

Filing fee: \$35.00

34309

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

ATLANTIC RICHFIELD COMPANY

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on April 30, 1985, authorizing it to transact business in Rhode Island under the name of

SECOND: The corporate name of the corporation has been changed to
NO CHANGE

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is
N/A

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: NO CHANGE

(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state: REDUCTION OF AUTHORIZED STOCK

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
600,000,000	Common	-	\$2.50 Par Value
245,714	\$3.00 Preference	-	\$1.00 Par Value
4,785,041	\$2.80 Preference	-	\$1.00 Par Value
352,000	Preferred	-	\$100. Par Value

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 26,175 MILLION

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

(C): An estimate of the gross amount of business to be transacted by it during such year is \$16,173 MILLION

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

JAN 23 1988
MK

Dated December 31, 1987

ATLANTIC RICHFIELD COMPANY

By

[Signature]

Its VICE President

and

Barbara M. Hinds

Its ASST Secretary

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

} SC.

At Los Angeles

in said County on the 31 day

of December 1987, before me personally appeared

Kenneth R. Dickerson, who being by me first duly sworn, declared that he is the
VICE PRESIDENT of ATLANTIC RICHFIELD COMPANY,

that he signed the foregoing document as such VICE PRESIDENT

of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

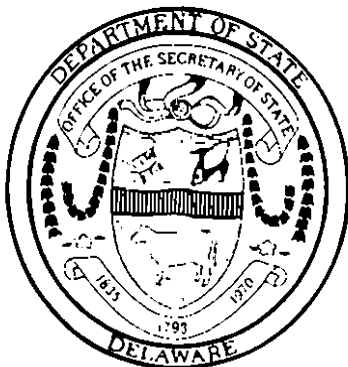
Barbara M. Hinds
Notary Public



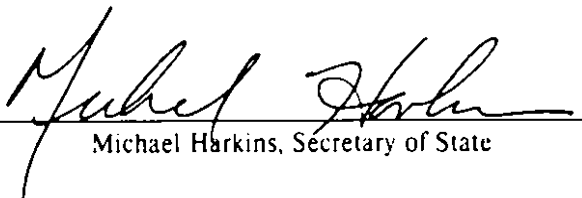
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF STOCK OF ATLANTIC RICHFIELD COMPANY FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1987, AT 2:01 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11492448

DATE: 12/07/1987