>	<b>29,434</b>	<b>28,409</b>
Long-term debt	4,708	7,405
Capital lease obligations	439	274
Deferred credits and other noncurrent obligations	13,182	11,000
Non-current deferred income taxes	11,770	11,647

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Reserves for employee benefit plans	<b>4,868</b>	4,749
Minority interests	<b>209</b>	209
<b>Total Liabilities</b>	<b>64,610</b>	63,693
Preferred stock (authorized 100,000,000 shares, \$1.00 par value, none issued)		
Common stock (authorized 4,000,000,000 shares, \$.75 par value, 2,442,676,580 shares issued at September 30, 2007, and December 31, 2006)	<b>1,832</b>	1,832
Capital in excess of par value	<b>14,264</b>	14,126
Retained earnings	<b>78,668</b>	68,464
Notes receivable – key employees	<b>(1)</b>	(2)
Accumulated other comprehensive loss	<b>(2,404)</b>	(2,636)
Deferred compensation and benefit plan trust	<b>(454)</b>	(454)
Treasury stock, at cost (331,234,659 and 278,118,341 shares at September 30, 2007, and December 31, 2006, respectively)	<b>(16,961)</b>	(12,395)
<b>Total Stockholders' Equity</b>	<b>74,944</b>	68,935
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 139,554</b>	\$ 132,628

Refer to accompanying notes to consolidated financial statements.

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**CHEVRON CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	<b>Nine Months Ended</b>	
	<b>September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
<b>Operating Activities</b>		
Net income	\$ 13,813	\$ 13,366
Adjustments		
Depreciation, depletion and amortization	6,614	5,518
Dry hole expense	324	278
Distributions less than income from equity affiliates	(1,070)	(661)
Net before-tax gains on asset retirements and sales	(2,099)	(63)
Net foreign currency effects	299	291
Deferred income tax provision	105	765
Net increase in operating working capital	(729)	(52)
Minority interest in net income	72	68
Increase in long-term receivables	(75)	(582)
(Increase) decrease in other deferred charges	(134)	410
Cash contributions to employee pension plans	(219)	(219)
Other	993	(540)
<b>Net Cash Provided by Operating Activities</b>	<b>17,894</b>	<b>18,579</b>
<b>Investing Activities</b>		
Capital expenditures	(11,381)	(9,667)
Proceeds from asset sales	3,016	640
Net sales of marketable securities	123	48
Repayment of loans by equity affiliates	11	53
Redemption of securities by equity affiliates		400
<b>Net Cash Used for Investing Activities</b>	<b>(8,231)</b>	<b>(8,526)</b>
<b>Financing Activities</b>		
Net payments of short-term obligations	(1,004)	(476)
Repayments of long-term debt and other financing obligations	(3,221)	(1,873)
Cash dividends	(3,577)	(3,274)
Dividends paid to minority interests	(58)	(40)
Net purchases of treasury shares	(4,442)	(3,351)
<b>Net Cash Used For Financing Activities</b>	<b>(12,302)</b>	<b>(9,014)</b>
<b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>	<b>96</b>	<b>144</b>

<b>Net Change in Cash and Cash Equivalents</b>	<b>(2,543)</b>	1,183
<b>Cash and Cash Equivalents at January 1</b>	<b>10,493</b>	10,043
<b>Cash and Cash Equivalents at September 30</b>	<b>\$ 7,950</b>	<b>\$ 11,226</b>

Refer to accompanying notes to consolidated financial statements.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Note 1. Interim Financial Statements**

The accompanying consolidated financial statements of Chevron Corporation and its subsidiaries (the company) have not been audited by independent accountants. In the opinion of the company's management, the interim data include all adjustments necessary for a fair statement of the results for the interim periods. These adjustments were of a normal recurring nature.

Certain notes and other information have been condensed or omitted from the interim financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these financial statements should be read in conjunction with the company's 2006 Annual Report on Form 10-K. The results for the three- and nine-month periods ended September 30, 2007, are not necessarily indicative of future financial results.

Earnings for the third quarter 2007 included a \$265 million gain on the sale of marketing assets in the Benelux region of Europe. Earnings for the first nine months of 2007 also included gains of \$700 million on the sale of refining-related assets in the Netherlands and \$680 million on the sale of the company's holding of Dynegy Inc. common stock.

**Note 2. Information Relating to the Statement of Cash Flows**

Net increase in operating working capital was composed of the following operating changes:

	<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
Increase in accounts and notes receivable	\$ (1,665)	\$ (1,130)
Increase in inventories	(1,099)	(1,087)
(Increase) decrease in prepaid expenses and other current assets	(332)	20
Increase in accounts payable and accrued liabilities	2,638	1,105
(Decrease) increase in income and other taxes payable	(271)	1,040
Net increase in operating working capital	\$ (729)	\$ (52)

In accordance with the cash-flow classification requirements of FAS 123(R), *Share-Based Payment*, the Net decrease (increase) in operating working capital includes reductions of \$90 million and \$60 million for excess income tax benefits associated with stock options exercised during the first nine months of 2007 and 2006, respectively. These amounts are offset by an equal amount in Net purchases of treasury shares.

Net Cash Provided by Operating Activities included the following cash payments for interest on debt and for income taxes:

**Nine Months Ended**

	<b>September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
Interest on debt (net of capitalized interest)	\$ 193	\$ 402
Income taxes	<b>9,684</b>	10,144

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Net sales of marketable securities consisted of the following gross amounts:

	<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
Marketable securities purchased	\$ (904)	\$ (820)
Marketable securities sold	1,027	868
Net sales of marketable securities	\$ 123	\$ 48

Net purchases of treasury shares represents the cost of common shares acquired less the cost of shares issued for share-based compensation plans. Purchases totaled \$5.0 billion and \$3.7 billion in the 2007 and 2006 periods, respectively. Purchases in the first nine months of 2007 were primarily under the company's stock buyback program initiated in December 2006 and completed in September 2007. The purchases also included \$100 million related to a program that began in September 2007. The 2006 purchases related to a program that began in December 2005 and was completed in November 2006.

The major components of Capital expenditures and the reconciliation of this amount to Capital and exploratory expenditures, including equity affiliates presented in Management's Discussion and Analysis of Financial Condition and Results of Operations, are presented in the following table:

	<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
Additions to properties, plant and equipment	\$ 10,633	\$ 8,834
Additions to investments	619	780
Current year dry-hole expenditures	264	175
Payments for other liabilities and assets, net	(135)	(122)
Capital expenditures	11,381	9,667
Other exploration expenditures	550	539
Assets acquired through capital lease obligations	193	20
Capital and exploratory expenditures, excluding equity affiliates	12,124	10,226
Share of expenditures by equity affiliates	1,659	1,261
Capital and exploratory expenditures, including equity affiliates	\$ 13,783	\$ 11,487

**Note 3. Operating Segments and Geographic Data**

Although each subsidiary of Chevron is responsible for its own affairs, Chevron Corporation manages the investments in these subsidiaries and their affiliates. For this purpose, the investments are grouped as follows: upstream exploration and production; downstream refining, marketing and transportation; chemicals; and all other. The first three of these groupings represent the company's reportable segments and operating segments as defined in Financial Accounting Standards Board (FASB) Statement No. 131, *Disclosures about Segments of an Enterprise and Related Information* (FAS 131).

The segments are separately managed for investment purposes under a structure that includes segment managers who report to the company's chief operating decision maker (CODM) (terms as defined in FAS 131). The CODM is the company's Executive Committee, a committee of senior officers that includes the chief executive officer and which in turn reports to the Board of Directors of Chevron Corporation.

The operating segments represent components of the company as described in FAS 131 terms that engage in activities (a) from which revenues are earned and expenses are incurred; (b) whose operating results are regularly



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

reviewed by the CODM, which makes decisions about resources to be allocated to the segments and to assess their performance; and (c) for which discrete financial information is available.

Segment managers for the reportable segments are directly accountable to and maintain regular contact with the company's CODM to discuss the segment's operating activities and financial performance. The CODM approves annual capital and exploratory budgets at the reportable segment level, as well as reviews capital and exploratory funding for major projects and approves major changes to the annual capital and exploratory budgets. However, business-unit managers within the operating segments are directly responsible for decisions relating to project implementation and all other matters connected with daily operations. Company officers who are members of the Executive Committee also have individual management responsibilities and participate in other committees for purposes other than acting as the CODM.

All Other includes the company's investment in Dynegy Inc. until the time of its sale in May 2007, mining operations, power generation businesses, worldwide cash management and debt financing activities, corporate administrative functions, insurance operations, real estate activities and technology companies.

The company's primary country of operation is the United States of America, its country of domicile. Other components of the company's operations are reported as International (outside the United States).

*Segment Earnings* The company evaluates the performance of its operating segments on an after-tax basis, without considering the effects of debt-financing interest expense or investment interest income, both of which are managed by the company on a worldwide basis. Corporate administrative costs and assets are not allocated to the operating segments. However, operating segments are billed for the direct use of corporate services. Nonbillable costs remain at the corporate level in All Other. Income by operating segment for the three- and nine-month periods ended September 30, 2007 and 2006, is presented in the following table:

**Segment Income**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Upstream</b>				
United States	\$ 1,135	\$ 1,269	\$ 3,154	\$ 3,384
International	2,296	2,234	6,823	6,849
<b>Total Upstream</b>	<b>3,431</b>	<b>3,503</b>	<b>9,977</b>	<b>10,233</b>
<b>Downstream</b>				
United States	(110)	831	1,021	1,595
International	487	610	2,277	1,424
<b>Total Downstream</b>	<b>377</b>	<b>1,441</b>	<b>3,298</b>	<b>3,019</b>

<b>Chemicals</b>				
United States	<b>70</b>	134	<b>209</b>	338
International	<b>33</b>	34	<b>118</b>	77
<b>Total Chemicals</b>	<b>103</b>	168	<b>327</b>	415
<b>Total Segment Income</b>	<b>3,911</b>	5,112	<b>13,602</b>	13,667
<b>All Other</b>				
Interest Expense	<b>(15)</b>	(72)	<b>(103)</b>	(248)
Interest Income	<b>114</b>	107	<b>327</b>	280
Other	<b>(292)</b>	(130)	<b>(13)</b>	(333)
<b>Net Income</b>	<b>\$ 3,718</b>	\$ 5,017	<b>\$ 13,813</b>	\$ 13,366

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Segment Assets* Segment assets do not include intercompany investments or intercompany receivables. All Other assets in 2007 consist primarily of worldwide cash, cash equivalents and marketable securities, real estate, information systems, mining operations, power generation businesses, technology companies and assets of the corporate administrative functions. In addition, the amounts at year-end 2006 include the company's investment in Dynegy that was sold in May 2007. Segment assets at September 30, 2007, and December 31, 2006 follow:

**Segment Assets**

	<b>At September 30 2007</b>	<b>At December 31 2006</b>
	<b>(Millions of dollars)</b>	
<b>Upstream</b>		
United States	\$ 21,186	\$ 20,727
International	55,796	51,844
Goodwill	4,679	4,623
<b>Total Upstream</b>	<b>81,661</b>	<b>77,194</b>
<b>Downstream</b>		
United States	16,175	13,482
International	24,777	22,892
<b>Total Downstream</b>	<b>40,952</b>	<b>36,374</b>
<b>Chemicals</b>		
United States	2,569	2,568
International	875	832
<b>Total Chemicals</b>	<b>3,444</b>	<b>3,400</b>
<b>Total Segment Assets</b>	<b>126,057</b>	<b>116,968</b>
<b>All Other</b>		
United States	5,914	8,481
International	7,583	7,179
<b>Total All Other</b>	<b>13,497</b>	<b>15,660</b>
<b>Total Assets United States</b>	<b>45,844</b>	<b>45,258</b>
<b>Total Assets International</b>	<b>89,031</b>	<b>82,747</b>
<b>Goodwill</b>	<b>4,679</b>	<b>4,623</b>
<b>Total Assets</b>	<b>\$ 139,554</b>	<b>\$ 132,628</b>

*Segment Sales and Other Operating Revenues* Upstream segment revenues are derived primarily from the production and sale of crude oil and natural gas, as well as the sale of third-party production of natural gas. Revenues for the downstream segment are derived from the refining and marketing of petroleum products such as gasoline, jet fuel, gas oils, kerosene, lubricants, residual fuel oils and other products derived from crude oil. This segment also generates revenues from the transportation and trading of crude oil and refined products. Revenues for the chemicals segment are derived primarily from the manufacture and sale of additives for lubricants and fuels. All Other includes revenues from mining operations, power generation businesses, insurance operations, real estate activities and technology companies.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Operating-segment sales and other operating revenues, including internal transfers, for the three- and nine-month periods ended September 30, 2007 and 2006, are presented in the following table. Products are transferred between operating segments at internal product values that approximate market prices.

**Sales and Other Operating Revenues**

		<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
		<b>September 30</b>		<b>September 30</b>	
		<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
		<b>(Millions of dollars)</b>			
<b>Upstream</b>					
United States		\$ 7,252	\$ 7,470	\$ 22,347	\$ 21,683
International		8,297	8,400	24,394	24,286
Sub-total		<b>15,549</b>	15,870	<b>46,741</b>	45,969
Intersegment Elimination	United States	<b>(3,049)</b>	(2,786)	<b>(8,036)</b>	(7,650)
Intersegment Elimination	International	<b>(4,828)</b>	(4,828)	<b>(13,743)</b>	(13,073)
<b>Total Upstream</b>		<b>7,672</b>	8,256	<b>24,962</b>	25,246
<b>Downstream</b>					
United States		<b>19,611</b>	18,985	<b>54,561</b>	59,131
International		<b>25,750</b>	25,344	<b>73,294</b>	73,209
Sub-total		<b>45,361</b>	44,329	<b>127,855</b>	132,340
Intersegment Elimination	United States	<b>(110)</b>	(141)	<b>(377)</b>	(401)
Intersegment Elimination	International	<b>(1)</b>	(11)	<b>(16)</b>	(27)
<b>Total Downstream</b>		<b>45,250</b>	44,177	<b>127,462</b>	131,912
<b>Chemicals</b>					
United States		<b>135</b>	161	<b>458</b>	469
International		<b>361</b>	304	<b>1,018</b>	848
Sub-total		<b>496</b>	465	<b>1,476</b>	1,317
Intersegment Elimination	United States	<b>(61)</b>	(64)	<b>(179)</b>	(180)
Intersegment Elimination	International	<b>(38)</b>	(40)	<b>(118)</b>	(122)
<b>Total Chemicals</b>		<b>397</b>	361	<b>1,179</b>	1,015
<b>All Other</b>					
United States		<b>393</b>	347	<b>1,036</b>	918
International		<b>21</b>	17	<b>59</b>	49
Sub-total		<b>414</b>	364	<b>1,095</b>	967

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Intersegment Elimination	United States	(181)	(176)	(491)	(469)
Intersegment Elimination	International	(7)	(5)	(16)	(17)
<b>Total All Other</b>		<b>226</b>	183	<b>588</b>	481
<b>Sales and Other Operating Revenues</b>					
United States		<b>27,391</b>	26,963	<b>78,402</b>	82,201
International		<b>34,429</b>	34,065	<b>98,765</b>	98,392
Sub-total		<b>61,820</b>	61,028	<b>177,167</b>	180,593
Intersegment Elimination	United States	(3,401)	(3,167)	(9,083)	(8,700)
Intersegment Elimination	International	(4,874)	(4,884)	(13,893)	(13,239)
<b>Total Sales and Other Operating Revenues*</b>		<b>\$ 53,545</b>	\$ 52,977	<b>\$ 154,191</b>	\$ 158,654

\* Includes amounts in revenues for buy/sell contracts: \$ \$ \$ \$ 6,725  
Refer to Note 9 on page 16 for a discussion on the company's accounting for buy/sell contracts.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 4. Summarized Financial Data Chevron U.S.A. Inc.**

Chevron U.S.A. Inc. (CUSA) is a major subsidiary of Chevron Corporation. CUSA and its subsidiaries manage and operate most of Chevron's U.S. businesses. Assets include those related to the exploration and production of crude oil, natural gas and natural gas liquids and those associated with refining, marketing, supply and distribution of products derived from petroleum, excluding most of the regulated pipeline operations of Chevron. CUSA also holds Chevron's equity-method investment in the Chevron Phillips Chemical Company LLC (CPChem) joint venture and held the company's equity-method investment in Dynegy Inc. until its sale in the second quarter 2007.

During the first nine months of 2007, Chevron implemented legal reorganizations in which certain Chevron subsidiaries transferred assets to or under CUSA. The summarized financial information for CUSA and its consolidated subsidiaries presented in the table below gives retroactive effect to the reorganization as if it had occurred on January 1, 2006. However, the financial information below may not reflect the financial position and operating results in the future or the historical results in the period presented if the reorganization actually had occurred on that date.

	<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>	
Sales and other operating revenues	<b>\$ 110,421</b>	\$ 114,805
Costs and other deductions	<b>105,577</b>	108,295
Net income	<b>4,294</b>	4,650

	<b>At September 30 2007</b>	<b>At December 31 2006</b>
	<b>(Millions of dollars)</b>	
Current assets	<b>\$ 32,006</b>	\$ 26,096
Other assets	<b>24,699</b>	23,441
Current liabilities	<b>18,693</b>	16,899
Other liabilities	<b>10,210</b>	9,002
Net equity	<b>\$ 27,802</b>	\$ 23,636
Memo: Total debt	<b>\$ 3,659</b>	\$ 3,465

**Note 5. Summarized Financial Data Chevron Transport Corporation**

Chevron Transport Corporation Limited (CTC), incorporated in Bermuda, is an indirect, wholly owned subsidiary of Chevron Corporation. CTC is the principal operator of Chevron's international tanker fleet and is engaged in the marine transportation of crude oil and refined petroleum products. Most of CTC's shipping revenue is derived by

providing transportation services to other Chevron companies. Chevron Corporation has guaranteed this subsidiary's obligations in connection with certain debt securities issued by a third party. Summarized financial information for CTC and its consolidated subsidiaries is presented as follows:

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
Sales and other operating revenues	\$ 157	\$ 175	\$ 496	\$ 505
Costs and other deductions	183	150	514	436
Net (loss) income	(25)	27	(14)	60



Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	At September 30 2007	At December 31 2006
	(Millions of dollars)	
Current assets	\$ 349	\$ 413
Other assets	340	345
Current liabilities	92	92
Other liabilities	195	250
Net equity	\$ 402	\$ 416

There were no restrictions on CTC's ability to pay dividends or make loans or advances at September 30, 2007.

**Note 6. Income Taxes**

Effective January 1, 2007, the company implemented Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109 (FIN 48)*, which clarifies the accounting for income tax benefits that are uncertain in nature. This interpretation was intended by the standard-setters to address the diversity in practice that existed in this area of accounting for income taxes.

Under FIN 48, a company recognizes a tax benefit in the financial statements for an uncertain tax position only if management's assessment is that the position is more likely than not (i.e., a likelihood greater than 50 percent) to be allowed by the tax jurisdiction based solely on the technical merits of the position. The term "tax position" in FIN 48 refers to a position in a previously filed tax return or a position expected to be taken in a future tax return that is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. The accounting interpretation also provides guidance on measurement methodology, derecognition thresholds, financial statement classification and disclosures, recognition of interest and penalties, and accounting for the cumulative-effect adjustment at the date of adoption. Upon adoption of FIN 48 on January 1, 2007, the company recorded a cumulative-effect adjustment that reduced retained earnings by \$35 million.

Tax positions for Chevron and its subsidiaries and affiliates are subject to income tax audits by many tax jurisdictions throughout the world. For the company's major tax jurisdictions, examinations of tax returns for certain prior tax years had not been completed as of January 1, 2007. In this regard, examinations had not been finalized for years beginning after 2001 for the company's U.S. federal income taxes. For other major tax jurisdictions, the earliest years for which income tax examinations had not been finalized were as follows: Nigeria 1995, Angola 2002, and Saudi Arabia 2004. In these and other tax jurisdictions, the company may make refund claims for years that have had examinations completed. As a result of these refund claims, the audited tax years may be subject to reexamination by the taxing authorities.

The company's total amount of unrecognized tax benefits for numerous issues and all tax jurisdictions at January 1, 2007, was approximately \$2.3 billion. The term "unrecognized tax benefits" in FIN 48 refers to the differences between a tax position taken or expected to be taken in a tax return and the benefit measured and recognized in the financial statements in accordance with the guidelines of FIN 48. Interest and penalties are not included. Although

unrecognized tax benefits for individual tax positions may increase or decrease during 2007, the company believed none had a reasonable possibility of significantly increasing or decreasing the total amount of unrecognized tax benefits during 2007 or for the period one year after September 30, 2007. Substantially all of the estimated \$2.3 billion of unrecognized tax benefits at January 1, 2007, would have an impact on the overall tax rate if subsequently recognized.

On the Consolidated Statement of Income, the company reports interest and penalties related to liabilities for uncertain tax positions as Income tax expense. As of January 1, 2007, accruals of approximately \$130 million for anticipated interest and penalty obligations were included on the Consolidated Balance Sheet. For the third quarter and first nine months of 2007, income tax expense associated with interest and penalties was not material.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In March 2007, the company received a final U.S. federal income tax audit report for years 2002 and 2003. The impact of the report on the total amount of unrecognized tax benefits as of September 30, 2007, was not significant.

Taxes on income for the third quarter and first nine months of 2007 were \$3.2 billion and \$9.8 billion, respectively, compared with \$4.3 billion and \$12 billion for the comparable periods in 2006. The associated effective tax rate for the third quarters of 2007 and 2006 were 47 percent and 46 percent, respectively. For the comparative nine-month periods, the effective tax rates were 41 percent and 47 percent, respectively. The primary reason for the lower average tax rate in the 2007 nine-month period was the impact of the sales of refining-related assets in the Netherlands and the company's investment in Dynegy common stock. The 2006 period included the effect of one-time charges, mainly for an increase in tax rates on upstream operations in the U.K. North Sea.

**Note 7. Employee Benefits**

The company has defined benefit pension plans for many employees and typically pre-funds these plans as required by local regulations or in certain situations where pre-funding provides economic advantages. In the United States, this includes all qualified plans subject to the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding standard. The company does not typically fund domestic nonqualified pension plans that are not subject to funding requirements under applicable laws and regulations because contributions to these pension plans may be less economic and investment returns may be less attractive than the company's other investment alternatives.

The company also sponsors other postretirement plans that provide medical and dental benefits, as well as life insurance for some active and qualifying retired employees. The plans are unfunded, and the company and the retirees share the costs. Medical coverage for Medicare-eligible retirees in the company's main U.S. medical plan is secondary to Medicare (including Part D) and the increase to the company contribution for retiree medical coverage is limited to no more than 4 percent each year. Certain life insurance benefits are paid by the company and annual contributions are based on actual plan experience.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of net periodic benefit costs for 2007 and 2006 were:

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Pension Benefits</b>				
<b>United States</b>				
Service cost	\$ 65	\$ 57	\$ 195	\$ 171
Interest cost	120	121	362	347
Expected return on plan assets	(144)	(138)	(433)	(414)
Amortization of prior-service costs	11	12	34	35
Amortization of actuarial losses	32	28	96	107
Settlement losses	20	38	61	59
<b>Total United States</b>	<b>104</b>	<b>118</b>	<b>315</b>	<b>305</b>
<b>International</b>				
Service cost	30	26	92	75
Interest cost	60	57	187	160
Expected return on plan assets	(62)	(61)	(192)	(164)
Amortization of transitional liabilities		1		1
Amortization of prior-service costs	5	4	13	10
Amortization of actuarial losses	20	18	60	51
Curtailment losses			3	
<b>Total International</b>	<b>53</b>	<b>45</b>	<b>163</b>	<b>133</b>
<b>Net Periodic Pension Benefit Costs</b>	<b>\$ 157</b>	<b>\$ 163</b>	<b>\$ 478</b>	<b>\$ 438</b>
<b>Other Benefits*</b>				
Service cost	\$ 8	\$ 7	\$ 40	\$ 27
Interest cost	46	46	138	133
Amortization of prior-service costs	(21)	(20)	(61)	(66)
Amortization of actuarial losses	21	22	61	77
<b>Net Periodic Other Benefit Costs</b>	<b>\$ 54</b>	<b>\$ 55</b>	<b>\$ 178</b>	<b>\$ 171</b>

\* Includes costs for U.S. and international plans for other postretirement benefits (OPEB). Obligations for plans outside the United States are not significant relative to the company's total OPEB plans.

At the end of 2006, the company estimated it would contribute \$500 million to employee pension plans during 2007 (composed of \$300 million for the U.S. plans and \$200 million for the international plans). Through September 30, 2007, a total of \$219 million was contributed (including \$71 million to the U.S. plans) and total contributions for the full year are now estimated at \$350 million. Actual contribution amounts may differ from this estimate and are dependent upon investment returns, changes in pension obligations, regulatory environments and other economic factors. Additional funding may ultimately be required if investment returns are insufficient to offset increases in plan obligations.

During the first nine months of 2007, the company contributed \$138 million to its plans for other postretirement benefits. The company anticipates contributing an additional \$50 million during the remainder of 2007.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 8. Accounting for Suspended Exploratory Wells**

The company accounts for the cost of exploratory wells in accordance with FAS 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies*, as amended by FASB Staff Position FAS 19-1, *Accounting for Suspended Well Costs*, which provides that an exploratory well continues to be capitalized after the completion of drilling if certain criteria are met. The company's capitalized cost of suspended wells at September 30, 2007, was \$1.46 billion, an increase of approximately \$200 million from year-end 2006 due mainly to drilling activities in the United Kingdom, Angola and United States. For the category of exploratory well costs at year-end 2006 that were suspended more than one year, a total of \$25 million was expensed in the first nine months of 2007.

**Note 9. Accounting for Buy/Sell Contracts**

The company adopted the accounting prescribed by EITF Issue No. 04-13, *Accounting for Purchases and Sales of Inventory with the Same Counterparty* (Issue 04-13) on a prospective basis from April 1, 2006. Issue 04-13 requires that two or more legally separate exchange transactions with the same counterparty, including buy/sell transactions, be combined and considered as a single arrangement for purposes of applying the provisions of Accounting Principles Board Opinion No. 29, *Accounting for Nonmonetary Transactions*, when the transactions are entered into in contemplation of one another. In prior periods, the company accounted for buy/sell transactions in the Consolidated Statement of Income the same as a monetary transaction purchases were reported as Purchased crude oil and products; sales were reported as Sales and other operating revenues.

With the company's adoption of Issue 04-13, buy/sell transactions from April 1, 2006, are netted against each other on the Consolidated Statement of Income, with no effect on net income. The amount associated with buy/sell transactions in the first quarter 2006 is disclosed in the footnote to the Consolidated Statement of Income on page 3.

**Note 10. Litigation**

*MTBE* Chevron and many other companies in the petroleum industry have used methyl tertiary butyl ether (MTBE) as a gasoline additive. Chevron is a party to 87 lawsuits and claims, the majority of which involve numerous other petroleum marketers and refiners, related to the use of MTBE in certain oxygenated gasolines and the alleged seepage of MTBE into groundwater. Resolution of these actions may ultimately require the company to correct or ameliorate the alleged effects on the environment of prior release of MTBE by the company or other parties. Additional lawsuits and claims related to the use of MTBE, including personal-injury claims, may be filed in the future.

The company's ultimate exposure related to these lawsuits and claims is not currently determinable, but could be material to net income in any one period. The company does not use MTBE in the manufacture of gasoline in the United States.

*RFG Patent* Fourteen purported class actions were brought by consumers of reformulated gasoline (RFG) alleging that Unocal misled the California Air Resources Board into adopting standards for composition of RFG that overlapped with Unocal's undisclosed and pending patents. Eleven lawsuits are now consolidated in U.S. District Court for the Central District of California, where a class action has been certified, and three are consolidated in a state court action that has been stayed. Unocal is alleged to have monopolized, conspired and engaged in unfair methods of competition, resulting in injury to consumers of RFG. Plaintiffs in both consolidated actions seek unspecified actual and punitive damages, attorneys' fees, and interest on behalf of an alleged class of consumers who purchased summertime RFG in California from January 1995 through August 2005. The company intends to

vigorously defend against these lawsuits. The company's potential exposure related to these lawsuits cannot currently be estimated.

**Note 11. Other Contingencies and Commitments**

*Guarantees* The company and its subsidiaries have certain other contingent liabilities with respect to guarantees, direct or indirect, of debt of affiliated companies or third parties. Under the terms of the guarantee

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

arrangements, generally the company would be required to perform should the affiliated company or third party fail to fulfill its obligations under the arrangements. In some cases, the guarantee arrangements may have recourse provisions that would enable the company to recover any payments made under the terms of the guarantees from assets provided as collateral.

*Off-Balance-Sheet Obligations* The company and its subsidiaries have certain other contractual obligations relating to long-term unconditional purchase obligations and commitments, including throughput and take-or-pay agreements, some of which relate to suppliers' financing arrangements. The agreements typically provide goods and services, such as pipeline and storage capacity, drilling rigs, utilities and petroleum products, to be used or sold in the ordinary course of the company's business.

*Securitization* The company securitizes certain retail and trade accounts receivable in its downstream business through the use of qualifying Special Purpose Entities (SPEs). At September 30, 2007, approximately \$1.3 billion, representing about 7 percent of Chevron's total current accounts and notes receivable balance, were securitized. These arrangements have the effect of accelerating Chevron's collection of the securitized amounts. Chevron's total estimated financial exposure under these securitizations at September 30, 2007, was approximately \$130 million. In the event the SPEs experience major defaults in the collection of receivables, Chevron believes it would have no additional loss exposure connected with third-party investments in these securitizations.

During the third quarter 2007, the company entered into an agreement to sell its U.S. proprietary consumer credit card business and related retail accounts receivable and expects to record a gain upon the close of sale. The transaction is subject to obtaining necessary regulatory approvals. This transaction will include terminating the qualifying SPE associated with the retail accounts receivable in accordance with Financial Accounting Standards Board (FASB) Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. At September 30, 2007, approximately \$670 million of these retail accounts receivable were securitized. The company will continue to securitize certain trade accounts receivable in its downstream business through the use of a SPE, and at September 30, 2007, approximately \$640 million of these receivables were securitized.

*Indemnifications* The company provided certain indemnities of contingent liabilities of Equilon and Motiva to Shell and Saudi Refining, Inc., in connection with the February 2002 sale of the company's interests in those investments. The company would be required to perform if the indemnified liabilities become actual losses. Were that to occur, the company could be required to make future payments up to \$300 million. Through the end of September 2007, the company had paid \$48 million under these indemnities and continues to be obligated for possible additional indemnification payments in the future.

The company has also provided indemnities relating to contingent environmental liabilities related to assets originally contributed by Texaco to the Equilon and Motiva joint ventures and environmental conditions that existed prior to the formation of Equilon and Motiva or that occurred during the period of Texaco's ownership interest in the joint ventures. In general, the environmental conditions or events that are subject to these indemnities must have arisen prior to December 2001. Claims must be asserted no later than February 2009 for Equilon indemnities and no later than February 2012 for Motiva indemnities. Under the terms of these indemnities, there is no maximum limit on the amount of potential future payments. The company has not recorded any liabilities for possible claims under these indemnities. The company posts no assets as collateral and has made no payments under the indemnities.

The amounts payable for the indemnities described above are to be net of amounts recovered from insurance carriers and others and net of liabilities recorded by Equilon or Motiva prior to September 30, 2001, for any applicable



incident.

In the acquisition of Unocal, the company assumed certain indemnities relating to contingent environmental liabilities associated with assets that were sold in 1997. Under the indemnification agreement, the company's liability is unlimited until April 2022, when the indemnification expires. The acquirer shares in certain environmental remediation costs up to a maximum obligation of \$200 million, which had not been reached as of September 30, 2007.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Minority Interests* The company has commitments of \$209 million related to minority interests in subsidiary companies.

*Environmental* The company is subject to loss contingencies pursuant to environmental laws and regulations (both U.S. and international) that in the future may require the company to take action to correct or ameliorate the effects on the environment of prior release of chemical or petroleum substances, including MTBE, by the company or other parties. Such contingencies may exist for various sites, including, but not limited to, federal Superfund sites and analogous sites under state and international laws, refineries, crude oil fields, service stations, terminals, land development areas, and mining operations, whether operating, closed or divested. These future costs are not fully determinable due to such factors as the unknown magnitude of possible contamination, the unknown timing and extent of the corrective actions that may be required, the determination of the company's liability in proportion to other responsible parties, and the extent to which such costs are recoverable from third parties.

Although the company has provided for known environmental obligations that are probable and reasonably estimable, the amount of additional future costs may be material to results of operations in the period in which they are recognized. The company does not expect these costs will have a material effect on its consolidated financial position or liquidity. Also, the company does not believe its obligations to make such expenditures have had or will have any significant impact on the company's competitive position relative to other U.S. or international petroleum or chemical companies.

*Financial Instruments* The company believes it has no material market or credit risks to its operations, financial position or liquidity as a result of its commodities and other derivatives activities, including forward exchange contracts and interest rate swaps.

*Equity Redetermination* For oil and gas producing operations, ownership agreements may provide for periodic reassessments of equity interests in estimated crude oil and natural gas reserves. These activities, individually or together, may result in gains or losses that could be material to earnings in any given period. One such equity redetermination process has been under way since 1996 for Chevron's interests in four producing zones at the Naval Petroleum Reserve at Elk Hills, California, for the time when the remaining interests in these zones were owned by the U.S. Department of Energy. A wide range remains for a possible net settlement amount for the four zones. For this range of settlement, Chevron estimates its maximum possible net before-tax liability at approximately \$200 million and estimates a maximum possible net before-tax amount that could be owed to the company at about \$150 million. The timing of the settlement and the exact amount within this range of estimates are uncertain.

*Other Contingencies* Chevron receives claims from and submits claims to customers, trading partners, U.S. federal, state and local regulatory bodies, governments, contractors, insurers, and suppliers. The amounts of these claims, individually and in the aggregate, may be significant and take lengthy periods to resolve.

The company and its affiliates also continue to review and analyze their operations and may close, abandon, sell, exchange, acquire or restructure assets to achieve operational or strategic benefits and to improve competitiveness and profitability. These activities, individually or together, may result in gains or losses in future periods.

**Note 12. Employee Termination Benefits**

The company recorded a before-tax charge of \$69 million (\$45 million after tax) in the third quarter 2007 associated with estimated termination benefits for approximately 700 downstream employees located primarily outside the

United States. No payments to employees were made under this program during the third quarter. All employee terminations and benefit payments are expected to be completed during the first-half 2008.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 13. New Accounting Standards**

*FASB Statement No. 157, Fair Value Measurements (FAS 157)* In September 2006, the FASB issued FAS 157, which will become effective for the company on January 1, 2008. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 does not require any new fair value measurements but would apply to assets and liabilities that are required to be recorded at fair value under other accounting standards. Based on estimates as of September 30, 2007, the company does not anticipate that the adoption of FAS 157 will have an impact on the company's results of operations or consolidated financial position.

*FASB Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 (FAS 159)* In February 2007, the FASB issued FAS 159, which becomes effective for the company on January 1, 2008. This standard permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The company does not anticipate that election, if any, of this fair-value option will have a material effect on its results of operations or consolidated financial position.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****Third Quarter 2007 Compared with Third Quarter 2006  
and Nine Months 2007 Compared with Nine Months 2006****Key Financial Results****Income by Business Segment**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Income by Business Segment</b>				
<b>Upstream Exploration and Production</b>				
United States	\$ 1,135	\$ 1,269	\$ 3,154	\$ 3,384
International	2,296	2,234	6,823	6,849
<b>Total Upstream</b>	<b>3,431</b>	<b>3,503</b>	<b>9,977</b>	<b>10,233</b>
<b>Downstream Refining, Marketing and Transportation</b>				
United States	(110)	831	1,021	1,595
International	487	610	2,277	1,424
<b>Total Downstream</b>	<b>377</b>	<b>1,441</b>	<b>3,298</b>	<b>3,019</b>
<b>Chemicals</b>	<b>103</b>	<b>168</b>	<b>327</b>	<b>415</b>
<b>Total Segment Income</b>	<b>3,911</b>	<b>5,112</b>	<b>13,602</b>	<b>13,667</b>
<b>All Other</b>	<b>(193)</b>	<b>(95)</b>	<b>211</b>	<b>(301)</b>
<b>Net Income*</b>	<b>\$ 3,718</b>	<b>\$ 5,017</b>	<b>\$ 13,813</b>	<b>\$ 13,366</b>
* Includes foreign currency effects	\$ (92)	\$ (111)	\$ (350)	\$ (275)

Net income for the third quarter 2007 was \$3.7 billion (\$1.75 per share diluted), compared with \$5.0 billion (\$2.29 per share diluted) in the 2006 third quarter. Net income for the first nine months of 2007 was \$13.8 billion (\$6.45 per share diluted), vs. \$13.4 billion (\$6.06 per share diluted) in the corresponding 2006 period. In the following discussion, the term earnings is defined as segment income.

Upstream earnings in the third quarter 2007 were \$3.4 billion, compared with \$3.5 billion in the year-ago period. Earnings for the first nine months of 2007 were \$10 billion, vs. \$10.2 billion a year earlier.

Downstream earnings were \$377 million in the third quarter 2007, down \$1.1 billion from a year earlier due mainly to lower margins on the sale of refined products in the United States. Nine-month 2007 profits were \$3.3 billion, vs.

\$3.0 billion in the corresponding 2006 period. Results for the 2007 nine-month period included gains of \$965 million on the sale of refining and fuels marketing assets in the Benelux region of Europe.

*Chemicals* earned \$103 million in the 2007 third quarter, down from \$168 million a year earlier. For the nine-month periods, earnings were \$327 million and \$415 million in 2007 and 2006, respectively.

Refer to pages 24-28 for additional discussion of financial results for the business segments and *All Other* for the third quarter and nine months of 2007.

***Business Environment and Outlook***

Chevron is a global energy company with its most significant business activities in the following countries: Angola, Argentina, Australia, Azerbaijan, Bangladesh, Brazil, Cambodia, Canada, Chad, China, Colombia, Democratic Republic of the Congo, Denmark, France, India, Indonesia, Kazakhstan, Myanmar, the

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Netherlands, Nigeria, Norway, the Partitioned Neutral Zone of Kuwait and Saudi Arabia, the Philippines, Qatar, Republic of the Congo, Singapore, South Africa, South Korea, Thailand, Trinidad and Tobago, the United Kingdom, the United States, Venezuela and Vietnam.

Chevron's current and future earnings depend largely on the profitability of its upstream (exploration and production) and downstream (refining, marketing and transportation) business segments. The single biggest factor that affects the results of operations for both segments is movement in the price of crude oil. In the downstream business, crude oil is the largest cost component of refined products. The overall trend in earnings is typically less affected by results from the company's chemicals business and other activities and investments. Earnings for the company in any period may also be influenced by events or transactions that are infrequent and/or unusual in nature.

Chevron and the oil and gas industry at large continue to experience an increase in certain costs that exceeds the general trend of inflation in many areas of the world. This increase in costs is affecting the company's operating expenses for all business segments and capital expenditures, particularly for the upstream business. The company's operations, particularly upstream, can also be affected by changing economic, regulatory and political environments in the various countries in which it operates, including the United States. Civil unrest, acts of violence or strained relations between a government and the company or other governments may affect the company's operations or investments. Those developments have at times significantly affected the company's related operations and results and are carefully considered by management when evaluating the level of current and future activity in such countries.

To sustain its long-term competitive position in the upstream business, the company must develop and replenish an inventory of projects that offer adequate financial returns for the investment required. Identifying promising areas for exploration, acquiring the necessary rights to explore for and to produce crude oil and natural gas, drilling successfully, and handling the many technical and operational details in a safe and cost-effective manner, are all important factors in this effort. Projects often require long lead times and large capital commitments. In the current environment of higher commodity prices, certain governments have sought to renegotiate contracts or impose additional costs on the company. Other governments may attempt to do so in the future. The company will continue to monitor these developments, take them into account in evaluating future investment opportunities, and otherwise seek to mitigate any risks to the company's current operations or future prospects.

The company also continually evaluates opportunities to dispose of assets that are not key to providing sufficient long-term value, or to acquire assets or operations complementary to its asset base to help augment the company's growth. In March 2007, the company sold its 31 percent ownership interest in the Nerefco Refinery and related assets in the Netherlands. Fuels marketing assets were sold in Uruguay in June 2007 and in Belgium, Luxembourg and the Netherlands in August 2007. Other asset dispositions and restructurings may occur in future periods and could result in significant gains or losses.

Comments related to earnings trends for the company's major business areas are as follows:

*Upstream* Earnings for the upstream segment are closely aligned with industry price levels for crude oil and natural gas. Crude oil and natural gas prices are subject to external factors over which the company has no control, including product demand connected with global economic conditions, industry inventory levels, production quotas imposed by the Organization of Petroleum Exporting Countries (OPEC), weather-related damage and disruptions, competing fuel prices, and regional supply interruptions or fears thereof that may be caused by military conflicts, civil unrest or political uncertainty. Moreover, any of these factors could also inhibit the company's production capacity in an affected region. The company monitors developments closely in the countries in which it operates and holds investments, and attempts to manage risks in operating its facilities and business.

Price levels for capital and exploratory costs and operating expenses associated with the efficient production of crude oil and natural gas can also be subject to external factors beyond the company's control. External factors include not only the general level of inflation but also prices charged by the industry's product- and service-providers, which can be affected by the volatility of the industry's own supply and demand conditions for such products and services. The oil and gas industry worldwide has experienced significant price increases for these items since 2005, and future price increases may continue to exceed the general level of inflation. Capital and



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exploratory expenditures and operating expenses also can be affected by damages to production facilities caused by severe weather or civil unrest.

During 2006 and the first nine months of 2007, industry price levels for West Texas Intermediate (WTI), a benchmark crude oil, averaged \$66 per barrel. The price for WTI at the end of October 2007 was about \$95 per barrel. Worldwide crude oil prices have remained strong due mainly to increasing demand in growing economies, the heightened level of geopolitical uncertainty in some areas of the world and supply concerns in other key producing regions.

As in 2006, a wide differential in prices existed during the first nine months of 2007 between high-quality (i.e., high-gravity, low sulfur) crude oils and those of lower quality (i.e., low-gravity, heavier types of crude). The price for the heavier crudes has been dampened because of ample supply and lower relative demand due to the limited number of refineries that are able to process this lower-quality feedstock into light products (i.e., motor gasoline, jet fuel, aviation gasoline and diesel fuel). The price for higher-quality crude oil has remained high, as the demand for light products, which can be more easily manufactured by refineries from high-quality crude oil, has been strong worldwide. Chevron produces or shares in the production of heavy crude oil in California, Chad, Indonesia, the Partitioned Neutral Zone of Saudi Arabia and Kuwait, Venezuela and in certain fields in Angola, China and the United Kingdom North Sea. (Refer to page 31 for the company's average U.S. and international crude oil prices.)

In contrast to price movements in the global market for crude oil, price changes for natural gas in many regional markets are more closely aligned with supply and demand conditions in those markets. In the United States, benchmark prices at Henry Hub averaged about \$7 per thousand cubic feet (MCF) in the first nine months of 2007, compared with \$6.40 for the first nine months of 2006. At the end of October, the Henry Hub spot price was \$7.16 per MCF. Fluctuations in the price for natural gas in the United States are closely associated with the volumes produced in North America and the inventory in underground storage relative to customer demand. U.S. natural gas prices are also typically higher during the winter period when demand for heating is greatest.

Certain other regions of the world in which the company operates have different supply, demand and regulatory circumstances, typically resulting in significantly lower average sales prices for the company's production of natural gas. (Refer to page 31 for the company's average natural gas prices for the U.S. and international regions.) Additionally, excess-supply conditions that exist in certain parts of the world cannot easily serve to mitigate the relatively high-price conditions in the United States and other markets because of the lack of infrastructure to transport and receive liquefied natural gas.

To help address this regional imbalance between supply and demand for natural gas, Chevron is planning increased investments in long-term projects in areas of excess supply to install infrastructure to produce and liquefy natural gas for transport by tanker, along with investments and commitments to regasify the product in markets where demand is strong and supplies are not as plentiful. Due to the significance of the overall investment in these long-term projects, the natural gas sales prices in the areas of excess supply (before the natural gas is transferred to a company-owned or third-party processing facility) are expected to remain well below sales prices for natural gas that is produced much nearer to areas of high demand and can be transported in existing natural gas pipeline networks (as in the United States).

Besides the impact of the fluctuation in price for crude oil and natural gas, the longer-term trend in earnings for the upstream segment is also a function of other factors, including the company's ability to find or acquire and efficiently produce crude oil and natural gas, changes in fiscal terms of contracts, changes in tax rates on income, and the cost of goods and services.

In the first nine months of 2007, the company's worldwide oil-equivalent production averaged approximately 2.6 million barrels per day. Production for the remainder of the year is not expected to vary significantly from this

level. This production outlook is subject to many uncertainties, including quotas that may be imposed by OPEC, the price effect on production volumes calculated under cost-recovery and variable-royalty provisions of certain contracts, changes in fiscal terms or restrictions on scope of company operations, delays in project start-ups, and production disruptions that could be caused by severe weather, local civil unrest and changing geopolitics. Future production levels also are affected by the size and number of economic investment opportunities and, for new large-scale projects, the time lag between initial exploration and the beginning of production. Most of Chevron's

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upstream investment is currently being made outside the United States. Investments in upstream projects generally are made well in advance of the start of the associated crude oil and natural gas production.

Approximately 28 percent of the company's net oil-equivalent production in the first nine months of 2007 occurred in the OPEC-member countries of Angola, Indonesia, Nigeria and Venezuela and in the Partitioned Neutral Zone of Saudi Arabia and Kuwait, compared with 25 percent in the prior year period. In October 2006, OPEC announced its decision to reduce OPEC-member production quotas by 1.2 million barrels of crude oil per day, or 4.4 percent, from a production level of 27.5 million barrels, effective November 1, 2006. In December 2006, OPEC announced an additional quota reduction of 500,000 barrels of crude oil per day, effective February 1, 2007, but in September 2007 announced its intention to reverse this quota reduction effective November 1, 2007. OPEC quotas did not significantly affect Chevron's production level in the first nine months of 2007. The impact of quotas on the company's production in future periods is uncertain.

In October 2006, Chevron's Boscan and LL-652 operating service agreements in Venezuela were converted to Empresas Mixtas (i.e., joint-stock companies), with Petróleos de Venezuela, S.A. (PDVSA) as majority shareholder. From that time, Chevron reported its equity share of the Boscan and LL-652 production, which was approximately 85,000 barrels per day less than what the company previously reported under the operating service agreements. The change to the Empresa Mixta structure did not have a material effect on the company's results of operations, consolidated financial position or liquidity.

In February 2007, the President of Venezuela issued a decree announcing the government's intention for PDVSA to take over operational control of all Orinoco Heavy Oil Associations effective May 1, 2007, and to increase its ownership in all such Associations to a minimum of 60 percent. The decree included Chevron's 30 percent-owned Hamaca project. In April 2007, Chevron signed a memorandum of understanding (MOU) with PDVSA that summarized the ongoing discussions to transfer control of Hamaca operations in accordance with the February decree. As provided in the MOU, a PDVSA-controlled transitory operational committee, on which Chevron has representation, assumed responsibility for daily operations on May 1, 2007. The MOU stipulates that terms of existing contracts were to remain in place during the transition period. In June 2007, Chevron signed an MOU with a Venezuelan government-owned entity that provided for Chevron to retain its 30 percent interest in the Hamaca project. The company expects conversion of the project to be finalized by the end of 2007. The company does not expect the final terms of the agreement will have a material effect on Chevron's results of operations, consolidated financial position or liquidity.

Refer to the Results of Operations on pages 25 through 26 for additional discussion of the company's upstream business.

*Downstream* Earnings for the downstream segment are closely tied to margins on the refining and marketing of products that include gasoline, diesel, jet fuel, lubricants, fuel oil and feedstocks for chemical manufacturing. Industry margins are sometimes volatile and can be affected by the global and regional supply-and-demand balance for refined products and by changes in the price of crude oil used for refinery feedstock. Industry margins can be also influenced by refined-product inventory levels, geopolitical events, refinery maintenance programs and disruptions at refineries resulting from unplanned outages that may be due to severe weather, fires or other operational events.

Other factors affecting profitability for downstream operations include the reliability and efficiency of the company's refining and marketing network, the effectiveness of the crude-oil and product-supply functions and the economic returns on invested capital. Profitability can also be affected by the volatility of tanker charter rates for the company's shipping operations, which are driven by the industry's demand for crude oil and product tankers. Other factors beyond the company's control include the general level of inflation and energy costs to operate the company's refinery and distribution network.

The company's most significant marketing areas are the West Coast of North America, the U.S. Gulf Coast, Latin America, Asia, sub-Saharan Africa and the United Kingdom. Chevron operates or has ownership interests in refineries in each of these areas, except Latin America. For the industry, refined-product margins were generally higher in the first nine months of 2007 than a year earlier, although margins for the U.S. West Coast were off sharply

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in the third quarter. For the company, U.S. refined-product margins during the first nine months of 2007 were also negatively affected by planned and unplanned downtime at its three largest U.S. refineries.

Refer to the Results of Operations on pages 26 through 27 for additional discussion of the company's downstream operations.

*Chemicals* Earnings in the petrochemicals business are closely tied to global chemical demand, industry inventory levels and plant capacity utilization. Feedstock and fuel costs, which tend to follow crude oil and natural gas price movements, also influence earnings in this segment.

Refer to the Results of Operations on page 27 for additional discussion of chemical earnings.

***Operating Developments***

Noteworthy operating developments and events in recent months included the following:

*Upstream and Geothermal*

**Thailand** Reached agreement with Ministry of Energy on 10-year lease extensions to 2022 for four Gulf of Thailand production blocks in which Chevron has working interests ranging between 70 percent and 80 percent.

**Australia** Received government environmental approvals for development of the 50 percent-owned and operated Gorgon natural gas development project.

**Angola** Discovered crude oil at the 31 percent-owned and operated Malange-1 well located in Angola's Block 14.

**United States** Announced that first production from the Tahiti project in the deepwater Gulf of Mexico is expected by the third quarter of 2009, approximately one year later than originally planned due to metallurgical problems with mooring shackles for the floating production facility.

**Indonesia** Commenced commercial operation of the Darajat III geothermal power plant in Garut, West Java, Indonesia.

*Downstream*

**South Korea** Completed construction and began a phased commissioning of new facilities associated with a \$1.5 billion upgrade of the company's 50 percent-owned GS Caltex Yeosu Refinery.

**United States** Approved plans at the company's refinery in Pascagoula, Mississippi, for the construction of the \$500 million Continuous Catalyst Regeneration project, which is expected to increase gasoline production by 10 percent, or 600,000 gallons per day, by mid-2010.

**Europe** Completed the sale of the company's fuels marketing business in Belgium, Luxembourg and the Netherlands.

***Results of Operations***

*Business Segments* The following section presents the results of operations for the company's business segments upstream, downstream and chemicals as well as for all other the departments and companies managed at the corporate level. (Refer to Note 3 beginning on page 8 for a discussion of the company's reportable segments, as defined in FAS 131, *Disclosures about Segments of an Enterprise and Related Information*.)

**Table of Contents****Upstream**

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>U.S. Upstream Income</b>	<b>\$ 1,135</b>	<b>\$ 1,269</b>	<b>\$ 3,154</b>	<b>\$ 3,384</b>

U.S. upstream income of \$1.14 billion in the third quarter 2007 decreased \$134 million from the same period last year. The decline was mainly associated with charges of approximately \$100 million for adjustments to asset retirement obligations that have been retained after properties were sold. Higher prices for crude oil and natural gas liquids increased earnings about \$100 million between periods; however, this benefit was more than offset by the impacts of lower oil-equivalent production, higher operating expenses and lower prices for natural gas.

Nine-month earnings of \$3.15 billion declined from \$3.38 billion a year earlier due mainly to lower production and prices of natural gas. Although the 2006 period included \$300 million of charges for the uninsured cost of damages from 2005 hurricanes in the Gulf of Mexico, operating expenses in 2007 were marginally higher. Partially offsetting these adverse effects were gains on asset sales in the second quarter 2007.

The average liquids realization in the third quarter 2007 was \$66.53 per barrel, up from \$61.99 a year earlier. For the comparable nine-month periods, the average realization of \$57.94 was down slightly from \$58.58. The average natural gas realization for the third quarter 2007 was \$5.43 per thousand cubic feet, compared with \$5.93 in the 2006 corresponding quarter. For the nine months of 2007, the average natural gas realization was \$6.13, vs. \$6.41 in the year-ago period.

Net oil-equivalent production was 741,000 barrels per day in the third quarter 2007, down 4 percent or 31,000 barrels per day from the corresponding period in 2006. Nine-month production was 747,000 barrels per day in 2007, down 2 percent from a year earlier. The net liquids component of oil-equivalent production decreased about 1 percent for the quarter to 458,000 barrels per day. For the nine-month period, net liquids production increased less than 1 percent to 462,000 barrels per day. Net natural gas production averaged 1.7 billion cubic feet per day for the quarter and the nine months of 2007, down about 8 percent and 6 percent, respectively, from the comparative 2006 periods due to normal field declines.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>International Upstream Income*</b>	<b>\$ 2,296</b>	<b>\$ 2,234</b>	<b>\$ 6,823</b>	<b>\$ 6,849</b>
* Includes foreign currency effects	<b>\$ (99)</b>	<b>\$ (100)</b>	<b>\$ (329)</b>	<b>\$ (319)</b>

International upstream income was \$2.30 billion in the third quarter 2007, up slightly from \$2.23 billion in the 2006 quarter. Higher prices for crude oil and natural gas increased earnings by about \$300 million between periods. However, this benefit was largely offset by lower sales volumes due to the timing of certain cargo liftings and higher operating and depreciation expenses. Included in the 2007 quarter were nonrecurring charges of approximately \$250 million related to asset write-downs and income tax items, compared with charges for income tax items a year earlier of about \$300 million.

Income was \$6.8 billion for both the 2007 and 2006 nine-month periods. Higher sales volumes of crude oil and natural gas increased earnings in 2007 by about \$350 million, but this benefit was offset by operating and depreciation expenses.

The average liquids realization for the third quarter 2007 was \$67.11 per barrel, vs. \$61.90 in the 2006 period. For the nine-month periods, the average realization in 2007 was \$59.74, relatively unchanged from \$59.70. The average natural gas realization in the 2007 third quarter was \$3.78 per thousand cubic feet, up from \$3.66 in the third quarter last year. The average natural gas realization was \$3.75 per thousand cubic feet for both nine-month periods.



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Net oil-equivalent production, including volumes from oil sands in Canada, was 1,850,000 barrels per day in the third quarter 2007, down 78,000 from the 2006 third quarter. Production for the first nine months of 2007 was 1,874,000 barrels per day, down 34,000 from the first nine months of 2006. The declines for both comparative periods were associated with the October 2006 conversion of operating service agreements in Venezuela to joint-stock companies, which reduced reported liquids production by approximately 85,000 barrels per day in both 2007 periods. For the first nine months of 2007, production increased in Angola, Bangladesh, Kazakhstan and Azerbaijan.

The net liquids component of oil-equivalent production was 1.3 million barrels per day for both the third quarter and first nine months 2007, about 8 percent and 4 percent lower than the corresponding 2006 periods. Net natural gas production of 3.3 billion cubic feet per day in the third quarter and first nine months 2007 increased 5 percent and 4 percent, respectively, from the year-earlier periods.

**Downstream**

	<b>Three Months Ended September 30 2007</b>		<b>Nine Months Ended September 30 2007</b>	
	<b>2006</b>		<b>2006</b>	
	<b>(Millions of dollars)</b>			
<b>U.S. Downstream (Loss) Income</b>	<b>\$ (110)</b>	<b>\$ 831</b>	<b>\$ 1,021</b>	<b>\$ 1,595</b>

U.S. downstream incurred a loss of \$110 million in the third quarter 2007, compared with income of \$831 million a year earlier. The decline was mainly the result of weaker margins for refined products and refinery downtime. Results for the 2007 quarter included approximately \$50 million of charges primarily associated with environmental remediation costs.

For the first nine months of 2007, earnings were \$1.02 billion, compared with \$1.60 billion in the corresponding period of 2006. The decline was associated with the weaker margins and refinery downtime experienced in the 2007 third quarter. Prior to the third quarter, earnings had increased from a year earlier due mainly to improved margins on the sale of refined products.

Crude-oil inputs of 799,000 barrels per day to the company's refineries decreased 17 percent in the 2007 third quarter. The decrease was primarily due to the effects of a planned crude-unit shutdown at the refinery in El Segundo, California, and a mid-August fire at the refinery in Pascagoula, Mississippi. The crude unit damaged in the fire is expected to be out of service until the first quarter of next year. Crude-oil inputs of 804,000 barrels per day in the first nine months of 2007 decreased about 15 percent from the corresponding 2006 period. Besides the referenced outages in 2007 at El Segundo and Pascagoula, the company's refinery in Richmond, California, underwent a planned turnaround in the first quarter of this year.

Refined-product sales volumes in the third quarter 2007 decreased by about 3 percent from a year earlier to 1,450,000 barrels per day, primarily on a decline in sales of gas oil and jet fuel. For the nine-month period, refined-product sales volumes of 1,468,000 barrels per day were 2 percent lower due to an accounting change effective April 1, 2006, that requires the netting of certain purchase and sale contracts with the same counterparty. (Refer also to Note 9 Accounting for Buy/Sell Contracts beginning on page 16 for more information.) Prior to that time, transactions for these contracts were reported as both a purchase and a sale. Excluding the impact of this accounting standard, sales of refined products were flat between nine-month periods. Branded gasoline sales increased

3 percent for the quarterly and nine-month periods.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>International Downstream Income*</b>	<b>\$ 487</b>	<b>\$ 610</b>	<b>\$ 2,277</b>	<b>\$ 1,424</b>
* Includes foreign currency effects	<b>\$ 5</b>	<b>\$ (21)</b>	<b>\$ (25)</b>	<b>\$ 2</b>

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International downstream earned \$487 million in the 2007 quarter, a decrease of \$123 million from the year-ago period. Earnings in 2007 included a \$265 million gain on the sale of the company's fuels marketing business in Belgium, Luxembourg and the Netherlands, which was partially offset by about \$100 million of charges for asset write-downs and employee termination benefits. Otherwise, refined-product margins declined significantly between periods.

Earnings for the nine months of 2007 were \$2.28 billion, up about \$850 million from the 2006 period. Results for 2007 included gains on asset sales of approximately \$1 billion. Besides the referenced sale in the third quarter, a gain of about \$700 million was recorded in the first quarter on the sale of the company's interest in a refinery and related assets in the Netherlands. Operating expenses and average margins on the sales of refined products were both higher between periods.

The company's share of refinery crude-oil inputs was 1,043,000 barrels per day for the third quarter 2007, a 1 percent decrease from a year earlier. The effect of the refinery sale in the Netherlands was substantially offset by higher crude inputs at most of the company's other refineries. For the nine months of 2007, crude-oil inputs were 1,018,000 barrels per day, down 5 percent from the previous period, mainly due to the sale of the company's interest in a Netherlands refinery.

Total refined-product sales volumes decreased by 4 percent in the 2007 third quarter to 2,038,000 barrels per day, due largely to the sale of the fuels marketing business in the Benelux region. For the first nine months of 2007, refined-product sales of 2,019,000 barrels per day decreased by about 6 percent from a year earlier, largely due to the sale of marketing and refining assets in Europe and to the accounting-standard change for buy/sell contracts.

**Chemicals**

	<b>Three Months Ended September 30 2007</b>		<b>Nine Months Ended September 30 2007</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			

<b>Income*</b>	<b>\$ 103</b>	\$ 168	<b>\$ 327</b>	\$ 415
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* Includes foreign currency effects	<b>\$ 3</b>	\$ 4	<b>\$ 2</b>	\$ (7)
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Chemical operations earned \$103 million in the third quarter 2007, compared with \$168 million in the 2006 period. For the nine months, earnings decreased \$88 million to \$327 million. Results for both 2007 periods included an approximate \$40 million charge for the cost of environmental remediation. In both periods, the benefit of improved margins on sales of lubricant and fuel additives by the company's Oronite subsidiary was more than offset by the effect of lower margins on sales of commodity chemicals by the 50 percent-owned Chevron Phillips Chemical Company LLC.

**All Other**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
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	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>(Charges) Income Net*</b>	<b>\$ (193)</b>	<b>\$ (95)</b>	<b>\$ 211</b>	<b>\$ (301)</b>
* Includes foreign currency effects	<b>\$ (1)</b>	<b>\$ 6</b>	<b>\$ 2</b>	<b>\$ 49</b>

All Other includes the company's interest in Dynegy prior to its sale in May 2007, mining operations, power generation businesses, worldwide cash management and debt financing activities, corporate administrative functions, insurance operations, real estate activities, alternative fuels and technology companies.

Net charges in the third quarter 2007 were \$193 million, an increase of \$98 million from the year-ago period due mainly to an increase in various corporate expenses, including income taxes. For the nine months of 2007, income of \$211 million included a \$680 million gain on the sale of the company's investment in Dynegy common

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stock, a loss of approximately \$160 million associated with the early redemption of Texaco Capital Inc. bonds and an increase in environmental remediation expenses for former Texaco and Unocal sites that had been closed or sold. The nine months of 2006 included a \$70 million gain from the redemption of Unocal debt.

***Consolidated Statement of Income***

Explanations are provided below of variations between periods for certain income statement categories:

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Sales and other operating revenues*</b>	<b>\$ 53,545</b>	<b>\$ 52,977</b>	<b>\$ 154,191</b>	<b>\$ 158,654</b>
* Includes amount for buy/sell contracts	\$	\$	\$	\$ 6,725

Sales and other operating revenues increased about 1 percent in the third quarter 2007 as a result of higher prices for crude oil, refined products and natural gas liquids, partially offset by lower sales volumes. For the nine-month period, sales and other operating revenues decreased due to an accounting-standard change effective in the second quarter 2006 for certain purchase-and-sale contracts with the same counterparty.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Income from equity affiliates</b>	<b>\$ 1,160</b>	<b>\$ 1,080</b>	<b>\$ 2,991</b>	<b>\$ 3,176</b>

The increase in income from equity affiliates in the third quarter 2007 reflected income from Petroboscan (Venezuela) and higher earnings from Hamaca and Tengizchevroil (Kazakhstan), partially offset by lower profits from downstream and chemical affiliates. The decrease in the nine-month 2007 period reflected lower earnings from Chevron Phillips Chemical Company LLC and Dynegy (sold in May 2007), partially offset by improved earnings from Tengizchevroil and Petroboscan, which was converted from an operating service agreement to a joint-stock company in October 2006.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			

<b>Other income</b>	<b>\$ 468</b>	\$ 155	<b>\$ 2,312</b>	\$ 542
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Other income in the third quarter 2007 increased mainly due to a gain on sale of marketing assets in the Benelux region of Europe. Income for the nine months of 2007 also included a gain on the sale of the company's 31 percent interest in a refinery and related assets in the Netherlands and \$680 million gain on sale of Dynegy stock. These gains were partially offset by a second quarter 2007 loss related to the early redemption of Texaco bonds and the absence of the second quarter 2006 gain from the redemption of Unocal debt.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Purchased crude oil and products</b>	<b>\$ 33,988</b>	\$ 32,076	<b>\$ 95,253</b>	\$ 100,493

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Crude oil and product purchases increased marginally in the third quarter 2007 due mainly to higher prices for crude oil. Purchases for the nine-month period declined mainly as a result of an accounting-standard change effective April 1, 2006, for certain purchase-and-sale contracts with the same counterparty.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Operating, selling, general and administrative expenses</b>	<b>\$ 5,843</b>	<b>\$ 5,078</b>	<b>\$ 16,227</b>	<b>\$ 14,422</b>

Operating, selling, general and administrative expenses in the third quarter and first nine months of 2007 increased 15 percent and 13 percent, respectively, from the year-ago periods. Higher amounts in 2007 included costs of employee payroll and contract labor. Operating expenses in the 2006 second quarter included significant costs associated with hurricanes that occurred in 2005.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Exploration expenses</b>	<b>\$ 295</b>	<b>\$ 284</b>	<b>\$ 874</b>	<b>\$ 817</b>

Exploration expenses increased between the quarterly periods due mainly to geological and geophysical costs for operations outside the United States. The increase in the nine-month period related primarily to well write-offs.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	(Millions of dollars)			
<b>Depreciation, depletion and amortization</b>	<b>\$ 2,495</b>	<b>\$ 1,923</b>	<b>\$ 6,614</b>	<b>\$ 5,518</b>

The increase in depreciation, depletion and amortization in both comparative periods was mainly attributable to higher depreciation rates for certain oil and gas producing fields and an increase in charges related to asset write-downs.

<b>Three Months Ended September 30</b>	<b>Nine Months Ended September 30</b>
------------------------------------------------	-----------------------------------------------

	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Taxes other than on income</b>	<b>\$ 5,538</b>	<b>\$ 5,403</b>	<b>\$ 16,706</b>	<b>\$ 15,350</b>

Taxes other than on income increased in 2007 mainly due to higher duties in the company's European downstream operations.

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Interest and debt expense</b>	<b>\$ 22</b>	<b>\$ 104</b>	<b>\$ 159</b>	<b>\$ 359</b>

Interest and debt expense in 2007 decreased primarily due to lower debt levels and higher amounts of interest capitalized.



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	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>Income tax expense</b>	<b>\$ 3,249</b>	<b>\$ 4,307</b>	<b>\$ 9,776</b>	<b>\$ 11,979</b>

Effective income tax rates for the third quarters of 2007 and 2006 were 47 percent and 46 percent, respectively. For the year-to-date periods, the effective tax rates were 41 percent and 47 percent, respectively. The primary reason for the lower effective tax rate in the 2007 nine-month period was the impact of the sales of refining-related assets in the Netherlands and the company's investment in Dynegy common stock. The 2006 period included the effect of one-time charges, mainly for an increase in tax rates on upstream operations in the U.K. North Sea.

**Table of Contents****Selected Operating Data**

The following table presents a comparison of selected operating data:

**Selected Operating Data(1)(2)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
<b>U.S. Upstream</b>				
Net crude oil and natural gas liquids production (MBPD)	<b>458</b>	464	<b>462</b>	460
Net natural gas production (MMCFPD)(3)	<b>1,695</b>	1,846	<b>1,707</b>	1,820
Net oil-equivalent production (MBOEPD)	<b>741</b>	772	<b>747</b>	763
Sales of natural gas (MMCFPD)	<b>7,428</b>	7,851	<b>7,810</b>	7,077
Sales of natural gas liquids (MBPD)	<b>154</b>	125	<b>155</b>	121
Revenue from net production				
Liquids (\$/Bbl.)	<b>\$ 66.53</b>	\$ 61.99	<b>\$ 57.94</b>	\$ 58.58
Natural gas (\$/MCF)	<b>\$ 5.43</b>	\$ 5.93	<b>\$ 6.13</b>	\$ 6.41
<b>International Upstream</b>				
Net crude oil and natural gas liquids production (MBPD)	<b>1,274</b>	1,267	<b>1,296</b>	1,245
Net natural gas production (MMCFPD)(3)	<b>3,288</b>	3,119	<b>3,291</b>	3,172
Net oil-equivalent production (MBOEPD)(4)	<b>1,850</b>	1,928	<b>1,874</b>	1,908
Sales of natural gas (MMCFPD)	<b>3,646</b>	3,367	<b>3,791</b>	3,443
Sales of natural gas liquids (MBPD)	<b>117</b>	105	<b>116</b>	101
Revenue from liftings				
Liquids (\$/Bbl.)	<b>\$ 67.11</b>	\$ 61.90	<b>\$ 59.74</b>	\$ 59.70
Natural gas (\$/MCF)	<b>\$ 3.78</b>	\$ 3.66	<b>\$ 3.75</b>	\$ 3.75
<b>U.S. and International Upstream</b>				
Total net oil-equivalent production, including other produced volumes (MBOEPD)(3)(4)	<b>2,591</b>	2,700	<b>2,621</b>	2,671
<b>U.S. Downstream</b>				
Gasoline sales (MBPD)(5)	<b>731</b>	720	<b>734</b>	718
Other refined-product sales (MBPD)	<b>719</b>	782	<b>734</b>	783
Total(6)	<b>1,450</b>	1,502	<b>1,468</b>	1,501
Refinery input (MBPD)	<b>799</b>	967	<b>804</b>	947
<b>International Downstream</b>				
Gasoline sales (MBPD)(5)	<b>481</b>	472	<b>471</b>	490
Other refined-product sales (MBPD)	<b>1,056</b>	1,138	<b>1,068</b>	1,163
Share of affiliate sales (MBPD)(7)	<b>500</b>	506	<b>480</b>	486
Total(6)	<b>2,037</b>	2,116	<b>2,019</b>	2,139
Refinery input (MBPD)	<b>1,043</b>	1,055	<b>1,018</b>	1,067

(1) Includes interest in affiliates.

(2) MBPD Thousands of barrels per day; MMCFPD Millions of cubic feet per day; Bbl. Barrel; MCF Thousands of cubic feet; Oil-equivalent gas

(OEG) conversion ratio is 6,000 cubic feet of natural gas = 1 barrel of crude oil; MBOEPD Thousands of barrels of oil-equivalent per day.

(3) Includes natural gas consumed in operations (MMCFPD):				
United States	<b>64</b>	71	<b>62</b>	53
International	<b>422</b>	408	<b>421</b>	391
(4) Includes other produced volumes (MBPD):				
Athabasca oil sands (Canada)	<b>28</b>	33	<b>30</b>	25
Boscan Operating Service Agreement (Venezuela); converted to an equity affiliate effective October 2006		108		109
Total	<b>28</b>	141	<b>30</b>	134
(5) Includes branded and unbranded gasoline.				
(6) Includes volumes for buy/sell contracts (MBPD):				
United States				35
International				32
(7) 2006 conformed to 2007 presentation.				

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***Liquidity and Capital Resources***

*Cash and cash equivalents and marketable securities* totaled \$8.7 billion at September 30, 2007, down \$2.7 billion from year-end 2006. Cash provided by operating activities was \$17.9 billion in the first nine months of 2007. Operating activities in the first nine months of 2007 generated funds for the company's capital and exploratory program and payment of dividends to stockholders.

*Dividends* The company paid dividends of \$3.6 billion to common stockholders during the first nine months of 2007. In April 2007, the company increased the quarterly dividend on its common stock 11.5 percent to 58 cents per share.

*Debt and Capital Lease and Minority Interest Obligations* Chevron's total debt and capital lease obligations were \$6.0 billion at September 30, 2007, vs. \$9.8 billion at December 31, 2006. The company also had minority interest obligations of \$209 million at September 30, 2007. In the third quarter of 2007, \$2 billion of Chevron Canada Funding Company bonds matured.

The company's debt and capital lease obligations due within one year, consisting primarily of commercial paper and the current portion of long-term debt, totaled \$4.3 billion at September 30, 2007, down from \$6.6 billion at December 31, 2006. Of these amounts, \$3.4 billion and \$4.5 billion were reclassified to long-term at the end of each period, respectively. At September 30, 2007, settlement of these obligations was not expected to require the use of working capital within one year, as the company had the intent and the ability, as evidenced by committed credit facilities, to refinance them on a long-term basis.

At September 30, 2007, the company had \$5 billion in committed credit facilities with various major banks, which permit the refinancing of short-term obligations on a long-term basis. These facilities support commercial paper borrowing and also can be used for general corporate purposes. The company's practice has been to continually replace expiring commitments with new commitments on substantially the same terms, maintaining levels management believes appropriate. Any borrowings under the facilities would be unsecured indebtedness at interest rates based on London Interbank Offered Rate or an average of base lending rates published by specified banks and on terms reflecting the company's strong credit rating. No borrowings were outstanding under these facilities at September 30, 2007. In March 2007, the company filed with the Securities and Exchange Commission (SEC) an automatic registration statement that expires in March 2010. This registration statement is for an unspecified amount of non-convertible debt securities issued or guaranteed by the company. At the same time, the company withdrew three shelf registration statements on file with the SEC that had permitted the issuance of up to \$3.8 billion of debt securities.

The company has outstanding public bonds issued by Chevron Corporation Profit Sharing/Savings Plan Trust Fund, Chevron Canada Funding Company (formerly Chevron Texaco Capital Company), Texaco Capital Inc. and Union Oil Company of California. All of these securities are guaranteed by Chevron Corporation and are rated AA by Standard and Poor's Corporation and Aa2 by Moody's Investors Service. The company's U.S. commercial paper is rated A-1+ by Standard and Poor's and P-1 by Moody's. All of these ratings denote high-quality, investment-grade securities.

The company's future debt level is dependent primarily on results of operations, the capital-spending program and cash that may be generated from asset dispositions. The company believes that it has substantial borrowing capacity to meet unanticipated cash requirements and that during periods of low prices for crude oil and natural gas and narrow margins for refined products and commodity chemicals, it has the flexibility to increase borrowings and/or modify capital-spending plans to continue paying the common stock dividend and maintain the company's high-quality debt ratings.

*Common Stock Repurchase Programs* A \$5 billion stock repurchase program initiated in December 2006 was completed in September 2007, with a total of 62.8 million shares acquired. Upon completion of this program, the company authorized the acquisition of up to an additional \$15 billion of its common shares from time to time at prevailing prices, as permitted by securities laws and other legal requirements and subject to market conditions and other factors. The program is for a period of up to three years and may be discontinued at any time. As of September 30, 2007, a total of about 1.1 million shares had been acquired under the new program for \$100 million.

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For the nine months of 2007, a total of 62.6 million shares were acquired under both programs at a cost of \$5.0 billion.

*Current Ratio* current assets divided by current liabilities. The current ratio was 1.3 at September 30, 2007, unchanged from December 31, 2006. The current ratio is adversely affected by the valuation of Chevron's inventories on a LIFO basis. At year-end 2006, the book value of inventory was lower than replacement costs, based on average acquisition costs during the year, by approximately \$6.0 billion. The company does not consider its inventory valuation methodology to affect liquidity.

*Debt Ratio* total debt as a percentage of total debt plus equity. This ratio was 7.5 percent at September 30, 2007, compared with 12.5 percent at year-end 2006.

*Pension Obligation* At the end of 2006, the company estimated it would contribute \$500 million to employee pension plans during 2007 (composed of \$300 million for the U.S. plans and \$200 million for the international plans). Through September 30, 2007, a total of \$219 million was contributed (including \$71 million to the U.S. plans), and contributions for the full year are now estimated at \$350 million. Actual contribution amounts are dependent upon investment returns, changes in pension obligations, regulatory environments and other economic factors. Additional funding may be required if investment returns are insufficient to offset increases in plan obligations.

*Capital and Exploratory Expenditures* Total expenditures, including the company's share of spending by affiliates, were \$13.8 billion in the first nine months of 2007, compared with \$11.5 billion in the corresponding 2006 period. The amounts included the company's share of equity-affiliate expenditures of about \$1.7 billion and \$1.3 billion in the 2007 and 2006 periods, respectively. Expenditures for upstream projects in 2007 were about \$10.9 billion, representing about 80 percent of the companywide total.

**Capital and Exploratory Expenditures by Major Operating Area**

	<b>Three Months Ended September 30</b>		<b>Nine Months Ended September 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Millions of dollars)</b>			
<b>United States</b>				
Upstream	\$ 1,309	\$ 1,036	\$ 3,199	\$ 3,007
Downstream	392	279	950	723
Chemicals	52	45	119	86
All Other	163	113	559	267
<b>Total United States</b>	<b>1,916</b>	1,473	<b>4,827</b>	4,083
<b>International</b>				
Upstream	2,859	2,272	7,685	5,963
Downstream	423	363	1,232	1,402
Chemicals	13	15	35	32
All Other	1	5	4	7
<b>Total International</b>	<b>3,296</b>	2,655	<b>8,956</b>	7,404

<b>Worldwide</b>	<b>\$ 5,212</b>	\$ 4,128	<b>\$ 13,783</b>	\$ 11,487
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***Contingencies and Significant Litigation***

*MTBE* Chevron and many other companies in the petroleum industry have used methyl tertiary butyl ether (MTBE) as a gasoline additive. Chevron is a party to 87 lawsuits and claims, the majority of which involve numerous other petroleum marketers and refiners, related to the use of MTBE in certain oxygenated gasolines and the alleged seepage of MTBE into groundwater. Resolution of these actions may ultimately require the company to correct or ameliorate the alleged effects on the environment of prior release of MTBE by the company or other

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parties. Additional lawsuits and claims related to the use of MTBE, including personal-injury claims, may be filed in the future.

The company's ultimate exposure related to these lawsuits and claims is not currently determinable, but could be material to net income in any one period. The company does not use MTBE in the manufacture of gasoline in the United States.

*RFG Patent* Fourteen purported class actions were brought by consumers of reformulated gasoline (RFG) alleging that Unocal misled the California Air Resources Board into adopting standards for composition of RFG that overlapped with Unocal's undisclosed and pending patents. Eleven lawsuits are now consolidated in U.S. District Court for the Central District of California, where a class action has been certified, and three are consolidated in a state court action that has been stayed. Unocal is alleged to have monopolized, conspired and engaged in unfair methods of competition, resulting in injury to consumers of RFG. Plaintiffs in both consolidated actions seek unspecified actual and punitive damages, attorneys' fees, and interest on behalf of an alleged class of consumers who purchased summertime RFG in California from January 1995 through August 2005. The company intends to vigorously defend against these lawsuits. The company's potential exposure related to these lawsuits cannot currently be estimated.

*Guarantees* The company and its subsidiaries have certain other contingent liabilities with respect to guarantees, direct or indirect, of debt of affiliated companies or third parties. Under the terms of the guarantee arrangements, generally the company would be required to perform should the affiliated company or third party fail to fulfill its obligations under the arrangements. In some cases, the guarantee arrangements may have recourse provisions that would enable the company to recover any payments made under the terms of the guarantees from assets provided as collateral.

*Off-Balance-Sheet Obligations* The company and its subsidiaries have certain other contractual obligations relating to long-term unconditional purchase obligations and commitments, including throughput and take-or-pay agreements, some of which relate to suppliers' financing arrangements. The agreements typically provide goods and services, such as pipeline and storage capacity, drilling rigs, utilities and petroleum products, to be used or sold in the ordinary course of the company's business.

*Securitization* The company securitizes certain retail and trade accounts receivable in its downstream business through the use of qualifying Special Purpose Entities (SPEs). At September 30, 2007, approximately \$1.3 billion, representing about 7 percent of Chevron's total current accounts and notes receivable balance, were securitized. These arrangements have the effect of accelerating Chevron's collection of the securitized amounts. Chevron's total estimated financial exposure under these securitizations at September 30, 2007, was approximately \$130 million. In the event the SPEs experience major defaults in the collection of receivables, Chevron believes it would have no additional loss exposure connected with third-party investments in these securitizations.

During the third quarter 2007, the company entered into an agreement to sell its U.S. proprietary consumer credit card business and related retail accounts receivable and expects to record a gain upon the close of sale. The transaction is subject to obtaining necessary regulatory approvals. This transaction will include terminating the qualifying SPE associated with the retail accounts receivable in accordance with Financial Accounting Standards Board (FASB) Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. At September 30, 2007, approximately \$670 million of these retail accounts receivable were securitized. The company will continue to securitize certain trade accounts receivable in its downstream business through the use of a SPE, and at September 30, 2007, approximately \$640 million of these receivables were securitized.



*Indemnifications* The company provided certain indemnities of contingent liabilities of Equilon and Motiva to Shell and Saudi Refining, Inc., in connection with the February 2002 sale of the company's interests in those investments. The company would be required to perform if the indemnified liabilities become actual losses. Were that to occur, the company could be required to make future payments up to \$300 million. Through the end of September 2007, the company had paid \$48 million under these indemnities and continues to be obligated for possible additional indemnification payments in the future.

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The company has also provided indemnities relating to contingent environmental liabilities related to assets originally contributed by Texaco to the Equilon and Motiva joint ventures and environmental conditions that existed prior to the formation of Equilon and Motiva or that occurred during the period of Texaco's ownership interest in the joint ventures. In general, the environmental conditions or events that are subject to these indemnities must have arisen prior to December 2001. Claims must be asserted no later than February 2009 for Equilon indemnities and no later than February 2012 for Motiva indemnities. Under the terms of these indemnities, there is no maximum limit on the amount of potential future payments. The company has not recorded any liabilities for possible claims under these indemnities. The company posts no assets as collateral and has made no payments under the indemnities.

The amounts payable for the indemnities described above are to be net of amounts recovered from insurance carriers and others and net of liabilities recorded by Equilon or Motiva prior to September 30, 2001, for any applicable incident.

In the acquisition of Unocal, the company assumed certain indemnities relating to contingent environmental liabilities associated with assets that were sold in 1997. Under the indemnification agreement, the company's liability is unlimited until April 2022, when the indemnification expires. The acquirer shares in certain environmental remediation costs up to a maximum obligation of \$200 million, which had not been reached as of September 30, 2007.

*Minority Interests* The company has commitments of \$209 million related to minority interests in subsidiary companies.

*Environmental* The company is subject to loss contingencies pursuant to environmental laws and regulations (both U.S. and international) that in the future may require the company to take action to correct or ameliorate the effects on the environment of prior release of chemical or petroleum substances, including MTBE, by the company or other parties. Such contingencies may exist for various sites, including, but not limited to, federal Superfund sites and analogous sites under state and international laws, refineries, crude oil fields, service stations, terminals, land development areas, and mining operations, whether operating, closed or divested. These future costs are not fully determinable due to such factors as the unknown magnitude of possible contamination, the unknown timing and extent of the corrective actions that may be required, the determination of the company's liability in proportion to other responsible parties, and the extent to which such costs are recoverable from third parties.

Although the company has provided for known environmental obligations that are probable and reasonably estimable, the amount of additional future costs may be material to results of operations in the period in which they are recognized. The company does not expect these costs will have a material effect on its consolidated financial position or liquidity. Also, the company does not believe its obligations to make such expenditures have had or will have any significant impact on the company's competitive position relative to other U.S. or international petroleum or chemical companies.

*Financial Instruments* The company believes it has no material market or credit risks to its operations, financial position or liquidity as a result of its commodities and other derivatives activities, including forward exchange contracts and interest rate swaps.

*Income Taxes* Tax positions for Chevron and its subsidiaries and affiliates are subject to income tax audits by many tax jurisdictions throughout the world. Refer to Note 6 beginning on page 13 for a discussion of the periods for which tax returns have not been audited for the company's major tax jurisdictions and a discussion for all tax jurisdictions of the differences between the amount of tax benefits recognized in the financial statements and the amount taken or expected to be taken in a tax return. The company does not expect settlement of income tax liabilities associated with uncertain tax positions will have a material effect on its consolidated financial position or liquidity.

*Equity Redetermination* For oil and gas producing operations, ownership agreements may provide for periodic reassessments of equity interests in estimated crude oil and natural gas reserves. These activities, individually or together, may result in gains or losses that could be material to earnings in any given period. One such equity redetermination process has been under way since 1996 for Chevron's interests in four producing zones at the Naval Petroleum Reserve at Elk Hills, California, for the time when the remaining interests in these zones were owned by the U.S. Department of Energy. A wide range remains for a possible net settlement amount for

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the four zones. For this range of settlement, Chevron estimates its maximum possible net before-tax liability at approximately \$200 million and estimates a maximum possible net before-tax amount that could be owed to the company at about \$150 million. The timing of the settlement and the exact amount within this range of estimates are uncertain.

*Other Contingencies* Chevron receives claims from and submits claims to customers, trading partners, U.S. federal, state and local regulatory bodies, governments, contractors, insurers, and suppliers. The amounts of these claims, individually and in the aggregate, may be significant and take lengthy periods to resolve.

The company and its affiliates also continue to review and analyze their operations and may close, abandon, sell, exchange, acquire or restructure assets to achieve operational or strategic benefits and to improve competitiveness and profitability. These activities, individually or together, may result in gains or losses in future periods.

## **New Accounting Standards**

*FASB Statement No. 157, Fair Value Measurements (FAS 157)* In September 2006, the FASB issued FAS 157, which will become effective for the company on January 1, 2008. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 does not require any new fair value measurements but would apply to assets and liabilities that are required to be recorded at fair value under other accounting standards. Based on estimates as of September 30, 2007, the company does not anticipate that the adoption of FAS 157 will have an impact on the company's results of operations or consolidated financial position.

*FASB Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115 (FAS 159)* In February 2007, the FASB issued FAS 159, which becomes effective for the company on January 1, 2008. This standard permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The company does not anticipate that election, if any, of this fair-value option will have a material effect on its results of operations or consolidated financial position.

## **Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

Information about market risks for the nine months ended September 30, 2007, does not differ materially from that discussed under Item 7A of Chevron's Annual Report on Form 10-K for 2006.

## **Item 4. *Controls and Procedures***

### **(a) Evaluation of disclosure controls and procedures**

Chevron Corporation's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)), as of September 30, 2007, have concluded that as of September 30, 2007, the company's disclosure controls and procedures were effective and designed to provide reasonable assurance that material information relating to the company and its consolidated subsidiaries required to be included in the company's periodic filings under the Exchange Act would be made known to them by others within those entities.

### **(b) Changes in internal control over financial reporting**

During the quarter ended September 30, 2007, there were no changes in the company's internal control over financial reporting that have materially affected, or were reasonably likely to materially affect, the company's internal control

over financial reporting.

**Table of Contents****PART II****OTHER INFORMATION****Item 1. *Legal Proceedings***

None

**Item 1A. *Risk Factors***

Chevron is a major fully integrated petroleum company with a diversified business portfolio, strong balance sheet, and history of generating sufficient cash to fund capital and exploratory expenditures and to pay dividends. Nevertheless, some inherent risks could materially impact the company's financial results of operations or financial condition.

Information about risk factors for the nine months ended September 30, 2007, does not differ materially from that set forth in Part I, Item 1A, of Chevron's Annual Report on Form 10-K for 2006.

**Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*****CHEVRON CORPORATION****ISSUER PURCHASES OF EQUITY SECURITIES**

<b>Period</b>	<b>Total Number of Shares Purchased(1)</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Program</b>
July 1-31, 2007	<b>4,658,941</b>	<b>88.16</b>	4,255,000	
August 1-31, 2007	<b>11,688,592</b>	<b>84.09</b>	11,465,000	
September 1-30, 2007	<b>7,397,290</b>	<b>90.63</b>	7,305,673	
<b>Total</b>	<b>23,744,823</b>	<b>86.93</b>	23,025,673	(2)

(1) Includes 68,495 common shares repurchased during the three-month period ended September 30, 2007, from company employees for required personal income tax withholdings on the exercise of the stock options issued to employees under the company's long-term incentive plans. Also includes 650,655 shares delivered or attested to in satisfaction of the exercise price by holders of certain former Texaco Inc. employee stock options exercised during the three-month period ended September 30, 2007.

- (2) In December 2006, the company announced a \$5 billion common stock repurchase program. The program was completed on September 25, 2007, at which time 62,847,990 shares had been repurchased for a total of \$5 billion.

In September 2007, the company authorized common stock repurchases of up to \$15 billion that may be made from time to time at prevailing prices as permitted by securities laws and other requirements and subject to market conditions and other factors. The program will occur over a period of up to three years and may be discontinued at any time. Through September 30, 2007, a total of 1,070,446 shares were acquired under this program for \$100 million.

**Item 5. Other Information**

***Disclosure Regarding Nominating Committee Functions and Communications Between Security Holders and Board of Directors***

No change.

**Table of Contents****Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
(4)	Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of the company and its consolidated subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of the company and its subsidiaries on a consolidated basis. A copy of any such instrument will be furnished to the Commission upon request.
(12.1)	Computation of Ratio of Earnings to Fixed Charges
(31.1)	Rule 13a-14(a)/15d-14(a) Certification by the company's Chief Executive Officer
(31.2)	Rule 13a-14(a)/15d-14(a) Certification by the company's Chief Financial Officer
(32.1)	Section 1350 Certification by the company's Chief Executive Officer
(32.2)	Section 1350 Certification by the company's Chief Financial Officer



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Chevron Corporation  
(Registrant)

/s/ M.A. Humphrey  
M.A. Humphrey, Vice President and Comptroller  
*(Principal Accounting Officer and  
Duly Authorized Officer)*

Date: November 6, 2007

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(4)	Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of the company and its consolidated subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of the company and its subsidiaries on a consolidated basis. A copy of any such instrument will be furnished to the Commission upon request.
(12.1)*	Computation of Ratio of Earnings to Fixed Charges
(31.1)*	Rule 13a-14(a)/15d-14(a) Certification by the company's Chief Executive Officer
(31.2)*	Rule 13a-14(a)/15d-14(a) Certification by the company's Chief Financial Officer
(32.1)*	Section 1350 Certification by the company's Chief Executive Officer
(32.2)*	Section 1350 Certification by the company's Chief Financial Officer

\* Filed herewith.

Copies of above exhibits not contained herein are available to any security holder upon written request to the Corporate Governance Department, Chevron Corporation, 6001 Bollinger Canyon Road, San Ramon, California 94583-2324.