



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 34309		2. Name of Corporation Atlantic Richfield Company			
3. Street Address Principal Business Office 4101 WINFIELD ROAD			City WARRENVILLE	State IL	Zip 60555
4. Business Phone No. (630) 420-5201		5. State of Incorporation DELAWARE			6. SIC Code 1522
7. Brief Description of the Character of Business Conducted in Rhode Island OPERATION OF SERVICE STATION PROPERTIES					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PATRICIA L. KELLER			Vice President Name MARC HORN		
Street Address 4101 WINFIELD ROAD			Street Address 28100 TORCH PARKWAY		
City WARRENVILLE	State IL	Zip 60555	City WARRENVILLE	State IL	Zip 60555
Secretary Name PAULA J. CLAYTON			Treasurer Name JOSEPH E. WEHR		
Street Address 4101 WINFIELD ROAD			Street Address 28100 TORCH PARKWAY		
City WARRENVILLE	State IL	Zip 60555	City WARRENVILLE	State IL	Zip 60555
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name STEPHEN A. ELBERT			Director Name MARC HORN		
Street Address 28100 TORCH PARKWAY			Street Address 28100 TORCH PARKWAY		
City WARRENVILLE	State IL	Zip 60555	City WARRENVILLE	State IL	Zip 60555
Director Name JOSEPH E. WEHR			Director Name		
Street Address 28100 TORCH PARKWAY			Street Address		
City WARRENVILLE	State IL	Zip 60555	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,000,000	COMM	\$2.50 PAR VALUE, 150 PREF \$.10 PAR VALUE	324,711,290 116	COMMON PREFERRED	\$2.50 \$.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



34309

File Date 6-10-05
Check No. 0061132475
By: DW

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 7/22/05
Print or Type Name of Officer NEBBIE A DOWLING
Title of Officer ASSISTANT SECRETARY



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 34309		2. Name of Corporation Atlantic Richfield Company		
3. Street Address Principal Business Office 4101 Winfield Rd		City Warrenville	State IL	Zip 60555
4. Business Phone No. 630-821-2291		5. State of Incorporation DELAWARE		6. SIC Code 1522

7. Brief Description of the Character of Business Conducted in Rhode Island
OPERATION OF SERVICE STATION PROPERTIES

8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Stephen Elbert			Vice President Name Debra Todd		
Street Address 801 Warrenville Rd			Street Address 801 Warrenville Rd		
City Lisle	State IL	Zip 60532	City Lisle	State IL	Zip 60532
Secretary Name David Bell			Treasurer Name Robert Novasia		
Street Address 4101 Winfield Rd			Street Address 4101 Winfield Rd		
City Warrenville	State IL	Zip 60555	City Warrenville	State IL	Zip 60555

9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

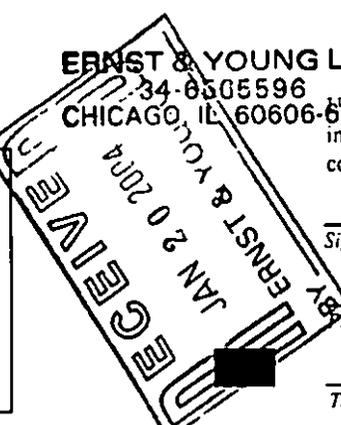
Director Name Stephen Elbert			Director Name Debra Todd		
Street Address 801 Warrenville Rd			Street Address 801 Warrenville		
City Lisle	State IL	Zip 60532	City Lisle	State IL	Zip 60532
Director Name Gregory Wustz			Director Name		
Street Address 801 Warrenville Rd			Street Address		
City Lisle	State IL	Zip 60532	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,000,000	COMM \$2.50 PAR VALUE, 150 PREF \$.10 PAR VALUE		324,712,900	Common	
			116	Pref	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date 3/1/04
Check No 0001080681
By: ls
FOR SECRETARY OF STATE USE ONLY



Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Geoff Stein Date: 2/22/04
Print or Type Name of Officer: Asst. Secretary
Title of Officer: Asst. Secretary

Atlantic Richfield Company
12/31/2004
LIST OF OFFICERS & DIRECTORS

Name	Title	Business Address
OFFICERS		
Stephen A Elbert	President	801 WARRENVILLE ROAD LISLE, IL 60532
Debra E Todd	Vice President	801 WARRENVILLE ROAD LISLE, IL 60532
Geoffrey E Stein	Assistant Secretary	4101 WINFIELD RD WARRENVILLE, IL 60555
David L Bell	Legal Adviser	4101 WINFIELD RD WARRENVILLE, IL 60555
Robert J Novaria	Treasurer	4101 WINFIELD RD WARRENVILLE, IL 60555

DIRECTORS		
Stephen A Elbert		801 WARRENVILLE ROAD LISLE, IL 60532
Debra E Todd		801 WARRENVILLE ROAD LISLE, IL 60532
Gregory J Wurtz		801 WARRENVILLE ROAD LISLE, IL 60532



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *34309*		2. Name of Corporation Atlantic Richfield Company			
3. Street Address Principal Business Office 801 WARRENVILLE ROAD			City LISLE	State IL	Zip 60532
4. Business Phone No. 3128564476		5. State of Incorporation DELAWARE		6. SIC Code 1522	
7. Brief Description of the Character of Business Conducted in Rhode Island HYDROCARBONS COMPANY					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name S. E. Elbert		Vice President Name D. E. Todd			
Street Address 801 Warrenville Road		Street Address 801 Warrenville Road			
City Lisle	State IL	Zip 60532	City Lisle	State IL	Zip 60532
Secretary Name D. L. Bell		Treasurer Name D. E. Todd			
Street Address 200 E. Randolph Drive		Street Address 801 Warrenville Road			
City Chicago	State IL	Zip 60601	City Lisle	State IL	Zip 60532
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name R. A. Malone		Director Name S. A. Elbert			
Street Address 333 S. Hope Street		Street Address 801 Warrenville Road			
City Los Angeles	State CA	Zip 90071	City Lisle	State IL	Zip 60532
Director Name S. M. Stash		Director Name D. E. Todd			
Street Address 307 East Park, Suite 400		Street Address 801 Warrenville Road			
City Anaconda	State MT	Zip 59711	City Lisle	State IL	Zip 60532
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,078,089			327,436,320	Common	\$2.50

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



*34309 FBC11/6/02 12:35 PM
FILED
 File Date: APR 08 2003
 Check No.:
 BY: [Signature] 16459
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 3/28/03
 Signature of Officer Date
 D. A. Dowling
 Print or Type Name of Officer
 Assistant Secretary
 Title of Officer

9. NAMES AND ADDRESSES OF THE DIRECTORS (continued)

J. L. Wales
801 Warrenville Road
Lisle, IL 60532

G. J. Wurtz
801 Warrenville Road
Lisle, IL 60532



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *34309*		2. Name of Corporation Atlantic Richfield Company			
3. Street Address Principal Business Office 801 WARRENVILLE ROAD			City LISLE	State IL	Zip 60532
4. Business Phone No. 3128564476		5. State of Incorporation DELAWARE		SIC Code 1522	
7. Brief Description of the Character of Business Conducted in Rhode Island HYDROCARBONS COMPANY					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name S. E. Elbert			Vice President Name D. E. Todd		
Street Address 801 Warrenville Road			Street Address 801 Warrenville Road		
City Lisle	State IL	Zip 60532	City Lisle	State IL	Zip 60532
Secretary Name D. L. Bell			Treasurer Name D. E. Todd		
Street Address 200 E. Randolph Drive			Street Address 801 Warrenville Road		
City Chicago	State IL	Zip 60601	City Lisle	State IL	Zip 60532
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name R. A. Malone			Director Name S. A. Elbert		
Street Address 333 S. Hope Street			Street Address 801 Warrenville Road		
City Los Angeles	State CA	Zip 90071	City Lisle	State IL	Zip 60532
Director Name S. M. Stash			Director Name D. E. Todd		
Street Address 307 East Park, Suite 400			Street Address 801 Warrenville Road		
City Anaconda	State MT	Zip 59711	City Lisle	State IL	Zip 60532
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,078,089			327,436,320	Common	\$2.50

RECEIVED STATE SECRETARY'S OFFICE
 APR 08 2003
 APR 08 2003

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 4 3 0 9 *

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

*34309 FBC11/6/0212 05:51

FILED

File Date: APR 08 2003

Check No. _____

By: [Signature] 316459

FOR SECRETARY OF STATE USE ONLY

[Signature] _____
Signature of Officer Date

D. A. Dowling
Print or Type Name of Officer

Assistant Secretary
Title of Officer

9. NAMES AND ADDRESSES OF THE DIRECTORS (continued)

J. L. Wales
801 Warrenville Road
Lisle, IL 60532

G. J. Wurtz
801 Warrenville Road
Lisle, IL 60532



Due March 1, 2001

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 34309		2. Name of Corporation Atlantic Richfield Company			
3. Street Address Principal Business Office 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601		City	State	Zip	
4. Business Phone No. 312-856-4476		5. State of Incorporation Delaware		6. SIC Code 1522	
7. Brief Description of the Character of Business Conducted in Rhode Island Hydrocarbons Company					

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Robert D. Agdern			Vice President Name James G. Nemeth		
Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601			Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601		
City	State	Zip	City	State	Zip
Secretary Name Debra A. Plumb			Treasurer Name Robert J. Novakia		
Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601			Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601		
City	State	Zip	City	State	Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert D. Agdern			Director Name James G. Nemeth		
Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601			Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601		
City	State	Zip	City	State	Zip
Director Name D. E. Packham			Director Name		
Street Address 200 EAST RANDOLPH DRIVE, CHICAGO, ILLINOIS 60601			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,000,000	Common	\$2.50	327,436,320	Common	2.50
833,776 78,089	Preferred	2.80 3.00	462,425 38,668	Preferred	2.80 3.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 11-13-01
Check No.: 600010216
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 11/13/01
Signature of Officer Date
James L. Siddall
Print or Type Name of Officer
Assistant Secretary
Title of Officer

ATLANTIC RICHFIELD COMPANY
12/31/2001
LIST OF OFFICERS & DIRECTORS

Name	Title	Business Address
OFFICERS & DIRECTORS		
Robert D Agdern	Chairman	200 E RANDOLPH DR CHICAGO, IL 60601
James G Nemeth	Vice President/General Tax Officer	200 E Randolph Dr. Chicago, IL 60601
Robert J Novaria	Assistant Treasurer	200 E RANDOLPH DR CHICAGO, IL 60601
Debra A Plumb	Secretary	200 E RANDOLPH DR CHICAGO, IL 60601
James L Siddall	Assistant Secretary	200 E RANDOLPH DR CHICAGO, IL 60601



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **34309** 2. Name of Corporation **Atlantic Richfield Company**
3. Street Address Principal Business Office **333 South Hope Street** City **Los Angeles** State **CA** Zip **90071**
4. Business Phone No. **213-486-3511** 5. State of Incorporation **DELAWARE** 6. SIC Code **1522**

7. Brief Description of the Character of Business Conducted in Rhode Island
Operation of service station properties

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Michael Wiley Street Address same as above City _____ State _____ Zip _____	Vice President Name Marie L. Knowles Street Address same as above City _____ State _____ Zip _____
Secretary Name Bruce G. Whitmore Street Address same as above City _____ State _____ Zip _____	Treasurer Name Terry G. Dallas Street Address same as above City _____ State _____ Zip _____

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Mike R. Bowlin Street Address same as above City _____ State _____ Zip _____	Director Name _____ Street Address _____ City _____ State _____ Zip _____
Director Name _____ Street Address _____ City _____ State _____ Zip _____	Director Name _____ Street Address _____ City _____ State _____ Zip _____

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) X

Number of Shares	Class/Series	Par Value
600,000,000	Common	\$2.50
78,089	Preference \$3.00	\$1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
326,713,278	Common	\$2.50
40,869	Preference \$3.00	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 4 3 0 9 *

File Date: 2/29/00
Check No.: 119056041
By: RD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Suzanne R. Hull 2/24/2000
Signature of Officer Date
SUZANNE R. HULL
Print or Type Name of Officer
ASSISTANT SECRETARY
Title of Officer

ATLANTIC RICHFIELD COMPANY
As of December 31, 1999

Capital Stock - Authorized and Issued

Shares Authorized:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Authorized Capital</u>
Common	600,000,000	2.50	1,500,000,000
Preference \$3.00	78,089	1.00	78,089
Preference \$2.80	833,776	1.00	833,776
Preferred	75,000,000	0.01	750,000
Total	<u><u>675,911,865</u></u>		<u><u>1,501,661,865</u></u>

Shares Issued:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Stated Capital</u>
Common (1)	326,713,278	2.50	816,783,195
Preference \$3.00	40,869	1.00	40,869
Preference \$2.80	493,126	1.00	493,126
Preferred	0	0.01	0
Total	<u><u>327,247,273</u></u>		<u><u>817,317,190</u></u>

(1) includes 69,413 shares held in Treasury

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Chairman of the Board and Chief Executive Officer:	Mike R. Bowlin 333 South Hope Street Los Angeles, CA 90071	07/01/94
President & Chief Operating Officer	Michael Wiley 333 South Hope Street Los Angeles, CA 90071	11/20/98
Executive Vice President and Chief Financial Officer:	Marie L. Knowles 333 South Hope Street Los Angeles, CA 90071	07/22/96
Executive Vice Presidents:	J. Kenneth Thompson 700 G Street Anchorage, AK 99501	11/20/98
	Donald R. Voelte, Jr. 333 South Hope Street Los Angeles, CA 90071	11/20/98
Senior Vice Presidents:	John H. Kelly 333 South Hope Street Los Angeles, CA 90071	1/27/97
	Kevin O. Meyers 700 G. Street Anchorage, AKL 99501	3/23/98
	Roger E. Truitt 333 South Hope Street Los Angeles, CA 90071	11/20/98
Senior Vice President, General Counsel and Corporate Secretary:	Bruce G. Whitmore 333 South Hope Street Los Angeles, CA 90071	01/01/95
Senior Vice President and Treasurer:	Terry G. Dallas 333 South Hope Street Los Angeles, CA 90071	01/24/94
Vice President and Controller:	Allan L. Comstock 333 South Hope Street Los Angeles, CA 90071	06/01/93
Vice President and General Tax Officer:	Patrick J. Ellingsworth 333 South Hope Street Los Angeles, CA 90071	11/20/98

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Vice President and Investment Officer:	Beverly L. Hamilton 333 South Hope Street Los Angeles, CA 90071	02/25/91
Vice Presidents:	Dodd W. De Camp 333 South Hope Street Los Angeles, CA 90071	11/20/98
	Robert L. Healy 601 Pennsylvania Avenue Washington, D.C. 20004	11/19/96
	Dennis D. Schiffel 333 South Hope Street Los Angeles, CA 90071	11/20/98
	Stephen G. Suellentrop 2300 W. Plano Parkway Plano, TX 75075-8499	11/20/98
	Beverly L. Thelander 333 South Hope Street Los Angeles, CA 90071	11/20/98
Assistant Vice President:	Gary Simming 333 South Hope Street Los Angeles, CA 90071	11/20/98
Associate Corporate Secretary:	Mark J. Friedman 333 South Hope Street Los Angeles, CA 90071	12/1/97
Assistant Corporate Secretary:	Barbara M. Bartoletti 333 South Hope Street Los Angeles, CA 90071	12/19/77
Associate General Tax Officers:	Robert E. McManus 700 G. Street Anchorage, AK 99501	05/04/92
Associate General Tax Officer and Chief Tax Counsel:	Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	05/05/91
Assistant Treasurers:	Denise L. Ramos 333 South Hope Street Los Angeles, CA 90071	3/23/98

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Assistant Secretaries:	Patrick J. Brophy 2300 W. Plano Parkway Plano, TX 75075	05/06/86
	E. Larry Cantu 2300 W. Plano Parkway Plano, TX 75075-8499	05/06/96
	Ian Chate London Square Cross Lanes Guildford Surrey, GUI 1UE United Kingdom	05/05/97
	Suzanne R. Hull 333 South Hope Street Los Angeles, CA 90071	05/04/98
	W. Steven Jones 2300 W. Plano Parkway Plano, TX 75075	05/02/94
	Marc J. Lebovitz 4 Centerpointe Drive La Palma, CA 90623-1066	3/23/98
	Susan D. Liebson 300 Oceangate Long Beach, CA 90802-4341	05/06/96
	Thomas F. Linn 555 17th Street Denver, CO 80202	05/06/86
	John R. Lucas, Jr. 333 South Hope Street Los Angeles, CA 90071	05/05/87
	David W. Marquez 700 G Street Anchorage, AK 99501	05/06/96
Albert C. Metrailler 2300 W. Plano Parkway Plano, TX 75075	5/23/99	
Stephen Molina	05/06/96	

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
	Torre Europa Piso 8 Avenida Francisco de Miranda Campo Alegre Caracas, Venezuela	
	Richard C. Morse 333 South Hope Street Los Angeles, CA 90017	05/07/85
	Norman J. Nadorff 2300 W. Plano Parkway Plano, TX 75075	5/23/99
	Mark E. Nicholls 2300 W. Plano Parkway Plano, TX 75075	3/23/98
	Ronald C. Redcay 333 South Hope Street Los Angeles, CA 90071	05/01/93
	Paul J. Richmond 333 South Hope Street Los Angeles, CA 90017	05/07/85
	Daniel J. Rolf 4 Centerpointe Drive, Suite 200 La Palma, CA 90623-1066	06/22/92
	Eric E. Sigsbey 600 N. Marienfeld Midland, TX 79701	05/06/96
	Harry W. Sullivan, Jr. 2300 W. Plano Parkway Plano, TX 75075	5/23/99
	Antoinette M. Tadolini 700 G Street Anchorage, AK 99501	05/06/96
	Diane A. Ward 333 South Hope Street Los Angeles, CA 90071	05/06/86

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF DIRECTORS

Name/Business Address	Tenure Commenced
Frank D. Boren Sustainable Conservation 45 Belden Place, 3rd Floor San Francisco, CA 94104	07/23/90
Mike R. Bowlin Atlantic Richfield Company 333 South Hope Street Los Angeles, CA 90071	06/22/92
John Gavin 2100 Century Park West, No. 10263 Los Angeles, CA 90067-6900	02/01/89
Kent Kresa Northrop Grumman Corporation 1840 Century Park East Los Angeles, CA 90067	11/01/93
Arnold G. Langbo Kellogg Company P.O. Box 3599 One Kellogg Square Battle Creek, MI 49016	05/04/98
David T. McLaughlin The Gallery - Suite 203 46 Newport Road New London, NH 03257	02/23/93
John B. Slaughter Occidental College 1600 Campus Road Los Angeles, CA 90041	12/18/89
Gary Tooker Motorola, Inc. 1303 E. Algonquin Road Schaumburg, IL 60196	01/26/98
Henry Wendt Quivira Vineyards 4900 West Dry Creek Road Healdsburg, CA 95448-9721	12/01/87
Gayle E. Wilson 2121 Avenue of the Stars, 34 th Floor Los Angeles, CA 90067	01/15/99



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 34309		2. Name of Corporation Atlantic Richfield Company	
3. Street Address Principal Business Office 515 S. Flower Street		City Los Angeles	State CA
4. Business Phone No. (213) 486-3511		5. State of Incorporation DELAWARE	
6. SIC Code 1522			
7. Brief Description of the Character of Business Conducted in Rhode Island General Petroleum			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Michael Wiley		Vice President Name Marie L. Knowles	
Street Address 515 S. Flower Street		Street Address 515 S. Flower Street	
City Los Angeles	State CA	City Los Angeles	State CA
Zip 90071		Zip 90071	
Secretary Name Suzanne R. Hull		Treasurer Name Terry G. Dallas	
Street Address 333 S. Hope Street		Street Address 515 S. Flower Street	
City Los Angeles	State CA	City Los Angeles	State CA
Zip 90071		Zip 90071	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Frank D. Boren		Director Name Mike R. Bowlin	
Street Address 45 Belden Place, 3rd Floor		Street Address 515 S. Flower Street	
City San Francisco	State CA	City Los Angeles,	State ca
Zip 94104		Zip 90071	
Director Name John Gavin		Director Name Kent Kresa	
Street Address 2100 Century Park West, No. 10263		Street Address 1840 Century Park East	
City Los Angeles	State CA	City Los Angeles,	State CA
Zip 90067-6900		Zip 90067	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) X		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) X	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Par Value	
see attached		see attached	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: May 22, 99
 Check No.: 119043798
 By: [Signature]
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
 Signature of Officer: Suzanne R. Hull Date: 3/1/99
 SUZANNE R. HULL
 Print or Type Name of Officer
 Assistant Secretary
 Title of Officer

ATLANTIC RICHFIELD COMPANY
As of December 31, 1998

Capital Stock - Authorized and Issued

Shares Authorized:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Authorized Capital</u>
Common	600,000,000	2.50	1,500,000,000
Preference \$3.00	78,089	1.00	78,089
Preference \$2.80	833,776	1.00	833,776
Preferred	75,000,000	0.01	750,000
Total	<u>675,911,865</u>		<u>1,501,661,865</u>

Shares Issued:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Stated Capital</u>
Common (1)	325,902,559	2.50	814,756,398
Preference \$3.00	51,608	1.00	51,608
Preference \$2.80	573,336	1.00	573,336
Preferred	0	0.01	0
Total	<u>326,527,503</u>		<u>815,381,342</u>

(1) includes 80,350 shares held in Treasury

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **34309** 2. Name of Corporation **Atlantic Richfield Company**

3. Street Address Principal Business Office **515 SOUTH FLOWER STREET** City **LOS ANGELES** State **CA** Zip **90071**
4. Business Phone No. **(213) 386-1443** 5. State of Incorporation **DELAWARE** 6. SIC Code **1522**

7. Brief Description of the Character of Business Conducted in Rhode Island

HYDROCARBONS

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name WILLIAM E. WADE, JR. Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071	Vice President Name MARIE L. KNOWLES Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071
Asst. Secty. BARBARA M. BAROLETTI Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071	Treasurer Name TERRY G. DALLAS Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name MIKE R. BOWLIN Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071	Director Name ANTHONY G. FERNANDES Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071
Director Name MARIE L. KNOWLES Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071	Director Name WILLIAM E. WADE, JR. Street Address 515 SOUTH FLOWER STREET City LOS ANGELES State CA Zip 90071

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	600,000,000	COMMON	2.50

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	160,831,190	COMMON	2.50

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2.23.98
Check No.: 38202
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: [Signature] Date: 2/10/98
BARBARA M. BAROLETTI
Print or Type Name of Officer
ASSISTANT SECRETARY
Title of Officer

ATLANTIC RICHFIELD COMPANY
 FEIN: 23-0371610
 LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Chairman of the Board and Chief Executive Officer:	Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	07/01/94
President	William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	01/26/98
Executive Vice President and Chief Financial Officer:	Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	07/22/96
Executive Vice Presidents:	Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
	J. Kenneth Thompson 700 G Street Anchorage, AK 99501	11/20/98
	Michael E. Wiley 515 South Flower Street Los Angeles, CA 90071	05/05/97
Senior Vice Presidents:	Harrell L. Bilhartz, Jr. 2300 W. Plano Parkway Plano, TX 75075-8499	07/23/90
	John B. Cheatham 2300 W. Plano Parkway Plano, TX 75075-8499	11/20/95
	Mark L. Hazelwood 515 South Flower Street Los Angeles, CA 90071	07/28/97
	John H. Kelly 515 South Flower Street Los Angeles, CA 90071	1/27/97
	Stephen R. Mut 515 South Flower Street Los Angeles, CA 90071	09/26/94
	John M. Slater 555 17th Street Denver, CO 80202	07/28/97

ATLANTIC RICHFIELD COMPANY
 FEIN: 23-0371610
 LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
	Roger E. Truitt 333 South Hope Street Los Angeles, CA 90071	11/20/98
	Donald R. Voelte 515 South Flower Street Los Angeles, CA 90071	05/05/97
Senior Vice President, General Counsel and Corporate Secretary:	Bruce G. Whitmore 515 South Flower Street Los Angeles, CA 90071	01/01/95
Senior Vice President and Treasurer:	Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	01/24/94
Vice President and Controller:	Allan L. Comstock 515 South Flower Street Los Angeles, CA 90071	06/01/93
Vice President and General Tax Officer:	Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	11/20/98
Vice President and Investment Officer:	Beverly L. Hamilton 555 South Flower Street Los Angeles, CA 90071	02/25/91
Vice Presidents:	Dodd W. De Camp 515 South Flower Street Los Angeles, CA 90071	11/20/98
	Robert L. Healy 601 Pennsylvania Avenue Washington, D.C. 20004	11/19/96
Assistant Vice President:	John J. Coffey 4 Centerpointe Dr., Suite 200 La Palma, CA 90623-1066	05/03/93
Associate Corporate Secretary:	Mark J. Friedman 515 South Flower Street Los Angeles, CA 90071	12/1/97
Assistant Corporate Secretary:	Barbara M. Bartoletti 515 South Flower Street	12/19/77

ATLANTIC RICHFIELD COMPANY
 FEIN: 23-0371610
 LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
	Los Angeles, CA 90071	
Associate General Tax Officers:	Robert E. McManus 700 G. Street Anchorage, AK 99501	05/04/92
	Leslye B. Nunnelly 333 South Hope Street Los Angeles, CA 90017	05/02/88
	Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	05/05/91
Assistant Treasurer:	Charles P. Cooley 515 South Flower Street Los Angeles, CA 90071	06/28/93
Assistant Secretaries:	Patricia N. Boinski 601 Pennsylvania Ave. NW Suite 400 Washington, DC 20004	05/06/89
	Patrick J. Brophy 2300 W. Plano Parkway Plano, TX 75075	05/06/86
	E. Larry Cantu 2300 W. Plano Parkway Plano, TX 75075-8499	05/06/96
	Ian Chate London Square Cross Lanes Guildford Surrey, GUI 1UE United Kingdom	05/05/97
	James R. Coffee 515 South Flower Street Los Angeles, CA 90071	05/07/85
	Patricia B. Fisher 555 17th Street Denver, CO 80202	05/06/96
	W. Steven Jones	05/02/94

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
	2300 W. Plano Parkway Plano, TX 75075	
	Susan D. Liebson 300 Oceangate Long Beach, CA 90802-4341	05/06/96
	Thomas F. Linn 555 17th Street Denver, CO 80202	05/06/86
	John R. Lucas, Jr. 515 South Flower Street Los Angeles, CA 90071	05/05/87
	Roderick W. Macdonald 2300 W. Plano Parkway Plano, TX 75075	05/05/87
	David W. Marquez 700 G Street Anchorage, AK 99501	05/06/96
	Stephen Molina Torre Europa Piso 8 Avenida Francisco de Miranda Campo Alegre Caracas, Venezuela	05/06/96
	Karen R. Monroe 15600 JFK Blvd., Suite 300 Houston, TX 77032	05/06/96
	Richard C. Morse 333 South Hope Street Los Angeles, CA 90017	05/07/85
	Ronald C. Redcay 515 South Flower Street Los Angeles, CA 90071	05/01/93
	Paul J. Richmond 333 South Hope Street Los Angeles, CA 90017	05/07/85
	Thomas C. Roantree III	05/01/89

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
	515 South Flower Street Los Angeles, CA 90071	
	Joan I. Rose 4 Centerpointe Drive La Palma, CA 90623-1066	05/05/97
	Daniel J. Rolf 4 Centerpointe Drive, Suite 200 La Palma, CA 90623-1066	06/22/92
	Eric E. Sigsbey 600 N. Marrenfeld Midland, TX 79701	05/06/96
	Antoinette M. Tadolini 700 G Street Anchorage, AK 99501	05/06/96
	Diane A. Ward 515 South Flower Street Los Angeles, CA 90071	05/06/86

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610

LIST OF DIRECTORS

<u>Name/Business Address</u>	<u>Tenure Commenced</u>
Gary Tooker - Chairman of the Board Motorola, Inc. 1303 E. Algonquin Road Schaumburg, IL 60196	01/26/98
Frank D. Boren Sustainable Conservation 45 Belden Place, 3rd Floor San Francisco, CA 94104	07/23/90
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	06/22/92
Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
John Gavin 550 S. Hope Street Suite 1950 Los Angeles, CA 90071	02/01/89
Hanna H. Gray Department of History The University of Chicago 1126 East 59th Street Chicago, IL 60637	06/28/82
Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	07/22/96
Kent Kresa Northrop Grumman Corp. 1840 Century Park East Los Angeles, CA 90067	11/01/93
David T. McLaughlin The Aspen Institute Carmichael Road Queenstown, MD 21658	02/23/93
John B. Slaughter Occidental College 1600 Campus Road Los Angeles, CA 90041	12/18/89

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610

LIST OF DIRECTORS

<u>Name/Business Address</u>	<u>Tenure Commenced</u>
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	06/28/93
Henry Wendt Quivira Vineyards 4900 West Dry Creek Road Healdsburg, CA 95448-9721	12/01/87
Michael E. Wiley 515 South Flower Street Los Angeles, CA 90071	6/23/97



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **34309** 2. Name of Corporation **Atlantic Richfield Company**

3. Street Address Principal Business Office **515 SOUTH FLOWER STREET** City **LOS ANGELES** State **CA** Zip **90071**
4. Business Phone No. **(213) 486-1443** 5. State of Incorporation **DELAWARE** 6. SIC Code **1522**

7. Brief Description of the Character of Business Conducted in Rhode Island

HYDROCARBONS

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name MIKE R. BOWLIN Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071	Vice President Name MARIE L. KNOWLES Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071
Secretary Name KATHLEEN A. KINGSBURY Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071	Treasurer Name TERRY G. DALLAS Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name MIKE R. BOWLIN Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071	Director Name FRANK D. BOREN Street Address 45 BELDEN PL, 3RD FLOOR City State Zip SAN FRANCISCO CA 94104
Director Name LODWRICK M. COOK Street Address 515 SOUTH FLOWER STREET City State Zip LOS ANGELES CA 90071	Director Name RICHARD H. DEIHL Street Address 800 E. COLORADO BLVD., STE. 540 City State Zip PASADENA CA 91101

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600,000,000	COMMON	2.50	160,831,190	common	2.50
78,089	Preferred \$3.00	1.00	66,376	Preferred \$3.00	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 4 3 0 9 *

File Date: 3/6/97
Check No.: 36255
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/10/97
Signature of Officer Date

BARBARA M BARTOLETTI
Print or Type Name of Officer
ASSISTANT SECRETARY
Title of Officer

ATLANTIC RICHFIELD COMPANY

As of December 31, 1995

Capital Stock - Authorized and Issued**Shares Authorized:**

	<u>Shares</u>	<u>(\$) Par Value</u>	<u>(\$) Authorized Capital</u>
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.00	78,089	1.00	78,089
Preferred \$2.80	833,776	1.00	833,776
Preferred	75,000,000	0.01	750,000
Total	<u>675,911,865</u>		<u>1,501,661,865</u>

Shares Issued:

	<u>Shares</u>	<u>(\$) Par Value</u>	<u>(\$) Stated Capital</u>
Common (1)	160,831,190	2.50	402,077,975
Preferred \$3.00	66,376	1.00	66,376
Preferred \$2.80	731,055	1.00	731,055
Preferred	0	0.01	0
Total	<u>161,628,621</u>		<u>402,875,406</u>

(1) Net of 48,575 shares of Treasury Stock

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Chairman of the Board and Chief Executive Officer:	Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	07/01/94
Executive Vice President and Chief Financial Officer:	Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	07/22/96
Executive Vice Presidents:	Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
	William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	06/01/93
Senior Vice Presidents:	Harrell L. Bilhartz, Jr. 2300 W. Plano Parkway Plano, TX 75075-8499	07/23/90
	John B. Cheatham 2300 W. Plano Parkway Plano, TX 75075-8499	11/20/95
	Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	06/27/88
	John H. Kelly 515 South Flower Street Los Angeles, CA 90071	1/27/97
	Stephen R. Mut 515 South Flower Street Los Angeles, CA 90071	09/26/94
	William R. Rusnack 1055 W. Seventh Street Los Angeles, CA 90017	07/23/90
	J. Kenneth Thompson 700 G Street Anchorage, AK 99501	06/27/94
Senior Vice President, General Counsel and Corporate Secretary:	Bruce G. Whitmore 515 South Flower Street Los Angeles, CA 90071	01/01/95

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Senior Vice President and Treasurer:	Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	01/24/94
Vice President and Controller	Allan L. Comstock 515 South Flower Street Los Angeles, CA 90071	08/01/93
Vice President and General Tax Officer:	Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	03/25/91
Vice President and Investment Officer:	Beverly L. Hamilton 555 South Flower Street Los Angeles, CA 90071	02/25/91
Vice Presidents:	Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	09/23/85
	Robert L. Healy 601 Pennsylvania Avenue Washington, D.C. 20004	11/19/96
Assistant Vice President:	John J. Coffey 4 Centerpointe Dr., Suite 200 La Palma, CA 90623-1068	05/03/93
Associate Corporate Secretary:	Kathleen A. Kingsbury 515 South Flower Street Los Angeles, CA 90071	10/24/94
Assistant Corporate Secretary:	Barbara M. Bartoletti 515 South Flower Street Los Angeles, CA 90071	12/19/77
Assistant Controller:	Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	01/28/91
Associate General Tax Officer and Chief Tax Attorney:	Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	05/01/89
Associate General Tax Officers:	Robert E. McManus 700 G. Street Anchorage, AK 99501	05/04/92

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Associate General Tax Officers (cont'd):	Leslye B. Nunnely 1055 W. Seventh Street Los Angeles, CA 90017	05/02/88
	Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	05/05/91
Assistant Treasurers:	Charles P. Cooley 515 South Flower Street Los Angeles, CA 90071	08/28/93
	George S. Davis 515 South Flower Street Los Angeles, CA 90071	02/06/95
	Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	05/01/89
Assistant Secretaries:	Patricia N. Boinski 601 Pennsylvania Ave. NW Suite 400 Washington, DC 20004	05/06/89
	Patrick J. Brophy 2300 W. Plano Parkway Plano, TX 75075	05/06/86
	E. Larry Cantu 2300 W. Plano Parkway Plano, TX 75075-8499	05/06/96
	James R. Coffee 515 South Flower Street Los Angeles, CA 90071	05/07/85
	Patricia B. Fisher 555 17th Street Denver, CO 80202	05/06/96
	W. Steven Jones 2300 W. Plano Parkway Plano, TX 75075	05/02/94
	Susan D. Liebson 300 Oceangate Long Beach, CA 90802-4341	05/06/96

ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS

Title	Name/Business Address	Tenure Commenced
Assistant Secretaries (cont'd):	Thomas F. Linn 555 17th Street Denver, CO 80202	05/06/86
	John R. Lucas, Jr. 515 South Flower Street Los Angeles, CA 90071	05/05/87
	Roderick W. Macdonald 2300 W. Plano Parkway Plano, TX 75075	05/05/87
	David W. Marquez 700 G Street Anchorage, AK 99501	05/06/96
	Stephen Molina 2300 W. Plano Parkway Plano, TX 75075	05/06/96
	Karen R. Monroe 15600 JFK Blvd., Suite 300 Houston, TX 77032	05/06/96
	Richard C. Morse 1055 W. Seventh Street Los Angeles, CA 90017	05/07/85
	Ronald C. Redcay 515 South Flower Street Los Angeles, CA 90071	05/01/93
	Paul J. Richmond 1055 W. Seventh Street Los Angeles, CA 90017	05/07/85
	Thomas C. Roantree III 515 South Flower Street Los Angeles, CA 90071	05/01/89
	Daniel J. Rolf 4 Centerpointe Drive, Suite 200 La Palma, CA 90623-1066	06/22/92
	Eric E. Sigsbey 600 N. Marienfeld Midland, TX 79701	05/06/96

**ATLANTIC RICHFIELD COMPANY
FEIN: 23-0371610
LIST OF OFFICERS**

Title	Name/Business Address	Tenure Commenced
Assistant Secretaries (cont'd):	Antoinette M. Tadolini 700 G Street Anchorage, AK 99501	05/06/98
	Diane A. Ward 515 South Flower Street Los Angeles, CA 90071	05/06/88

List of Directors

Name/Business Address	Tenure Commenced
Frank D. Boren Sustainable Conservation 45 Belden Place, 3rd Floor San Francisco, CA 94104	07/23/90
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	06/22/92
Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	06/23/80
Richard H. Deihl 800 E. Colorado Blvd. Suite 540 Pasadena, CA 91101	02/23/87
Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
John Gavin 550 S. Hope Street Suite 1950 Los Angeles, CA 90071	02/01/89
Hanna H. Gray Department of History The University of Chicago 1126 East 59th Street Chicago, IL 60637	06/28/82
Philip M. Hawley 444 S. Flower St., Ste. 2280 Los Angeles, CA 90071	12/16/75
Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	07/22/96
Kent Kresa Northrop Grumman Corporation 1840 Century Park East Los Angeles, CA 90067	11/01/93

List of Directors

Name/Business Address	Tenure Commenced
David T. McLaughlin The Aspen Institute Carmichael Road Queenstown, MD 21658	02/23/93
John B. Slaughter Occidental College 1600 Campus Road Los Angeles, CA 90041	12/18/89
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	06/28/93
Henry Wendt c/o Quivira Vineyards 4900 West Dry Creek Road Healdsburg, CA 95448-9721	12/01/87

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 34309		2. NAME OF CORPORATION Atlantic Richfield Company			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 515 SOUTH FLOWER STREET			CITY LOS ANGELES	STATE CA	ZIP CODE 90071
4. BUSINESS PHONE NO. (213) 486-1443		5. STATE OF INCORPORATION DELAWARE			6. SIC CODE 1522

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
HYDROCARBONS

8. NAMES AND ADDRESSES OF THE OFFICERS		
PRESIDENT NAME <u>MIKE R. BOWLIN</u>		VICE PRESIDENT NAME <u>RONALD J. ARNAULT</u>
STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>		STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>
CITY <u>LOS ANGELES</u>	STATE <u>CA</u>	ZIP CODE <u>90071</u>
SECRETARY NAME <u>BRUCE G. WHITMORE</u>		TREASURER NAME <u>TERRY G. DALLAS</u>
STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>		STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>
CITY <u>LOS ANGELES</u>	STATE <u>CA</u>	ZIP CODE <u>90071</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS		
DIRECTOR NAME <u>MIKE R. BOWLIN</u>		DIRECTOR NAME <u>RONALD J. ARNAULT</u>
STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>		STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>
CITY <u>LOS ANGELES</u>	STATE <u>CA</u>	ZIP CODE <u>90071</u>
DIRECTOR NAME <u>FRANK D. BOREN</u>		DIRECTOR NAME <u>LODWRICK M. COOK</u>
STREET ADDRESS <u>45 BELDEN PL 3rd FL</u>		STREET ADDRESS <u>515 SOUTH FLOWER STREET</u>
CITY <u>SAN FRANCISCO</u>	STATE <u>CA</u>	ZIP CODE <u>94104</u>

10. SHARES AUTHORIZED AND ISSUED			10. SHARES AUTHORIZED AND ISSUED		
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
SEE ATTACHED SCHEDULE					

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Barbara M Hinds
Signature of Officer

BARBARA M. HINDS
Print or Type Name of Officer

ASSISTANT SECRETARY 2/13/96
Title of Officer Date

File Date: 3/19/96

Check No: 34353

By: [Signature]
For Secretary of State Use Only

List of Directors

<u>Name/Business Address</u>	<u>Tenure Commenced</u>
Ronald J. Amault 515 South Flower Street Los Angeles, CA 90071	10/26/87
Frank D. Boren Sustainable Conservation 45 Belden Place, 3rd Floor San Francisco, CA 94104	07/23/90
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	06/22/92
Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	06/23/80
Richard H. Deihl 800 E. Colorado Blvd. Suite 540 Pasadena, CA 91101	02/23/87
Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
John Gavin 550 S. Hope Street Suite 1950 Los Angeles, CA 90071	02/01/89
Hanna H. Gray Department of History The University of Chicago 1126 East 59th Street Chicago, IL 60637	06/28/82
Philip M. Hawley 444 S. Flower St., Ste. 2280 Los Angeles, CA 90071	12/16/75
Kent Kresa Northrop Grumman Corporation 1840 Century Park East Los Angeles, CA 90067	11/01/93

List of Directors

Name/Business Address	Tenure Commenced
David T. McLaughlin The Aspen Institute Carmichael Road Queenstown, MD 21658	02/23/93
John B. Slaughter Occidental College 1600 Campus Road Los Angeles, CA 90041	12/18/89
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	06/28/93
Henry Wendt c/o Quivira Vineyards 4900 West Dry Creek Road Healdsburg, CA 95448-9721	12/01/87

List of Officers

Name/Title/ Business Address	Tenure Commenced
Chairman of the Board President, Chief Executive Officer and Chief Operating Officer:	
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	07/01/94
Executive Vice President and Chief Financial Officer:	
Ronald J. Amault 515 South Flower Street Los Angeles, CA 90071	06/22/92
Executive Vice Presidents:	
Anthony G. Fernandes 515 South Flower Street Los Angeles, CA 90071	09/26/94
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	06/01/93
Senior Vice Presidents:	
Harrell L. Bilhartz, Jr. 2300 W. Plano Parkway Plano, TX 75075-8499	07/23/90
E. Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	07/23/90
Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	06/27/88
Marlan W. Downey 2300 W. Plano Parkway Plano, TX 75075	06/22/92

List of Officers

Name/Title/ Business Address	Tenure Commenced
Senior Vice Presidents (cont'd):	
Marie L. Knowles 300 Oceangate Long Beach, CA 90802	06/01/93
Stephen R. Mut 555 17th Street Denver, CO 80202	09/26/94
William R. Rusnack 1055 W. Seventh Street Los Angeles, CA 90017	07/23/90
J. Kenneth Thompson 700 G Street Anchorage, AK 99501	06/27/94
Thomas W. Velleca 2300 W. Plano Parkway Plano, TX 75075	09/26/94
Senior Vice President, General Counsel and Corporate Secretary	
Bruce G. Whitmore 515 South Flower Street Los Angeles, CA 90071	01/01/95
Vice President and Controller:	
Allan L. Comstock 515 South Flower Street Los Angeles, CA 90071	06/01/93
Vice President and Treasurer:	
Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	01/24/94

List of Officers

Name/Title/ Business Address	Tenure Commenced
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**Vice President and
General Tax Officer:**

Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	03/25/91
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**Vice President and
Investment Officer:**

Beverly L. Hamilton 555 South Flower Street Los Angeles, CA 90071	02/25/91
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Vice Presidents:

Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	09/23/85
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Linda G. Havard 515 South Flower Street Los Angeles, CA 90071	01/24/94
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John H. Kelly 515 South Flower Street Los Angeles, CA 90071	06/01/93
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Robert J. Trunek 515 South Flower Street Los Angeles, CA 90071	01/24/94
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Assistant Vice President:

John J. Coffey 4 Centerpointe Dr., Ste. 200 La Palma, CA 90623-1066	05/03/93
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Associate Corporate Secretary:

Kathleen A. Kingsbury 515 South Flower Street Los Angeles, CA 90071	10/24/94
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List of Officers

Name/Title/ Business Address	Tenure Commenced
Assistant Corporate Secretary:	
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	12/19/77
Assistant Controller:	
Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	01/28/91
Associate General Tax Officer and Chief Tax Attorney:	
Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	05/01/89
Associate General Tax Officers:	
Robert E. McManus 700 G Street Anchorage, AK 99501	05/04/92
Leslye B. Nunnally 1055 W. Seventh Street Los Angeles, CA 90017	05/02/88
Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	05/05/91
Assistant Treasurers:	
Charles P. Cooley 515 South Flower Street Los Angeles, CA 90071	06/28/93
George S. Davis 515 South Flower Street Los Angeles, CA 90071	02/06/95
Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	05/01/89

List of Officers

Name/Title/ Business Address	Tenure Commenced
Assistant Secretaries:	
Patricia N. Boinski Suite 400 601 Pennsylvania Ave. NW Washington, DC 20004	05/06/89
Patrick J. Brophy 2300 W. Plano Parkway Plano, TX 75075	05/06/86
James R. Coffee 515 South Flower Street Los Angeles, CA 90071	05/07/85
Colin C. Howard 700 G Street Anchorage, AK 99501	05/07/85
W. Steven Jones 300 Oceangate Long Beach, CA 90802-4341	05/02/94
Thomas F. Linn 555 17th Street Denver, CO 80202	05/06/86
John R. Lucas, Jr. 515 South Flower Street Los Angeles, CA 90071	05/03/93
Roderick W. Macdonald 2300 W. Plano Parkway Plano, TX 75075	05/05/87
Richard C. Morse 1055 W. Seventh Street Los Angeles, CA 90017	05/07/85
Ronald C. Redcay 515 South Flower Street Los Angeles, CA 90071	05/01/93
Paul J. Richmond 1055 W. Seventh Street Los Angeles, CA 90017	05/07/85

List of Officers

<u>Name/Title/ Business Address</u>	<u>Tenure Commenced</u>
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Assistant Secretaries (cont'd):

Thomas C. Roantree III
2300 W. Plano Parkway
Plano, TX 75075

05/01/89

Daniel J. Rolf
4 Centerpointe Dr., Ste. 200
La Palma, CA 90623-1068

06/22/92

Ronald T. Sponberg
600 N. Marienfeld
P.O. Box 1610
Midland, TX 79701

05/02/92

Diane A. Ward
515 South Flower Street
Los Angeles, CA 90071

05/06/86

CAPITALIZATION

Authorized:

Number of Shares	Class	Par Value
600,000,000	Common	\$2.50
833,776	\$2.80 Preference	\$1.00
78,089	\$3.00 Preference	\$1.00
75,000,000	Preferred	\$.01

Issued:

Number of Shares	Class	Par Value
160,879,765	Common	\$2.50
731,055	\$2.80 Preference	\$1.00
66,376	\$3.00 Preference	\$1.00
0	Preferred	\$.01



ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0034303 Annual Report for the year: 1995

Name of Corporation: Atlantic Richfield Company

Business entity organized under the laws of the State of: DELAWARE

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:
515 SOUTH FLOWER STREET
LOS ANGELES, CA 90071

Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

Phone: (213) 486-1443

Brief statement of the character of business conducted in Rhode Island:
HYDROCARBONS

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
C T CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE, RI 02903
Phone: (401) 861-7400

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE

SEE ATTACHED SCHEDULE

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

SEE ATTACHED SCHEDULE

NUMBER OF SHARES AUTHORIZED (Rider may be attached) NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares Class / Series Number of Shares Class / Series

SEE ATTACHED SCHEDULE

Date FEBRUARY 24, 19 95

By:

ALLEN C. HOLMES

PRINT OR TYPE NAME OF OFFICER SIGNING

VICE PRESIDENT & GENERAL TAX OFFICER

TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

FILED

MAR 06 1995

By ee 31381

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
Chairman of the Board		
Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	07/01/94
President, Chief Executive Officer and Chief Operating Officer:		
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	07/01/94
Executive Vice President and Chief Financial Officer:		
Ronald J. Amault 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/22/92
Executive Vice Presidents:		
Anthony G. Fenandes 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	09/26/94
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/01/93
Senior Vice Presidents:		
Harrell L. Bilhartz, Jr. 2300 W. Plano Parkway Plano, TX 75075-8499	[REDACTED]	07/23/90
E. Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	07/23/90
Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/27/88

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
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Senior Vice Presidents (cont'd):

Marlan W. Downey
2300 W. Plano Parkway
Plano, TX 75075

[REDACTED]

06/22/92

Marie L. Knowles
300 Oceangate
Long Beach, CA 90802

[REDACTED]

06/01/93

Stephen R. Mut
555 17th Street
Denver, CO 80202

[REDACTED]

09/26/94

William R. Rusnack
1055 W. Seventh Street
Los Angeles, CA 90017

[REDACTED]

07/23/90

J. Kenneth Thompson
700 G Street
Anchorage, AK 99501

[REDACTED]

06/27/94

Thomas W. Velleca
2300 W. Plano Parkway
Plano, TX 75075

[REDACTED]

09/26/94

**Senior Vice President, General
Counsel and Corporate Secretary**

Bruce G. Whitmore
515 South Flower Street
Los Angeles, CA 90071

[REDACTED]

01/01/95

Vice President and Controller:

Allan L. Comstock
515 South Flower Street
Los Angeles, CA 90071

[REDACTED]

06/01/93

Vice President and Treasurer:

Terry G. Dallas
515 South Flower Street
Los Angeles, CA 90071

[REDACTED]

01/24/94

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
Vice Presidents:		
Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	09/23/85
Linda G. Havard 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	01/24/94
John H. Kelly 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/01/93
Robert J. Trunek 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	01/24/94
Vice President and General Tax Officer:		
Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	03/25/91
Vice President and Investment Officer:		
Beverly L. Hamilton 555 South Flower Street Los Angeles, CA 90071	[REDACTED]	02/25/91
Assistant Vice President:		
John J. Coffey 4 Centerpointe Dr., Ste. 200 La Palma, CA 90623-1066	[REDACTED]	05/03/93
Associate Corporate Secretary:		
Kathleen A. Kingsbury 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	10/24/94

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
Assistant Corporate Secretary:		
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	12/19/77
Assistant Controller:		
Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	01/28/91
Associate General Tax Officer and Chief Tax Attorney:		
Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	05/01/89
Associate General Tax Officers:		
Robert E. McManus 700 G Street Anchorage, AK 99501	[REDACTED]	05/04/92
Leslye B. Nunnally 1055 W. Seventh Street Los Angeles, CA 90017	[REDACTED]	05/02/88
Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	[REDACTED]	05/05/91
Assistant Treasurers:		
Charles P. Cooley 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/28/93
Edgar H. Germer 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/06/86
Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	05/01/89

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
Assistant Secretaries:		
Patricia N. Boinski Suite 400 601 Pennsylvania Ave. NW Washington, DC 20004	[REDACTED]	05/06/89
Patrick J. Brophy 2300 W. Plano Parkway Plano, TX 75075	[REDACTED]	05/06/86
James R. Coffee 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	05/07/85
Albert D. Hoppe 15375 Memorial Drive Houston, TX 77079	[REDACTED]	05/06/86
Colin C. Howard 700 G Street Anchorage, AK 99501	[REDACTED]	05/07/85
W. Steven Jones 300 Oceangate Long Beach, CA 90802-4341	[REDACTED]	05/02/94
Thomas F. Linn 555 17th Street Denver, CO 80202	[REDACTED]	05/06/86
John R. Lucas, Jr. 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	05/03/93
Roderick W. Macdonald 2300 W. Plano Parkway Plano, TX 75075	[REDACTED]	05/05/87
Robert Stephen Molina 2300 W. Plano Parkway Plano, TX 75075	[REDACTED]	05/03/93
Richard C. Morse 1055 W. Seventh Street Los Angeles, CA 90017	[REDACTED]	05/07/85

List of Officers

Name/Title/ Business Address	S.S. Number	Tenure Commenced
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Assistant Secretaries (cont'd):

Ronald C. Redcay
515 South Flower Street
Los Angeles, CA 90071

[REDACTED]

05/01/93

Paul J. Richmond
1055 W. Seventh Street
Los Angeles, CA 90017

[REDACTED]

05/07/85

Thomas C. Roantree III
2300 W. Plano Parkway
Plano, TX 75075

[REDACTED]

05/01/89

Daniel J. Rolf
4 Centerpointe Dr., Ste. 200
La Palma, CA 90623-1066

[REDACTED]

06/22/92

Ronald T. Sponberg
600 N. Marienfeld
P.O. Box 1610
Midland, TX 79701

[REDACTED]

05/02/92

Kathleen Trachte
300 Oceangate
Long Beach, CA 90802

[REDACTED]

05/07/90

Diane A. Ward
515 South Flower Street
Los Angeles, CA 90071

[REDACTED]

05/06/86

List of Directors

<u>Name/Business Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Ronald J. Arnault 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	10/26/87
Frank D. Boren Sustainable Conservation 45 Belden Place, 3rd Floor San Francisco, CA 94104	[REDACTED]	07/23/90
Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/22/92
Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/23/80
Richard H. Deihl 800 E. Colorado Blvd. Suite 540 Pasadena, CA 91101	[REDACTED]	02/23/87
Anthony G. Fenandes 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	09/26/94
John Gavin 550 S. Hope Street Suite 1950 Los Angeles, CA 90071	[REDACTED]	02/01/89
Hanna H. Gray Department of History The University of Chicago 1126 East 59th Street Chicago, IL 60637	[REDACTED]	06/28/82
Philip M. Hawley 444 S. Flower St., Ste. 2280 Los Angeles, CA 90071	[REDACTED]	12/16/75
William F. Kieschnick 515 S. Flower Street, #5099 Los Angeles, CA 90071	[REDACTED]	09/18/73

List of Directors

Name/Business Address	S.S. Number	Tenure Commenced
Kent Kresa Northrop Grumman Corporation 1840 Century Park East Los Angeles, CA 90067	[REDACTED]	11/01/93
David T. McLaughlin The Aspen Institute Carmichael Road Queenstown, MD 21658	[REDACTED]	02/23/93
John B. Slaughter Occidental College 1600 Campus Road Los Angeles, CA 90041	[REDACTED]	12/18/89
William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	[REDACTED]	06/28/93
Hicks B. Waldron P.O. Box 1205 Farmington, CT 06034	[REDACTED]	02/24/86
Henry Wendt c/o Quivira Vineyards 49900 West Dry Creek Road Healdsburg, CA 95448-9721	[REDACTED]	12/01/87

ATLANTIC RICHFIELD COMPANY
As of December 31, 1994

Capital Stock - Authorized and Issued

Shares Authorized:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Authorized Capital</u>
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.00	78,089	1.00	78,089
Preferred \$2.80	833,776	1.00	833,776
Preferred	75,000,000	0.01	750,000
Total	<u><u>675,911,865</u></u>		<u><u>1,501,661,865</u></u>

Shares Issued:

	<u>Shares</u>	(\$) <u>Par Value</u>	(\$) <u>Stated Capital</u>
Common (1)	160,753,966	2.50	401,884,915
Preferred \$3.00	73,721	1.00	73,721
Preferred \$2.80	794,796	1.00	794,796
Preferred	0	0.01	0
Total	<u><u>161,622,483</u></u>		<u><u>402,753,432</u></u>

(1) Net of 46,171 shares of Treasury Stock

State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

Corporate ID: 0034309 Annual Report for the year: 1994

Name of Business Entity: Atlantic Richfield Company

Business entity organized under the laws of the State of: DELAWARE

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:
515 SOUTH FLOWER STREET

LOS ANGELES, CA 90071

Phone: (213) 486-1443

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

C T CORPORATION SYSTEM

123 DYER STREET

PROVIDENCE, RI 02903

Phone: (401) 861-7400

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

MELODYE A. FAIRCHILD, STATE TAX MANAGER

TAX DEPARTMENT, AP-4819

515 SOUTH FLOWER STREET

LOS ANGELES, CA 90071

Brief statement of the character of business conducted in Rhode Island

HYDROCARBONS

Date of Organization: 03-14-85

Date of Qualification to do business in Rhode Island (if foreign entity):
04-30-85

THE NAMES OF THE OFFICERS ARE:

OFFICER TYPE	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input type="checkbox"/> PRESIDENT (Check One)			
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input type="checkbox"/> VICE PRESIDENT (Check One)			
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input type="checkbox"/> SECRETARY (Check One)			
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input type="checkbox"/> TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER	NUMBER
CLASS	CLASS
SERIES	SERIES
PAR VALUE OR WITHOUT PAR	PAR VALUE OR WITHOUT PAR

SCHEDULE ATTACHED

FILED
FEB 22 1994
BY 64119B

Date FEBRUARY 16, 19 94

By: Allen C. Holmes

ALLEN C. HOLMES
PRINT OR TYPE NAME OF OFFICER SIGNING
VICE PRESIDENT AND GENERAL TAX OFFICER

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
--	-------------------------------------	-----------------------------	--------------------------------------

**Chairman of the Board and
Chief Executive Officer:**

Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		1/01/86
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**President and
Chief Operating Officer:**

Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	14961 Corona Del Mar Pacific Palisades, CA 90272		6/22/92
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**Executive Vice President and
Chief Financial Officer:**

Ronald J. Arnault 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
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Executive Vice Presidents:

James A. Middleton 515 South Flower Street Los Angeles, CA 90071	574 Chapala Drive Pacific Palisades, CA 90272		10/26/87
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William E. Wade, Jr. 515 South Flower Street Los Angeles, CA 90071	333 No. San Rafael Pasadena, CA 91105		05/05/87
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Senior Vice Presidents:

Harrell L. Bilhartz, Jr. 700 G Street Anchorage, AK 99501	2131 Sontrom Drive Anchorage, AK 99517		07/23/90
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List of Officers

Name/Title/ Business Address =====:	Residential Address =====	S.S. Number =====:	Tenure Commenced =====:
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Senior Vice Presidents (cont'd):

Edward Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90069		07/23/90
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Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
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Marlan W. Downey 2300 W. Plano Parkway Plano, TX 75075	5902 Yardley Court Dallas, TX 75248		
--	--	--	--

Anthony G. Fernandes 555 17th Street Denver, CO 80202	1645 East Layton Drive Englewood, CO 80110	07/23/90
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Marie L. Knowles 300 Oceangate Long Beach, CA 90802	511 Arroyo Square South Pasadena, CA 91030		07/23/90
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William C. Rusnack 1055 West 7th Street Los Angeles, CA 90051	1203 Patton Way San Marino, CA 91108		07/23/90
---	---	--	----------

Michael E. Wiley 1601 Bryan Dallas, TX 75201	2909 Hanover Dallas, TX 75229		09/23/91
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**Senior Vice President and
General Counsel:**

Francis X. McCormack 515 South Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
--	---	--	----------

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
--	-------------------------------------	-----------------------------	--------------------------------------

**Senior Vice President and
Treasurer:**

Camron Cooper 515 South Flower Street Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
---	---	--	----------

Vice Presidents:

Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85
---	---	--	----------

John H. Kelly 515 South Flower Street Los Angeles, CA 90071	1036 La Presa Drive Pasadena, CA 91107		06/01/93
---	---	--	----------

William D. Leake 515 South Flower Street Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80
--	---	--	----------

J. Kenneth Thompson 2300 W. Plano Parkway Plano, TX 75075-8499	2805 Ryder Court Plano, TX 75093		06/01/93
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**Vice President and
Controller:**

Allan L. Comstock 515 South Flower Street Los Angeles, CA 90071	1199 Madia Street Pasadena, CA 91103		06/01/93
---	---	--	----------

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Vice President and General Tax Officer:			
Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	521 So Orange Grove, #300 Pasadena, CA 91105		03/25/91
Vice President and Investment Officer:			
Beverly L. Hamilton 555 South Flower Street Los Angeles, CA 90071	4335 Marina City Drive Apartment # 736 E Marina Del Rey, CA 90292		02/25/91
Assistant Vice President:			
John J. Coffey 17315 Studebaker Road Cerritos, CA 90701	4554 Rayburn Westlake Village, CA 91362		
Corporate Secretary:			
Howard L. Edwards 515 South Flower Street Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
Assistant Corporate Secretary:			
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	270 S. Berkeley Avenue Pasadena, CA 91107		12/19/77
Assistant Controller:			
Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	1805 Blue Hill Court Westlake Village, CA 91361		01/28/91

List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

Assistant Secretaries:

Fran Allen 515 South Flower Street Los Angeles, CA 90071	312 N. Orange Grove Blvd. Pasadena, CA 91103		
--	---	--	--

Paul S. Bilgore 300 Oceangate Long Beach, CA 90802	355 S. Windsor Boulevard Los Angeles, CA 90020		
--	---	--	--

Patricia N. Boinski 1333 New Hampshire Avenue NW, Suite 1001 Washington, DC 20036	4501 Arlington Blvd, Apt 812 Arlington, VA 22203		
--	---	--	--

Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		
---	---------------------------------------	--	--

Edward E. Clark 515 South Flower Street Los Angeles, CA 90071	3445 Monterey Road San Marino, CA 91108		
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James R. Coffee 515 South Flower Street Los Angeles, CA 90071	860 Winthrop Road San Marino, CA 91108		
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Albert D. Hoppe 15375 Memorial Drive Houston, TX 77251	20718 Kendra Lane Katy, TX 77450		
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Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516		
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Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
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John R. Lucas, Jr. 515 South Flower Street Los Angeles, CA 90071	3804 Via Palomino Palos Verdes, CA 90274		
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Roderick W. McDonald 1700 Alma Drive, Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		
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List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

Assistant Secretaries (cont'd):

Robert Steve Molina 1601 Bryan Dallas, TX 75201	7240 Hillwood Lane Dallas, TX 75248		06/21/93
Richard C. Morse 1055 West 7th Street Los Angeles, CA 90051	2321 Via Carillo Palos Verdes Estates, CA 90274		
Mary L. Nieves 1055 West 7th Street Los Angeles, CA 90051	3000 Parkview Drive Alhambra, CA 91803		
Ronald C. Redcay 515 South Flower Street Los Angeles, CA 90071	1525 Milan Avenue South Pasadena, CA 91030		03/01/93
Paul J. Richmond 1055 West 7th Street Los Angeles, CA 90051	1802 Rosemount Avenue Claremont, CA 91811		
Thomas C. Roantree III 2300 West Plano Parkway Plano, TX 75075	5333 Corinthian Bay Drive Plano, TX 75075		
Daniel J. Rolf 17315 Studebaker Road Cerritos, CA 90701-1488	13148 Keswick No. Hollywood, CA 91605		
Kathleen Trachte 300 Oceangate Long Beach, CA 90802	2105 East Ocean Blvd, #9 Long Beach, CA 90803		
Edgar H. Twine 515 South Flower Street Los Angeles, CA 90071	5508 W. 61st Street Los Angeles, CA 90056		
Diane A. Ward 515 South Flower Street Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
Stephen M. Williams 4550 California Avenue Bakersfield, CA 93309	7183 Calle Espada Bakersfield, CA 93309		

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
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Associate General Tax Officer and
Chief Tax Attorney:

Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	32485 Saddle Mountain Drive Westlake Village, CA 91361		
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Associate General Tax Officers:

Robert E. McManus 700 G Street Anchorage, AK 99501	700 G Street Anchorage, AK 99501		
Robert E. Nelson 555 17th Street Denver, CO 80202	5277 South Kenton Way Englewood, CO 80111		
Leslye B. Nunnally 1055 W Seventh Street Los Angeles, CA 90017	1275 Kenilworth Avenue San Marino, CA 91108		
Karl B. Schmalz 1601 Bryan Dallas, TX 75201	3500 University Ave. Dallas, TX 75205		
Ronald R. Williams 2300 W. Plano Parkway Plano, TX 75075	5904 St. Agnes Plano, TX 75093		

Assistant Treasurers:

Charles P. Cooley 515 South Flower Street Los Angeles, CA 90071	1405 No. Chester Avenue Pasadena, CA 91104-2541		07/01/93
Edgar H. Germer 515 South Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	22940 Dekalb Drive Calabasas, CA 91302		

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Ronald J. Arnault Director 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
Frank D. Boren Director Sand County Ventures, Inc. 1010 El Camino Real Suite 326 Menlo Park, CA 94025	155 Jackson Street #2108 San Francisco, CA 94111		07/23/90
Mike R. Bowlin Director 515 South Flower Street Los Angeles, CA 90071	14961 Corona Del Mar Pacific Palisades, CA 90271		06/22/92
Lodwick M. Cook Director 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard H. Deihl Director H.F. Ahmanson & Company 660 S. Figueroa, 24th Flr Los Angeles, CA 90017	880 West 1st Street, #528 Los Angeles, CA 90012		02/23/87
John Gavin Director 10100 Galaxy Way Century Hill Los Angeles, CA 90067	10100 Galaxy Way Century Hill Los Angeles, CA 90067		02/01/89

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Hanna H. Gray Director 5801 South Ellis Avenue Chicago, IL 60637	4950 Chicago Beach Drive Chicago, IL 60615		06/28/82
Philip M. Hawley Director Carter Hawley Hale Stores, Inc. 444 South Flower Street Los Angeles, CA 90071	336 South Hudson Avenue Los Angeles, CA 90020		12/16/75
William F. Kieschnick Director 515 South Flower Street Los Angeles, CA 90071	2143 Century Woods Way Los Angeles, CA 90067		09/18/73
Kent Kresa Director Northrop Corporation 1840 Century Park East Los Angeles, CA 90067	615 North Faring Road Los Angeles, CA 90077		11/01/93
David T. McLaughlin Director Aspen Institute Carmichael Rd. Queenstown, MD 21658	442 Ferry Point Road Annapolis, MD 21403		07/01/93
James A. Middleton Director 515 South Flower Street Los Angeles, CA 90071	574 Chapala Drive Pacific Palisades, CA 90272		10/26/87

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
John B. Slaughter Director Occidental College 1600 Campus Road Los Angeles, CA 90041	700 S. Orange Grove Blvd. Pasadena, CA 91105		12/18/89
William E. Wade, Jr. Director 515 South Flower Street Los Angeles, CA 90041	333 No. San Rafael Pasadena, CA 91105		05/05/87
Hicks B. Waldron Director 242 Trumbull Street Hartford, CT 06103	88 Prattling Pond Rd. Farmington, CT 06032		02/24/86
Henry Wendt Director Smithkline Beecham 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	2301 Cherry Street Philadelphia, PA 19103		12/01/87

ATLANTIC RICHFIELD COMPANY
As of December 31, 1993

Capital Stock – Authorized and Issued

Shares Authorized:

	Shares	(\$) Par Value	(\$) Authorized Capital
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.00	94,316	1.00	94,316
Preferred \$2.80	942,016	1.00	942,016
Preferred	75,000,000	0.01	750,000
Total	676,036,332		1,501,786,332

Shares Issued:

	Shares	(\$) Par Value	(\$) Stated Capital
Common (1)	159,953,980	2.50	399,884,950
Preferred \$3.00	81,309	1.00	81,309
Preferred \$2.80	854,053	1.00	854,053
Preferred	0	0.01	0
Total	160,889,342		400,820,312

(1) Net of 792,145 shares of Treasury Stock

02/11/94

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

34309 mne

Corporate ID 0034309 Annual Report for the year 1993

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is HYDROCARBONS

FOURTH: If foreign corporation, address of its principal office 515 SOUTH FLOWER STREET
LOS ANGELES, CA 90071

FIFTH: Business address in Rhode Island C T CORPORATION SYSTEM
123 DYER STREET; PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director

**SCHEDULE
ATTACHED**

Director

**SCHEDULE
ATTACHED**

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

**SCHEDULE
ATTACHED**

Series

Par Value
or statement that
shares are without
par value

PAID

FEB 08 1993

EIGHTH: Number of Shares issued:

No. of Shares

Class

**SCHEDULE
ATTACHED**

Series

SECY OF STATE
Par Value
or statement that
shares are without
par value

Dated 19

ATLANTIC RICHFIELD COMPANY
(Name of Corporation)

By *Patrick J Ellingsworth*

Title Chief Tax Attorney & Assoc. Gen Tax Officer

(Report must be signed by an officer)

List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

**Chairman of the Board and
Chief Executive Officer:**

Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		01/01/86
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**President and
Chief Operating Officer:**

Robert E. Wycoff 515 South Flower Street Los Angeles, CA 90071	1750 Lombardy Road Pasadena, CA 91106		01/01/86
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**Executive Vice President and
Chief Financial Officer:**

Ronald J. Arnault 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
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Executive Vice Presidents:

Mike R. Bowlin 515 South Flower Street Los Angeles, CA 90071	14961 Corona Del Mar Pacific Palisades 90272		06/22/92
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James S. Morrison 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		07/23/90
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James A. Middleton 515 South Flower Street Los Angeles, CA 90071	574 Chapala Drive Pacific Palisades, CA 90272		10/26/87
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Senior Vice Presidents:

George H. Babikian 1055 West 7th Street Los Angeles, CA 90051	1805 Paseo Del Mar Palos Verdes Estates, CA 90274		07/22/85
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List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

Senior Vice Presidents (cont'd):

H. L. Bilhartz, Jr. 700 G Street Anchorage, AK 99501	2131 Sontrom Drive Anchorage, AK 99517		07/23/90
E. Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90069		07/23/90
Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
Marlan W. Downey 2300 W. Plano Parkway Plano, TX 75075	5902 Yardley Court Dallas, TX 75248		
Anthony G. Fernandes 555 17th Street Denver, CO 80202	1645 East Layton Drive Englewood, CO 80110		07/23/90
William C. Rusnack 300 Oceangate Long Beach, CA 90802	1203 Patton Way San Marino, CA 91108		07/23/90
William E. Wade 1601 Bryan Dallas, TX 75201	4612 Isabella Lane Dallas, TX 75229		05/05/87

Senior Vice President and
 General Counsel:

Francis X. McCormack 515 South Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
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List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Senior Vice President and Treasurer:			
Camron Cooper 515 South Flower Street Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
Vice Presidents:			
Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85
William D. Leake 515 South Flower Street Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray 515 South Flower Street Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91007		09/23/85
Dan F. Smith 515 South Flower Street Los Angeles, CA 90071	210 Saint Katherine Dr. La Canada-Flintridge CA 91011		09/23/91
Michael E. Wiley 2300 W. Plano Parkway Plano, TX 75075	2909 Hanover Dallas, TX 75225		09/23/91
Vice President and Controller:			
Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	511 Arroyo Square South Pasadena, CA 91030		07/23/90

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Vice President and General Tax Officer:			
Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	123 S Figueroa St., #2042 Los Angeles, CA 90012		03/25/91
Vice President and Investment Officer:			
Beverly L. Hamilton 505 South Flower Street Los Angeles, CA 90071	4335 Marina City Drive Apartment # 736 E Marina Del Rey, CA 90292		02/25/91
Assitant Vice President:			
John J. Coffey 17315 Studebaker Road Cerritos, CA 90701	4554 Rayburn Westlake Village, CA 91362		
Corporate Secretary:			
Howard L. Edwards 515 South Flower Street Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
Assistant Corporate Secretary:			
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	270 S. Berkeley Avenue Pasadena, CA 91107		12/19/77
Assistant Controller:			
Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	1805 Blue Hill Court Westlake Village, CA 91361		01/28/91

List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

Assistant Secretaries:

Fran Allen 515 South Flower Street Los Angeles, CA 90071	312 N. Orange Grove Blvd. Pasadena, CA 91103		
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Paul S. Bilgore 300 Oceangate Long Beach, CA 90802	355 S. Windsor Boulevard Los Angeles, CA 90020		
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Patricia N. Boinski 1333 New Hampshire Avenue NW, Suite 1001 Washington, DC 20036	4501 Arlington Blvd, Apt 812 Arlington, VA 22203		
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Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		
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James R. Coffee 1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
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Albert D. Hoppe 15375 Memorial Drive Houston, TX 77251	20718 Kendra Lane Katy, TX 77450		
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Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516		
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Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
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Roderick W. McDonald 1700 Alma Drive, Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		
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List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

Assistant Secretaries (cont'd):

Richard C. Morse
1055 West 7th Street
Los Angeles, CA 90051

2321 Via Carillo
Palos Verdes Estates,
CA 90274

Henry H. Paige
515 South Flower Street
Los Angeles, CA 90071

1540 Kenmore Road
Pasadena, CA 91106

Paul J. Richmond
1055 West 7th Street
Los Angeles, CA 90051

1802 Rosemount Avenue
Claremont, CA 91811

Thomas C. Roantree III
2300 West Plano Parkway
Plano, TX 75075

5333 Corinthian Bay Drive
Plano, TX 75075

Daniel J. Rolf
17315 Studebaker Road
Cerritos, CA 90701 - 1488

Robert M. Shea
515 South Flower Street
Los Angeles, CA 90071

449 N. Las Palmas Avenue
Los Angeles, CA 90004

Kathleen Trachte
300 Oceangate
Long Beach, CA 90802

2105 East Ocean Blvd, #9
Long Beach, CA 90803

Diane A. Ward
515 South Flower Street
Los Angeles, CA 90071

2244 Bagley Avenue
Los Angeles, CA 90034

Stephen M. Williams
4550 California Avenue
Bakersfield, CA 93309

7183 Calle Espada
Bakersfield, CA 93309

List of Officers

Name/Title/ Business Address	Residential Address	S.S. Number	Tenure Commenced
=====	=====	=====	=====

**Associate General Tax Officer and
Chief Tax Attorney:**

Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	32485 Saddle Mountain Drive Westlake Village, CA 91361
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Associate General Tax Officers:

Robert E. McManus 700 G Street Anchorage, AK 99501	700 G Street Anchorage, AK 99501
Robert E. Nelson 555 17th Street Denver, CO 80202	5277 South Kenton Way Englewood, CO 80111
Leslye B. Nunnally 1055 W Seventh Street Los Angeles, CA 90017	1275 Kenilworth Avenue San Marino, CA 91108
Karl B. Schmalz 1601 Bryan Dallas, TX 75201	3500 University Ave. Dallas, TX 75205

Assistant Treasurers:

Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	7529 82nd Street Playa Del Rey, CA 90293
Edgar H. Germer 515 South Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108
Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	22940 Dekalb Drive Calabasas, CA 91302

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Ronald J. Arnault Director 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
Frank D. Boren Director Sand County Ventures, Inc. 1010 El Camino Real Suite 326 Menlo Park, CA 94025	155 Jackson Street #2108 San Francisco, CA 94111		07/23/90
Lodwick M. Cook Director 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Mike R. Bowlin Director 515 South Flower Street Los Angeles, CA 90071	14961 Corona Del Mar Pacific Palisades, CA 90271		06/22/92
Richard H. Deihl Director H.F. Ahmanson & Company 660 S. Figueroa, 24th Flr Los Angeles, CA 90017	880 West 1st Street, #528 Los Angeles, CA 90012		02/23/87
John Gavin Director 10100 Galaxy Way Century Hill Los Angeles, CA 90067	10100 Galaxy Way Century Hill Los Angeles, CA 90067		02/01/89

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Hanna H. Gray Director 5801 South Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley Director Carter Hawley Hale Stores, Inc. 444 South Flower Street Los Angeles, CA 90071	336 South Hudson Avenue Los Angeles, CA 90020	--	12/16/75
Donald M. Kendall Director Pepsico, Inc. Pepsico World Headquarters Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69
William F. Kieschnick Director 515 South Flower Street Los Angeles, CA 90071	2143 Century Woods Way Los Angeles, CA 90067		09/18/73
James A. Middleton Director 515 South Flower Street Los Angeles, CA 90071	574 Chapala Drive Pacific Palisades, CA 90272		10/26/87
James S. Morrison Director 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
John B. Slaughter Director Occidental College 1600 Campus Road Los Angeles, CA 90041	700 S. Orange Grove Blvd. Pasadena, CA 91105		12/18/89
Hicks B. Waldron Director 242 Trumbull Street Hartford, CT 06103	P.O. Box 1205 Farmington, CT 06034		02/24/86
Henry Wendt Director Smithkline Beecham 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	2301 Cherry Street Philadelphia, PA 19103		12/01/87
Robert E. Wycoff Director 515 South Flower Street Los Angeles, CA 90071	1750 Lombardy Road Pasadena, CA 91106		06/23/80

ATLANTIC RICHFIELD COMPANY
As of December 31, 1992

Capital Stock – Authorized and Issued

Shares Authorized:

	Shares	(\$) Par Value	(\$) Authorized Capital
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.75	352,000	100.00	35,200,000
Preferred \$3.00	245,714	1.00	245,714
Preferred \$2.80	4,785,041	1.00	4,785,041
Total	<u>605,382,755</u>		<u>1,540,230,755</u>

Shares Issued:

	Shares	(\$) Par Value	(\$) Stated Capital
Common (1)	158,922,188	2.50	397,305,470
Preferred* \$3.75	0	100.00	0
Preferred \$3.00	90,377	1.00	90,377
Preferred \$2.80	916,653	1.00	916,653
Total	<u>159,929,218</u>		<u>398,312,500</u>

(1) Net of 1,823,749 shares of Treasury Stock

*Redeemed in October 1986

02/02/93

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0034303 Annual Report for the year 1992

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is HYDROCARBONS

FOURTH: If foreign corporation, address of its principal office 515 SOUTH FLOWER STREET
LOS ANGELES, CA 90071

FIFTH: Business address in Rhode Island C T CORPORATION SYSTEM
!@# DYER STREET, PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
SCHEDULE ATTACHED	Director	SCHEDULE ATTACHED
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class
SCHEDULE ATTACHED

Rec'd & Filed FEB 25 1992
SD 6131

Par Value or statement that shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class
SCHEDULE ATTACHED

Series

Par Value or statement that shares are without par value

Dated 19

ATLANTIC RICHFIELD COMPANY
(Name of Corporation)

By

Title Vice President & General Tax Officer

(Report must be signed by an officer)

ATLANTIC RICHFIELD COMPANY
As of December 31, 1991

Capital Stock – Authorized and Issued

Shares Authorized:

	Shares	(\$) Par Value	(\$) Authorized Capital
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.75	352,000	100.00	35,200,000
Preferred \$3.00	245,714	1.00	245,714
Preferred \$2.80	4,785,041	1.00	4,785,041
Total	605,382,755		1,540,230,755

Shares Issued:

	Shares	(\$) Par Value	(\$) Stated Capital
Common (1)	157,627,284	2.50	394,068,210
Preferred* \$3.75	0	100.00	0
Preferred \$3.00	99,970	1.00	99,970
Preferred \$2.80	986,513	1.00	986,513
Total	158,713,767		395,154,693

(1) Net of 3,116,077 shares of Treasury Stock
 *Redeemed in October 1986

02/06/92

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Roy A. Anderson Director Lockheed Corporation 2555 N. Hollywood Way Burbank, CA 91520	4367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Ronald J. Arnault Director 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
Frank D. Boren Director Sand County Ventures, Inc. 1010 El Camino Real Suite 326 Menlo Park, CA 94025	2610 31st Street Washington, DC 20008		07/23/90
Lodwick M. Cook Director 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard H. Deihl Director H.F. Ahmanson & Company 660 S. Figueroa, 24th Flr Los Angeles, CA 90017	880 West 1st Street, #528 Los Angeles, CA 90012		02/23/87
John Gavin Director 10100 Galaxy Way Century Hill Los Angeles, CA 90067	10100 Galaxy Way Century Hill Los Angeles, CA 90067		02/01/89

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Hanna H. Gray Director 5801 South Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley Director Carter Hawley Hale Stores, Inc. 444 South Flower Street Los Angeles, CA 90071	336 South Hudson Avenue Los Angeles, CA 90020		12/16/75
Donald M. Kendall Director Pepsico, Inc. Pepsico World Headquarters Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69
William F. Kieschnick Director 515 South Flower Street Los Angeles, CA 90071	2143 Century Woods Way Los Angeles, CA 90067		09/18/73
James A. Middleton Director 515 South Flower Street Los Angeles, CA 90071	16550 Via Floresta Pacific Palisades, CA 90272		10/26/87
James S. Morrison Director 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85

List of Directors

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
John B. Slaughter Director Occidental College 1600 Campus Road Los Angeles, CA 90041	700 S. Orange Grove Blvd. Pasadena, CA 91105		12/18/89
Hicks B. Waldron Director 242 Trumbull Street Hartford, CT 06103	88 Prattling Pond Road Farmington, CT 06032		02/24/86
Henry Wendt Director Smithkline Beecham 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	3201 Cherry Street Philadelphia, PA 19103		12/01/87
Robert E. Wycoff Director 515 South Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		06/23/80

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
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**Chairman of the Board and
Chief Executive Officer:**

Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		01/01/86
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**President and
Chief Operating Officer:**

Robert E. Wycoff 515 South Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		01/01/86
--	--	--	----------

**Executive Vice President and
Chief Financial Officer:**

James S. Morrison 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		07/23/90
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Executive Vice Presidents:

Ronald J. Arnault 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
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James A. Middleton 515 South Flower Street Los Angeles, CA 90071	16550 Via Floresta Pacific Palisades, CA 90272		10/26/87
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Senior Vice Presidents:

George H. Babikian 1055 West 7th Street Los Angeles, CA 90051	1805 Paseo Del Mar Palos Verdes Estates, CA 90274		07/22/85
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List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
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Senior Vice Presidents (cont'd):

H. L. Bilhartz, Jr. 700 G Street Anchorage, AK 99501	2131 Sontrom Drive Anchorage, AK 99517		07/23/90
Mike R. Bowlin 2300 West Plano Parkway Plano, TX 75075	5609 Windmier Circle Dallas, TX 75252		07/22/85
E. Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90069		07/23/90
Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
Anthony G. Fernandes 555 17th Street Denver, CO 80202	1645 East Layton Drive Englewood, CO 80110		07/23/90
William C. Rusnack 300 Oceangate Long Beach, CA 90802	1203 Patton Way San Marino, CA 91108		07/23/90
William E. Wade 1601 Bryan Dallas, TX 75201	4612 Isabella Lane Dallas, TX 75229		05/05/87

Senior Vice President and
General Counsel:

Francis X. McCormack 515 South Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
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List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Senior Vice President and Treasurer:			
Camron Cooper 515 South Flower Street Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
Vice Presidents:			
Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85
William D. Leake 515 South Flower Street Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray 515 South Flower Street Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91007		09/23/85
Dan F. Smith 515 South Flower Street Los Angeles, CA 90071	515 South Flower Street Los Angeles, CA 90071		09/23/91
Michael E. Wiley 2300 W. Plano Parkway Plano, TX 75075	2909 Hanover Dallas, TX 75225		09/23/91
Vice President and Controller:			
Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	2152 Adair San Marino, CA 91108		07/23/90

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
Vice President and General Tax Officer:			
Allen C. Holmes 515 South Flower Street Los Angeles, CA 90071	123 S Figueroa St., #2042 Los Angeles, CA 90012		03/25/91
Vice President and Investment Officer:			
Beverly L. Hamilton 505 South Flower Street Los Angeles, CA 90071	4333 Admiralty Way Apartment # 736 East Marina Del Rey, CA 90292		02/25/91
Assitant Vice President:			
John J. Coffey 17315 Studebaker Road Cerritos, CA 90701	4554 Rayburn Westlake Village, CA 91362		
Corporate Secretary:			
Howard L. Edwards 515 South Flower Street Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
Assistant Corporate Secretary:			
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	270 S. Berkeley Avenue Pasadena, CA 91107		12/19/77
Assistant Controller:			
Robert M. Fine 515 South Flower Street Los Angeles, CA 90071	1805 Blue Hill Court Westlake Village, CA 91361		01/28/91

List of Officers

Name/Title/ Business Address =====	Residential Address =====	S.S. Number =====	Tenure Commenced =====
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Assistant Secretaries:

Fran Allen 515 South Flower Street Los Angeles, CA 90071	312 N. Orange Grove Blvd. Pasadena, CA 91103		
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Paul S. Bilgore 300 Oceangate Long Beach, CA 90802	355 S. Windsor Boulevard Los Angeles, CA 90020		
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Patricia N. Boinski 1333 New Hampshire Avenue NW, Suite 1001 Washington, DC 20036	4501 Arlington Blvd, Apt 812 Arlington, VA 22203		
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Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		
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James R. Coffee 1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
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Albert D. Hoppe 15375 Memorial Drive Houston, TX 77251	20718 Kendra Lane Katy, TX 77450		
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Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516		
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Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
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Roderick W. McDonald 1700 Alma Drive, Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		
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List of Officers

Name/Title/ Business Address =====:	Residential Address =====:	S.S. Number =====:	Tenure Commenced =====:
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Assistant Secretaries (cont'd):

Richard C. Morse 1055 West 7th Street Los Angeles, CA 90051	2321 Via Carillo Palos Verdes Estates, CA 90274		
Henry H. Paige 515 South Flower Street Los Angeles, CA 90071	1540 Kenmore Road Pasadena, CA 91106		
Paul J. Richmond 1055 West 7th Street Los Angeles, CA 90051	1802 Rosemount Avenue Claremont, CA 91811		
Thomas C. Roantree III 2300 West Plano Parkway Plano, TX 75075	5333 Corinthian Bay Drive Plano, TX 75075		
Robert M. Shea 515 South Flower Street Los Angeles, CA 90071	449 N. Las Palmas Avenue Los Angeles, CA 90004		
Anne G. Stengell 1055 West 7th Street Los Angeles, CA 90051	460 Fairview Avenue, #9 Arcadia, CA 91007		
Eugene C. Tidball 555 17th Street Denver, CO 80202	4795 Sunshine Canyon Boulder, CO 80302		
Kathleen Trachte 300 Oceangate Long Beach, CA 90802	2105 East Ocean Blvd, #9 Long Beach, CA 90803		
Diane A. Ward 515 South Flower Street Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
Stephen M. Williams 4550 California Avenue Bakersfield, CA 93309	7183 Calle Espada Bakersfield, CA 93309		

List of Officers

Name/Title/ Business Address =====:	Residential Address =====	S.S. Number =====:	Tenure Commenced =====:
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**Associate General Tax Officer and
Chief Tax Attorney:**

Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	32485 Saddle Mountain Drive Westlake Village, CA 91361		
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Associate General Tax Officers:

Robert E. McManus 700 G Street Anchorage, AK 99501	700 G Street Anchorage, AK 99501		
Robert E. Nelson 555 17th Street Denver, CO 80202	5277 South Kenton Way Englewood, CO 80111		
Leslye B. Nunnally 1055 W Seventh Street Los Angeles, CA 90017	1275 Kenilworth Avenue San Marino, CA 91108		
Karl B. Schmalz 1601 Bryan Dallas, TX 75201	6548 Brompton Road Houston, TX 77005		

Assistant Treasurers:

Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	7529 82nd Street Playa Del Rey, CA 90293		
Edgar H. Germer 515 South Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	22940 Dekalb Drive Calabasas, CA 91302		

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0034309 Annual Report for the year 1991

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is HYDROCARBONS

FOURTH: If foreign corporation, address of its principal office CT Corporation System
1208 Orange St., Wilmington DE 19801

FIFTH: Business address in Rhode Island None

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SCHEDULE ATTACHED

SCHEDULE ATTACHED

SEVENTH: Number of Shares authorized:

No. of Shares

Class

SCHEDULE ATTACHED

Series

Par Value or statement that shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares

Class

SCHEDULE ATTACHED

Series

Par Value or statement that shares are without par value

Dated FEB 11 1991

ATLANTIC RICHFIELD COMPANY

(Name of Corporation)

By

CORPORATE SECRETARY

Title

(Report must be signed by an officer)

ATLANTIC RICHFIELD COMPANY
As of December 31, 1990

Capital Stock - Authorized and Issued

Shares Authorized:

		(\$)	(\$)
	<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common	600,000,000	2.50	1,500,000,000
Preferred \$3.75	352,000	100.00	35,200,000
Preferred \$3.00	245,714	1.00	245,714
Preferred \$2.80	4,785,041	1.00	4,785,041
	-----		-----
	<u>605,382,755</u>		<u>1,540,230,755</u>

Shares Issued:

		(\$)	(\$)
	<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common	158,926,673	2.50	397,316,683
Preferred* \$3.75	0	100.00	0
Preferred \$3.00	114,352	1.00	114,352
Preferred \$2.80	1,070,285	1.00	1,070,285
	-----		-----
	<u>160,111,310</u>		<u>398,501,320</u>

* Redeemed in October 1986

List of Directors

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Roy A. Anderson Director Lockheed Corporation 2555 N. Hollywood Way Burbank, CA 91520	4367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Ronald J. Arnault Director 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
Frank D. Boren Director Sand County Ventures, Inc. 1010 El Camino Real Suite 326 Menlo Park, CA 94025	2610 31st Street Washington, DC 20008		07/23/90
Lodwick M. Cook Director 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard H. Deihl Director H.F. Ahmanson & Company 660 S. Figueroa, 24th Flr Los Angeles, CA 90017	880 West 1st Street, # 528 Los Angeles, CA 90012		02/23/87
John Gavin Director 10100 Galaxy Way Century Hill Los Angeles, CA 90067	10100 Galaxy Way Century Hill Los Angeles, CA 90067		02/01/89

List of Directors

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Hanna H. Gray Director 5801 South Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley Director Carter Hawley Hale Stores, Inc. 444 South Flower Street Los Angeles, CA 90071	336 South Hudson Avenue Los Angeles, CA 90020		12/16/75
Donald M. Kendall Director Pepsico, Inc. Pepsico World Headquarters Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69
William F. Kieschnick Director 515 South Flower Street Los Angeles, CA 90071	2143 Century Woods Way Los Angeles, CA 90067		09/18/73
James A. Middleton Director 515 South Flower Street Los Angeles, CA 90071	16550 Via Floresta Pacific Palisades, CA 90272		10/26/87
James S. Morrison Director 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85
John B. Slaughter Director Occidental College 1600 Campus Road Los Angeles, CA 90041	700 S. Orange Grove Blvd. Pasadena, CA 91105		12/18/89

List of Directors

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Hicks B. Waldron Director 242 Trumbull Street Hartford, CT 06103	88 Prattling Pond Road Farmington, CT 06032		02/24/86
Henry Wendt Director Smithkline Beecham 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	3201 Cherry Street Philadelphia, PA 19103		12/01/87
Robert E. Wycoff Director 515 South Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		06/23/80

List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Chairman of the Board and Chief Executive Officer:			
Lodwick M. Cook 515 South Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		01/01/86
President and Chief Operating Officer:			
Robert E. Wycoff 515 South Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		01/01/86
Executive Vice President and Chief Financial Officer:			
James S. Morrison 515 South Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		07/23/90
Executive Vice Presidents:			
Ronald J. Arnault 515 South Flower Street Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		07/23/90
James A. Middleton 515 South Flower Street Los Angeles, CA 90071	16550 Via Floresta Pacific Palisades, CA 90272		10/23/87
Senior Vice Presidents::			
George H. Babikian 1055 West 7th Street Los Angeles, CA 90051	1805 Paseo Del Mar Palos Verdes Estates, CA 90274		07/22/85

List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Senior Vice Presidents (cont'd):			
H. L. Bilhartz, Jr. 700 G Street Anchorage, AK 99501	2131 Sontrom Drive Anchorage, AK 99517		07/23/90
Mike R. Bowlin 2300 West Plano Parkway Plano, TX 75075	5609 Windmier Circle Dallas, TX 75252		07/22/85
E. Kent Damon, Jr. 515 South Flower Street Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90069		07/23/90
Kenneth R. Dickerson 515 South Flower Street Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
Anthony G. Fernandes 555 17th Street Denver, CO 80202	1645 East Layton Drive Englewood, CO 80110		07/23/90
William C. Rusnack 300 Oceangate Long Beach, CA 90802	1203 Patton Way San Marino, CA 91108		07/23/90
William E. Wade 1601 Bryan Dallas, TX 75201	4612 Isabella Lane Dallas, TX 75229		05/05/87

**Senior Vice President and
General Counsel:**

Francis X. McCormack 515 South Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
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List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Senior Vice President and Treasurer:			
Camron Cooper 515 South Flower Street Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
Vice Presidents:			
Stephen J. Giovanisci 515 South Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85
William D. Leake 515 South Flower Street Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray 515 South Flower Street Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91007		09/23/85
Steven J. Shapiro 515 South Flower Street Los Angeles, CA 90071	4045 Via Marina Marina Del Rey, CA 90292		07/23/90
Vice President and Controller:			
Marie L. Knowles 515 South Flower Street Los Angeles, CA 90071	2152 Adair San Marino, CA 91108		07/23/90
Vice President and General Tax Officer:			
Mark L. Hazelwood 515 South Flower Street Los Angeles, CA 90071	6030 Macadam Court Agoura Hills, CA 91301		07/25/88

List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
Assitant Vice Presidents:			
Charles H. Schwab 515 South Flower Street Los Angeles, CA 90071	439A Via Lido Sound Newport Beach, CA 92663		
Corporate Secretary:			
Howard L. Edwards 515 South Flower Street Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
Assistant Corporate Secretary:			
Barbara M. Hinds 515 South Flower Street Los Angeles, CA 90071	270 S. Berkeley Avenue Pasadena, CA 91107		12/19/77
Assistant Secretaries:			
Fran Allen 515 South Flower Street Los Angeles, CA 90071	312 N. Orange Grove Blvd. Pasadena, CA 91103		
Paul S. Bilgore 300 Oceangate Long Beach, CA 90802	355 S. Windsor Boulevard Los Angeles, CA 90020		
Patricia M. Boinski 1333 New Hampshire Avenue NW, Suite 1001 Washington, DC 20036	4501 Arlington Blvd, Apt 812 Arlington, VA 22203		
Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		

List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
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Assistant Secretaries (cont'd):

James R. Coffee 1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
Albert D. Hoppe 15375 Memorial Drive Houston, TX 77251	20718 Kendra Lane Katy, TX 77450		
Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516		
Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
Roderick W. McDonald 1700 Alma Drive, Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		
Richard C. Morse 515 South Flower Street Los Angeles, CA 90071	2321 Via Carillo Palos Verdes Estates, CA 90274		
Henry H. Paige 515 South Flower Street Los Angeles, CA 90071	1540 Kenmore Road Pasadena, CA 91106		
Paul J. Richmond 515 South Flower Street Los Angeles, CA 90071	1802 Rosemount Avenue Claremont, CA 91811		
Thomas C. Roantree III 2300 West Plano Parkway Plano, TX 75075	5333 Corinthian Bay Drive Plano, TX 75075		

List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
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Assistant Secretaries (cont'd):

Robert M. Shea 515 South Flower Street Los Angeles, CA 90071	449 N. Las Palmas Avenue Los Angeles, CA 90004		
Anne G. Stengell 1055 West 17th Street Los Angeles, CA 90051	460 Fairview Avenue, # 9 Arcadia, CA 91007		
Angel K. Tang 300 Oceangate Long Beach, CA 90802	18111 Vestry Circle Huntington Beach, CA 92648		
Kathleen Trachte 300 Oceangate Long Beach, CA 90802	2105 East Ocean Blvd, # 9 Long Beach, CA 90803		
Eugene C. Tidball 555 17th Street Denver, CO 80202	4795 Sunshine Canyon Boulder, CO 80302		
Diane A. Ward 515 South Flower Street Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
Stephen M. Williams 4550 California Avenue Bakersfield, CA 93309	7183 Calle Espada Bakersfield, CA 93309		

**Associate General Tax Officer and
Chief Tax Attorney:**

Patrick J. Ellingsworth 515 South Flower Street Los Angeles, CA 90071	3636 South Sepulveda Blvd. Los Angeles, CA 90034		
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List of Officers

<u>Name/Title/ Business Address</u>	<u>Residential Address</u>	<u>S.S. Number</u>	<u>Tenure Commenced</u>
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Associate General Tax Officers:

Robert M. Fine 1055 West 7th Street Los Angeles, CA 90051	1805 Blue Hill Court Westlake Village, CA 91361		
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Allen C. Holmes 1601 Bryan Dallas, TX 75201	2115 LeMans Court Carrallton, TX 75006		
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Hugh R. Motley 700 G Street Anchorage, AK 99501	9900 Springhill Drive Anchorage, AK 99507		
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Robert E. Nelson 555 17th Street Denver, CO 80202	5277 South Kenton Way Englewood, CO 80111		
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Leslye B. Nunnally 515 South Flower Street Los Angeles, CA 90071	1275 Kenilworth Avenue San Marino, CA 91108		
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Karl B. Schmalz 1601 Bryan Dallas, TX 75201	6548 Brompton Road Houston, TX 77005		
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Assistant Treasurers:

Terry G. Dallas 515 South Flower Street Los Angeles, CA 90071	7529 82nd Street Playa Del Rey, CA 90293		
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Edgar H. Germer 515 South Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
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Martin C. Recchuite 515 South Flower Street Los Angeles, CA 90071	22940 Dekalb Drive Calabasas, CA 91302		
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Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0034309 Annual Report for the year 1990

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Hydrocarbons-

515 So. Flower St. Los Angeles, Ca. 90071

FOURTH: If foreign corporation, address of its principal office CT CORPORATION SYSTEM COMPANY

1209 Orange Street Wilmington, Delaware 19801

FIFTH: Business address in Rhode Island None

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director

Director

Schedule Attached Director Schedule Attached

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

Par Value
or statement that
shares are without
par value

No. of Shares Class Series

SCHEDULE ATTACHED PAID
FEB 20 1990

EIGHTH: Number of Shares issued:

Par Value
or statement that
shares are without
par value

No. of Shares Class Series

Schedule Attached SEC'Y. OF STATE

Dated 2/14 1990

Atlantic Richfield Co.

(Name of Corporation)

By Richard B. Hunnally

Title ASSISTANT TAX OFFICER

(Report must be signed by an officer)

ATLANTIC RICHFIELD COMPANY

AS OF December 31, 1989

Capital Stock - Authorized and Issued

Shares Authorized

		<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common		600,000,000	\$ 2.50	\$ 1,500,000,000
Preferred	\$ 3.75	352,000	100.00	35,200,000
Preferred	\$ 3.00	245,714	1.00	245,714
Preferred	\$ 2.80	<u>4,785,041</u>	1.00	<u>4,785,041</u>
		<u>605,382,755</u>		<u>\$ 1,540,230,755</u>

Shares Issued

		<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common		167,584,194	\$ 2.50	\$ 418,960,485
Preferred*	\$ 3.75	-0-	100.00	-0-
Preferred	\$ 3.00	126,101	1.00	126,101
Preferred	\$ 2.80	<u>1,181,758</u>	1.00	<u>1,181,758</u>
		<u>168,892,053</u>		<u>\$ 420,268,344</u>

*Redeemed in October 1986

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF DIRECTORS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Roy A. Anderson	Director	Lockheed Corporation 4500 Park Granada Blvd. Calabasas, CA 91399	4367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Ronald J. Arnault	Director	515 S. Flower St. Los Angeles, CA 90071	600 Burleigh Drive Pasadena, CA 91105		10/26/87
Lodwick M. Cook	Director	515 S. Flower St. Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard H. Deihl	Director	H.F. Ahmanson & Company 3731 Wilshire Blvd. 11th Floor Los Angeles, CA 90010	880 West 1st St., Unit 528 Los Angeles, CA 90012		02/23/87
John Gavin	President	Univisa Satellite Communications 212 Ave of the Stars, Suite 3300 Los Angeles, CA 90067	10100 Galaxy Way Century Hill Los Angeles, CA 90067		02/01/89
Hanna H. Gray	Director	5801 S. Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley	Director	Carter Hawley Hale Stores, Inc. 550 S. Flower St. Los Angeles, CA 90071	336 S. Hudson Avenue Los Angeles, CA 90020		12/16/75

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF DIRECTORS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Donald M. Kendall	Director	Pepsico, Inc. Pepsico World Hdqtrs. Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69
William F. Kieschnick	Director	515 S. Flower St. Los Angeles, CA 90071	2143 Century Woods Way Los Angeles, CA 90067		09/18/73
James A. Middleton	Director	1601 Bryan Dallas, TX 75201	2825 Hanover Ave. Dallas, TX 75225		10/26/87
James S. Morrison	Director	1055 W Seventh Street Los Angeles, CA 90051	1365 Woodstock Road San Marino, CA 91108		10/28/85
John B. Slaughter	Director	Occidental College 1600 Campus Road Los Angeles, CA 90041	700 So. Orange Grove Blvd. Pasadena, CA 91105		12/18/89
Hicks B. Waldron	Director	Avon Products, Inc. 9 W. 57th St. New York, NY 10019	88 Prattling Pond Road Farmington, CT 06032		02/24/86
Henry Wendt	Director	Smith Klein Beckman Corp. 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	2301 Cherry St. Philadelphia, PA 19103		12/01/87
Robert E. Wycoff	Director	515 S. Flower St. Los Angeles, CA 90071	1050 Glen Oaks Blvd. Pasadena, CA 91105		06/23/80

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Chairman of the Board and Chief Executive Officer					
Lodwick M. Cook		515 S. Flower St. Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		01/01/86
President and Chief Operating Officer					
Robert E. Wycoff		515 S. Flower St. Los Angeles, CA 90071	1050 Glen Oaks Blvd. Pasadena, CA 91105		01/01/86
Executive Vice President and Chief Financial Officer					
Ronald J. Arnault		515 S. Flower St. Los Angeles, CA 90071	1155 Avondale Road San Marino, CA 91108		10/26/87
Executive Vice Presidents					
James A. Middleton		1601 Bryan Dallas, TX 75201	2825 Hanover Ave. Dallas, TX 75225		10/26/87
James S. Morrison		1055 W Seventh Street Los Angeles, CA 90051	1365 Woodstock Road San Marino, CA 91108		07/22/85
Senior Vice Presidents					
George H. Babikian		1055 W Seventh Street Los Angeles, CA 90051	1805 Paseo Del Mar P.V. Estates, CA 90274		07/22/85
Mike R. Bowlin		2300 West Plano Pkwy. Plano, TX 75075-8499	5609 Windmier Circle Dallas, TX 75252		07/22/85

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Kenneth R. Dickerson		515 S. Flower St. Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
Harold C. Heinze		300 Oceangate Long Beach, CA 90802	972 Via Rincon P.V. Estates, CA 90274		07/22/85
William E. Wade		700 G. Street Anchorage, AK 99501	2131 Sonstrom Dr. Anchorage, AK 99517		05/05/87
Senior Vice President and General Counsel					
Francis X. McCormack		515 S. Flower St. Los Angeles, CA 90071	975 Singing Wood Dr. Arcadia, CA 91006		09/18/73
Senior Vice President and Treasurer					
Camron Cooper		515 S. Flower St. Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
Vice Presidents					
H. L. Bilhartz		555 17th St. Denver, CO 80202	31 Sedgewich Drive Englewood, CO 80110		06/22/87
Stephen J. Giovanisci		515 S. Flower St. Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85
William D. Leake		515 S. Flower St. Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Vice Presidents					
Donald A. Murray		515 S. Flower St. Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91007		09/23/85
William C. Rusnack		515 S. Flower St. Los Angeles, CA 90071	1203 Patton Way San Marino, CA 91108		06/22/87
Vice President and Controller					
Anthony G. Fernandes		515 S. Flower St. Los Angeles, CA 90071	2533 Flintridge Drive Glendale, CA 91206		07/18/87
Vice President and General Tax Officer					
Mark L. Hazelwood		515 S. Flower St. Los Angeles, CA 90071	6030 Macadam Court Agoura Hills, CA 91301		07/25/88
Vice President and Investment Officer					
E. Kent Damon, Jr.		515 S. Flower St. Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90069		08/12/85
Assistant Vice President					
Charles H. Schwab		515 S. Flower Street Los Angeles, CA 90071	439A Via Lido Sound Newport Beach, CA 92663		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Secretary					
Howard L. Edwards		515 S. Flower St. Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
Assistant Secretaries					
Paul S. Bilgore		300 Oceangate Long Beach, CA 90802	355 S. Windsor Blvd. Los Angeles, CA 90020		
Patricia M. Boinski		1333 New Hampshire Ave N W, Suite 1001 Washington, D.C. 20036	4501 Arlington Blvd., Apt.812 Arlington, VA 22203		
Patrick J. Brophy		1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		
James R. Coffee		1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
Barbara M. Hinds		515 S. Flower St. Los Angeles, CA 90071	270 S. Berkeley Avenue Pasadena, CA 91107		
Albert D. Hoppe		15375 Memorial Drive Houston, CA 77251	20718 Kendra Lane Katy, TX 77450		
Colin C. Howard		700 G. Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516-5108		
Thomas F. Linn		555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
Roderick W. McDonald		1700 Alma Dr. Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
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Assistant Secretaries

Richard C. Morse
515 S. Flower St.
Los Angeles, CA 90071

2321 Via Carrillo
P.V. Estates, CA 90274

Henry H. Paige
515 S. Flower St.
Los Angeles, CA 90071

1540 Kenmore Road
Pasadena, CA 91006

Paul J. Richmond
515 S. Flower St.
Los Angeles, CA 90071

1802 Rosemount Ave.
Claremont, CA 91711

Thomas C. Roantree III
2300 W Plano Parkway
Plano, TX 75075

5333 Corinthian Bay Drive
Plano, TX 75075

Robert M. Shea
515 S. Flower St.
Los Angeles, CA 90071

449 N. Las Palmas Avenue
Los Angeles, CA 90004

Anne G. Stengell
1055 W Seventh Street
Los Angeles, CA 90051

460 Fairview Avenue, #9
Arcadia, CA 91007

Angel K. Tang
300 Oceangate
Long Beach, CA 90802

18111 Vestry Circle
Huntington Beach, CA 92648

Eugene C. Tidball
55 17th Street
Denver, CO 80202

4795 Sunshine Canyon
Boulder, CO 80302

Diane A. Ward
515 S. Flower St.
Los Angeles, CA 90071

2244 Bagley Avenue
Los Angeles, CA 90034

Bruce G. Whitmore
515 S. Flower St.
Los Angeles, CA 90071

1945 Leman Avenue
S. Pasadena, CA 91030

Stephen M. Williams
4550 California Ave.
Bakersfield, CA 93309

7183 Calle Espada
Bakersfield, CA 93309

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
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Assistant Tax Officers

Patrick J. Ellingsworth		515 South Flower Street Los Angeles, CA 90071	3636 S. Sepulveda Blvd. Los Angeles, CA 90034		
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Robert M. Fine		1055 W. 7th Street Los Angeles, CA 90051	1805 Blue Hill Court Westlake Village, CA 91361		
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Allen C. Holmes		1601 Bryan Dallas, TX 75201	2115 LeMans Court Carrollton, TX 75006		
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Hugh R. Motley		700 G Street Anchorage, AK 99501	9900 Springhill Drive Anchorage, AK 99507		
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Robert E. Nelson		555 17th Street Denver, CO 80202	5277 South Kenton Way Englewood, CO 80111		
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Leslye B. Nunnelly		515 S. Flower St. Los Angeles, CA 90071	1275 Kenilworth Avenue San Marino, CA 91108		
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Karl B. Schmalz		1601 Bryan Dallas, TX 75201	6548 Brumpton Road Houston, TX 77005		
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Assistant Treasurers

Edgar H. Germer		515 S. Flower St. Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
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Martin C. Recchuite		515 S. Flower St. Los Angeles, CA 90071	22940 Dekalb Dr. Calabasas, CA 91302		
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Steve J. Shapiro		515 S. Flower St. Los Angeles, CA 90071	4045 Via Marina Marina Del Rey, CA 90292		
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2/01/90

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

20

Corporate ID 0034309 Annual Report for the year 1989

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is hydrocarbons

FOURTH: If foreign corporation, address of its principal office 515 South Flower Street,
AP-4869 Los Angeles, California 90071

FIFTH: Business address in Rhode Island 123 Dyer Street
Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director		
Director		
Director		
<u>Schedule Attached</u>	President	<u>Schedule Attached</u>
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares Class

Schedule Attached

Series **PAID**

Par Value or statement that shares are without par value

MAR 6 1989

SECY OF STATE

EIGHTH: Number of Shares issued:

No. of Shares Class

Schedule Attached

Series

Par Value or statement that shares are without par value

Dated February 24 19 89

Atlantic Richfield Company
(Name of Corporation)

By Debra B. Munnally
Title Assistant Tax Officer

(Report must be signed by an officer)

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF DIRECTORS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Roy A. Anderson	Director	Lockheed Corporation 4500 Park Granada Blvd. Calabasas, CA 91399	4367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Ronald J. Arnault	Director	515 S. Flower St. Los Angeles, CA 90071	600 Burleigh Drive Pasadena, CA 91105		10/26/87
Lodwick M. Cook	Director	515 S. Flower St. Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard H. Deihl	Director	H.F. Ahmanson & Company 3731 Wilshire Blvd. 11th Floor Los Angeles, CA 90010	880 West 1st St., Unit 528 Los Angeles, CA 90012		02/23/87
Hanna H. Gray	Director	5801 S. Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley	Director	Carter Hawley Hale Stores, Inc. 550 S. Flower St. Los Angeles, CA 90071	336 S. Hudson Avenue Los Angeles, CA 90020		12/16/75
Donald M. Kendall	Director	Pepsico, Inc. Pepsico World Hdqtrs. Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF DIRECTORS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
William F. Kieschnick	Director	515 S. Flower St. Los Angeles, CA 90071	968 Paseo La Cresta P.V. Estates, CA 90274		09/18/73
James A. Middleton	Director	P. O. Box 2819 Dallas, TX 75221	2825 Hanover Ave. Dallas, TX 75225		10/26/87
James S. Morrison	Director	515 S. Flower St. Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85
Hicks B. Waldron	Director	Avon Products, Inc. 9 W. 57th St. New York, NY 10019	167 E. 61st St. #39C New York, NY 10021		02/24/86
Henry Wendt	Director	SmithKlein Beckman Corp. 1 Franklin Plaza 16th & Race Streets Philadelphia, PA 19101	2301 Cherry St. Philadelphia, PA 19103		12/01/87
Robert E. Wycoff	Director	515 S. Flower St. Los Angeles, CA 90071	1050 Glen Oaks Blvd. Pasadena, CA 91105		06/23/80

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Chairman of the Board and Chief Executive Officer					
Lodwick M. Cook		515 S. Flower St. Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		01/01/86
President and Chief Operating Officer					
Robert E. Wycoff		515 S. Flower St. Los Angeles, CA 90071	1050 Glen Oaks Blvd. Pasadena, CA 91105		01/01/86
Executive Vice President and Chief Financial Officer					
Ronald J. Arnault		515 S. Flower St. Los Angeles, CA 90071	400 So. Bonnie Ave. Pasadena, CA 91106		10/26/87
Executive Vice Presidents					
James S. Morrison		515 S. Flower St. Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		07/22/85
James A. Middleton		P. O. Box 2819 Dallas, TX 75221	2825 Hanover Ave. Dallas, TX 75225		10/26/87
Senior Vice Presidents					
George H. Babikian		515 S. Flower St. Los Angeles, CA 90071	1805 Paseo Del Mar P.V. Estates, CA 90274		07/22/85
Mike R. Bowlin		2300 West Plano Pkwy. Plano, TX 75075-8499	5609 Windmier Circle Dallas, TX 75252		07/22/85

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Kenneth R. Dickerson		515 S. Flower St. Los Angeles, CA 90071	655 Hillcrest LaCanada-Flintridge, CA 90011		06/27/88
Bob G. Gower		1 Houston Center Houston, TX 77253	403 Hunterwood Houston, TX 77024		06/25/84
Harold C. Heinze		300 Oceangate Long Beach, CA 90802	972 Via Rincon P.V. Estates, CA 90274		07/22/85
William E. Wade		700 G. Street Anchorage, AK 99501	2131 Sonstrom Dr. Anchorage, AK 99517		05/05/87
Senior Vice President and General Counsel					
Francis X. McCormack		515 S. Flower St. Los Angeles, CA 90071	975 Singing Wood Dr. Arcadia, CA 91006		09/18/73
Senior Vice President and Treasurer					
Camron Cooper		515 S. Flower St. Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87
Vice Presidents					
H. L. Bilhartz		555 17th St. Denver, CO 80202	31 Sedgewich Drive Englewood, CO 80110		06/22/87
Stephen J. Giovanisci		515 S. Flower St. Los Angeles, CA 90071	3630 Karen Sue Lane LaCanada-Flintridge, CA 91011		09/23/85

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
=====					
Vice Presidents					
William D. Leake		515 S. Flower St. Los Angeles, CA 90071	1416 Via Zumaya Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray		515 S. Flower St. Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91006		09/23/85
William C. Rusnack		515 S. Flower St. Los Angeles, CA 90071	1203 Patton Way San Marino, CA 91108		06/22/87
Vice President and Investment Officer					
E. Kent Damon, Jr.		515 S. Flower St. Los Angeles, CA 90071	9000 Hopen Place Los Angeles, CA 90046		08/12/85
Vice President and General Tax Officer					
Mark L. Hazelwood		515 S. Flower St. Los Angeles, CA 90071	6030 Macadam Court Agoura Hills, CA 91301		07/25/88
Vice President and Controller					
Anthony G. Fernandes		515 S. Flower St. Los Angeles, CA 90071	2533 Flintridge Drive Glendale, CA 91206		07/18/87
Assistant Vice President					
Charles H. Schwab		515 S. Flower Street Los Angeles, CA 90071	439A Via Lido Soud Newport Beach, CA 92663		

**ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610**

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
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Secretary

Howard L. Edwards		515 S. Flower St. Los Angeles, CA 90071	756 Greenridge Drive LaCanada-Flintridge, CA 91011		01/01/84
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Assistant Secretaries

Bertran Balch, Jr.		444 S. Flower St. Los Angeles, CA 90017	6 Jackkamore Road Rolling Hills, CA 90271		
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Paul S. Bilgore		300 Oceangate Long Beach, CA 90802	355 S. Windsor Blvd. Los Angeles, CA 90020		
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Patrick J. Brophy		1601 Bryan Dallas, TX 75201	P.O. Box 2819, RM 45052 Dallas, TX 75221		
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James R. Coffee		1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
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Barbara M. Hinds		515 S. Flower St. Los Angeles, CA 90071	694 Frontier Court Anaheim Hills, CA 92807		
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Albert D. Hoppe		15375 Memorial Drive Houston, CA 77251	20718 Kendra Lane Katy, TX 77450		
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Colin C. Howard		700 G. Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516-5108		
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Thomas F. Linn		555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
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Rod W. McDonald		1700 Alma Dr. Ste 400 Plano, TX 75075	1106 Navajo Trail Richardson, TX 75080		
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ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Assistant Secretaries					
Richard C. Morse		515 S. Flower St. Los Angeles, CA 90071	2321 Via Carrillo P.V. Estates, CA 90274		
Henry H. Paige		515 S. Flower St. Los Angeles, CA 90071	1540 Kenmore Road Pasadena, CA 91006		
Jeffrey R. Pendergraft		1221 McKinney Ave. Houston, TX 77253	5319 Court of York Houston, TX 77069		
Paul J. Richmond		515 S. Flower St. Los Angeles, CA 90071	1802 Rosemount Ave. Claremont, CA 91711		
John C. Roots		1333 New Hampshire Ave. Washington, DC 20036	617 Utterback Stone Road Great Falls, VA 22066		
Robert M. Shea		515 S. Flower St. Los Angeles, CA 90071	449 N. Las Palmas Avenue Los Angeles, CA 90004		
Harry W. Sullivan, Jr.		400 E Kaliste Saloom Rd Lafayette, LA 70508	5021 Riverbend Boulevard Baton Rouge, LA 70820		
Angel K. Tang		300 Oceangate Long Beach, CA 90802	18111 Vestry Circle Huntington Beach, CA 92648		
Eugene C. Tidball		55 17th Street Denver, CO 80202	4795 Sunshine Canyon Boulder, CO 80302		
Diane A. Ward		515 S. Flower St. Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
Bruce G. Whitmore		515 S. Flower St. Los Angeles, CA 90071	1945 Leman Avenue S. Pasadena, CA 91030		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
Assistant Tax Officers					
John E. Evard, Jr.		2300 W. Plano Parkway Plano, Texas 75075	6546 Dartbrook Dallas, TX 75240		
Allen C. Holmes		1601 Bryan Dallas, TX 75201	2115 LeMans Court Carrollton, TX 75006		
John E. Lindros		1055 W 7th Street Los Angeles, CA 90051	31927 Kingspark Court Westlake Village, CA 91361		
Robert B. McManus		Lyondell Petrochemical 1221 McKinney Avenue, Suite 1600 Houston, TX 77010	1911 Seven Maples Drive Kingwood, TX 77345		
Hugh R. Motley		700 G Street Anchorage, AK 99501	9900 Springhill Drive Anchorage, AK 99507		
Leslye B. Nunnelly		515 S. Flower St. Los Angeles, CA 90071	1275 Kenilworth Avenue San Marino, CA 91108		
Assistant Treasurers					
Edgar H. Germer		515 S. Flower St. Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
Martin C. Recchuite		515 S. Flower St. Los Angeles, CA 90071	22940 Dekalb Dr. Calabasas, CA 91302		
Gerald D. Secundy		515 S. Flower St. Los Angeles, CA 90071	222 S. Grand Avenue Pasadena, CA 91105		
Steve J. Shapiro		ARCO BRITISH LTD. ARCO House 48 Grovesnor Street London W1X OAN, England	ARCO BRITISH LTD. ARCO House 48 Grovesnor Street London W1X OAN, England		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. # 23-0371610

LIST OF OFFICERS

Name	Title	Business Address	Residential Address	S.S. Number	Tenure Commenced
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Assistant Controller

Joseph P. McCoy		515 S. Flower St. Los Angeles, CA 90071	6521 Mantova Street Long Beach, CA 90815		01/26/87
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ATLANTIC RICHFIELD COMPANY
AS OF December 31, 1988

Capital Stock - Authorized and Issued

Shares Authorized

		<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common		600,000,000	\$ 2.50	\$ 1,500,000,000
Preferred	3.75%	352,000	100.00	35,200,000
Preferred	\$ 3.00	245,714	1.00	245,714
Preferred	\$ 2.80	<u>4,785,041</u>	1.00	<u>4,785,041</u>
		<u>605,382,755</u> =====		<u>\$ 1,540,230,755</u> =====

Shares Issued

		<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common		217,512,186	\$ 2.50	\$ 543,780,465
Preferred*	3.75%	-0-	100.00	-0-
Preferred	\$ 3.00	141,835	1.00	141,835
Preferred	\$ 2.80	<u>1,319,423</u>	1.00	<u>1,319,423</u>
		<u>218,973,444</u> =====		<u>\$ 545,241,723</u> =====

* Redeemed in October 1986

CD
02-17-89

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 34309 Annual Report for the year 1988

FIRST: The name of the corporation is ATLANTIC Richfield COMPANY

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Natural Resources

FOURTH: If foreign corporation, address of its principal office. 515 So. Flower St. AP. 4889
Los Angeles, California, 90071

FIFTH: Business address in Rhode Island 123 Dyer Street
Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director

Director

Director

**SCHEDULE
ATTACHED**

President

**SCHEDULE
ATTACHED**

Vice President

Secretary

Treasurer

ENTERED JUL 18 1988

SEVENTH: Number of Shares authorized:

No. of Shares Class Series

**SCHEDULE
ATTACHED** 1988

Value
or statement that
shares are without
par value

EIGHTH: Number of Shares issued:

No. of Shares Class Series

SECY. OF STATE
**SCHEDULE
ATTACHED**

Par Value
or statement that
shares are without
par value

Dated Feb 4 1988

Atlantic Richfield Company
(Name of Corporation)

By Barbara M. Thomas
MOP

(Report must be signed by an officer)

Title ASSISTANT SECRETARY

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
DIRECTORS			
Roy A. Anderson 515 S. Flower Street Los Angeles, CA 90071	1367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Ronald J. Arnault 515 S. Flower Street Los Angeles, CA 90071	600 Burleigh Drive Pasadena, CA 91105		10/26/87
Thornton F. Bradshaw 30 Rockefeller Plaza New York, NY 10020	635 Park Avenue New York, NY 10021		12/01/58
Lodwick M. Cook 515 S. Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Richard M. Deihl H.F. Ahmanson and Company 3731 Wilshire Blvd., 11th Fl. Los Angeles, CA 90010	880 West 1st Street, Unit 528 Los Angeles, CA 90012		2/23/87
Hanna H. Gray 5801 S. Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 S. Flower Street Los Angeles, CA 90071	336 S. Hudson Avenue Los Angeles, CA 90020		12/16/75
Donald M. Kendall Pepsico, Inc. 1 Anderson Hill Road Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
William F. Kieschnick 515 S. Flower Street Los Angeles, CA 90071	968 Paseo La Cresta P.V. Estates, CA 90274		09/18/73
James A. Middleton P.O. Box 2819 Dallas, TX 75221	2825 Mansover Ave. Dallas, TX 75225		10/26/87
James S. Morrison 515 S. Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85
Hicks B. Waldron Avon, Inc. 9 W. 57th Street New York, NY 10019	167 E. 61st St., #39C New York, NY 10021		02/24/86
Henry Mendt SmithKlein Beckman Corp. 16th and Race Streets Philadelphia, PA 19101	2301 Cherry Street Philadelphia, PA 19103		12/01/87
Robert E. Wycoff 515 S. Flower Street Los Angeles, CA 90071	1050 GlenOaks Boulevard Pasadena, CA 91105		06/23/80
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER			
Lodwick M. Cook 515 S. Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS -----	HOME ADDRESS -----	S.S. NUMBER -----	TENURE COMMENCED -----
PRESIDENT AND CHIEF OPERATING OFFICER			
Robert E. Mycoff 515 S. Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		01/01/86
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER			
Ronald J. Arnault 515 S. Flower Street Los Angeles, CA 90071	600 Burleigh Drive Pasadena, CA 91105		06/25/84
EXECUTIVE VICE PRESIDENT			
James S. Morrison 515 S. Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85
James A. Middleton P.O. Box 2819 Dallas, TX 75221	2825 Hanover Ave. Dallas, TX 75225		10/26/87
SENIOR VICE PRESIDENTS			
George H. Babikian 515 S. Flower Street Los Angeles, CA 90071	1601 Via Barcelona P.V. Estates, CA 90274		07/22/85
Mike R. Bowlin 1601 Bryan Dallas, TX 75201	6309 Riverview Dallas, TX 75248		07/22/85
Willard T. Chamberlain 515 S. Flower Street Los Angeles, CA 90071	721 Madre Street Pasadena, CA 91107		06/03/80

ATLANTIC RICHFIELD COMPANY
F.E.I.M. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
Bob G. Gower 1 Houston Center Houston, TX 77253	403 Hunterwood Houston, TX 77024		06/25/84
Harold C. Heinze 700 G. Street Anchorage, AK 99501	2470 Belmont Anchorage, AK 99503		07/22/85
Paul Ravesies 444 S. Flower Street Los Angeles, CA 90017	1310 Rodeo Road Arcadia, CA 91006		09/25/78
William E. Wade 515 S. Flower Street Los Angeles, CA 90071	333 N. San Rafael Pasadena, CA 91105		05/05/87
SENIOR VICE PRESIDENT AND GENERAL COUNSEL			
Francis I. McCormack 515 S. Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
SENIOR VICE PRESIDENT AND TREASURER			
Caaron Cooper 515 S. Flower Street Los Angeles, CA 90071	620 Busch Garden Lane Pasadena, CA 91105		10/26/87

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS -----	HOME ADDRESS -----	S.S. NUMBER -----	TENURE COMMENCED -----
VICE PRESIDENTS			
H. L. Bilhartz 515 S. Flower Street Los Angeles, CA 90071	31 Sedgewich Drive Englewood, CO 80110		06/22/87
James M. Caldwell 9351 Deering Avenue Chatsworth, CA 91311	1825 Helmet Trail Topanga, CA 90290		09/23/85
Stephen J. Giovanisci 515 S. Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane La Canada-Flintridge, CA 91011		09/23/85
William D. Leake 515 S. Flower Street Los Angeles, CA 90071	30459 Via Victoria Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray 515 S. Flower Street Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91006		09/23/85
William C. Rusnack 515 S. Flower Street Los Angeles, CA 90071	1203 Patton Way San Marino, CA 91108		06/22/87
VICE PRESIDENT AND INVESTMENT OFFICER			
E. Kent Damon, Jr. 515 S. Flower Street Los Angeles, CA 90071	8250 Fountain, Apt. A Los Angeles, CA 90046		08/12/85
VICE PRESIDENT AND GENERAL TAX OFFICER			
Kenneth R. Dickerson 515 S. Flower Street Los Angeles, CA 90071	655 Hillcrest La Canada-Flintridge, CA 91011		10/28/85

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
VICE PRESIDENT AND CONTROLLER			
Anthony G. Fernandes 515 S. Flower Street Los Angeles, CA 90071	300 N. Isabel Street, #4 Glendale, CA 91206		07/18/87
SECRETARY			
Howard L. Edwards 515 S. Flower Street Los Angeles, CA 90071	756 Greenridge Drive La Canada-Flintridge, CA 91011		01/01/84
ASSISTANT SECRETARIES			
Bertram Balch, Jr. 444 S. Flower Street Los Angeles, CA 90017	6 Hackamore Road Rolling Hills, CA 90271		
Leonard R. Berkowitz 300 Ocean Gate Long Beach, CA 90802-4341	4680 Ironwood Avenue Seal Beach, CA 90740		
Paul S. Bilgore 300 Ocean Gate Long Beach, CA 90802-4341	355 S. Windsor Blvd. Los Angeles, CA 90020		
John E. G. Bischof 1500 Market Street Philadelphia, PA 19101	1010 Haven Wood Drive Libertyville, IL 60048		
ASSISTANT SECRETARIES			
Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
James R. Coffee 1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
Jack A. Draper, II 4201 Stine Road Bakersfield, CA 93309	47 Jamaica Way Bakersfield, CA 93309		
Barbara M. Hinds 515 S. Flower Street Los Angeles, CA 90071	694 Frontier Court Anaheim Hills, CA 92807		
Albert D. Hoppe 15375 Memorial Drive Houston, TX 77079	20718 Kendra Lane Katy, TX 77450		
Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516-5108		
Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
Rod W. McDonald 2300 W. Plano Parkway Plano, TX 75075	1106 Navaho Trail Richardson, TX 75080		
Richard C. Morse 515 S. Flower Street Los Angeles, CA 90071	2321 Via Carrillo P. V. Estates, CA 90274		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
ASSISTANT SECRETARIES			
Henry H. Paige 515 S. Flower Street Los Angeles, CA 90071	4050 52nd Street, N.W. Washington, DC 20016		
Jeffrey R. Pendergraft 300 Oceangate Long Beach, CA 90802-4341	5319 Court of York Houston, TX 77069		
Paul J. Richmond 515 S. Flower Street Los Angeles, CA 90071	1802 Rosemount Avenue Claremont, CA 91711		
John C. Roots 1333 New Hampshire Ave., N.W. Washington, DC 20036	617 Antierback Stone Road Great Falls, VA 22066		
Robert M. Shea 515 S. Flower Street Los Angeles, CA 90071	449 N. Las Palmas Avenue Los Angeles, CA 90004		
Eugene C. Tidball 555 17th Street Denver, CO 80202	1530 Crest Court Boulder, CO 80302		
Diane A. Ward 515 S. Flower Street Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
Bruce G. Whitmore 300 Oceangate Long Beach, CA 90802-4341	1945 Lemon Avenue S. Pasadena, CA 91030		
ASSISTANT TAX OFFICERS			
Frank A. Breslin 555 17th Street Denver, CO 80202	7723 So. Grape Court Littleton, CO 80122		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
John E. Evard, Jr. 1500 Market Street Philadelphia, PA 19101	6 Highfield Lane Wayne, PA 19087		
Allen C. Holmes 1601 Bryan Dallas, TX 75201	2115 LeMans Court Carrollton, TX 75006		
Hugh R. Motley 700 G Street Anchorage, AK 99501	9900 Springhill Drive Anchorage, AK 99507		
Lesly B. Munnelly 515 S. Flower Street Los Angeles, CA 90071	1275 Kenilworth Avenue San Marino, CA 91108		
Michael E. Yurosko 515 S. Flower Street Los Angeles, CA 90071	614 Calle Fierros San Clemente, CA 92672		
ASSISTANT TREASURERS			
Edgar H. Germer 515 S. Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
Marie L. Knowles 515 S. Flower Street Los Angeles, CA 90071	5614 Naples Canal Long Beach, CA 90803		
Gerald D. Secundy 515 S. Flower Street Los Angeles, CA 90071	222 S. Grand Avenue Pasadena, CA 91105		
ASSISTANT VICE PRESIDENTS			
James D. Kowal 515 S. Flower Street Los Angeles, CA 90071	1709 Via Estudillo P.V. Estates, CA 90274		

ATLANTIC RICHFIELD COMPANY
F.E.I.N. 23-0371610

LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
Stu L. McDonald 515 S. Flower Street Los Angeles, CA 90071	29 Margate Square P.V. Estates, CA 90274		
ASSISTANT CONTROLLER			
Joseph P. McCoy 515 S. Flower Street Los Angeles, CA 90071	6521 Mantova Street Long Beach, CA 90815		01/26/87

ATLANTIC RICHFIELD COMPANY
AS OF December 31, 1987

Capital Stock - Authorized and Issued

Shares Authorized

		<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common		600,000,000	\$ 2.50	\$ 1,500,000,000
Preferred	3.75%	352,000	100.00	35,200,000
Preferred	\$ 3.00	245,714	1.00	245,714
Preferred	\$ 2.80	<u>4,785,041</u>	1.00	<u>4,785,041</u>
		<u>605,382,755</u>		<u>\$ 1,540,230,755</u>

Shares Issues

		<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common		217,484,404	\$ 2.50	\$ 543,711,010
Preferred*	3.75%	-0-	100.00	-0-
Preferred	\$ 3.00	156,417	1.00	156,417
Preferred	\$ 2.80	<u>1,439,181</u>	1.00	<u>1,439,181</u>
		<u>219,080,002</u>		<u>\$ 545,306,608</u>

*Redeemed in October 1986

CD
2/5/88

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....34309..... Annual Report for the year1987.....

FIRST: The name of the corporation is.....Atlantic Richfield Company.....

SECOND: It is incorporated under the laws of.....DELAWARE.....

THIRD: Character of business, briefly stated, is.....NATURAL RESOURCES.....

FOURTH: If foreign corporation, address of its principal office.....515 S FLOWER STREET
LOS ANGELES, CALIFORNIA 90071.....

FIFTH: Business address in Rhode Island.....123 DYER STREET
PROVIDENCE, RHODE ISLAND 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

.....	Director	.....
.....	Director	.....
SCHEDULE	Director	.....
ATTACHED	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
SCHEDULE			
ATTACHED			

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
SCHEDULE			
ATTACHED			

PAID
MAR 5 1987
SECY OF STATE
MAR 9 6 1987

Dated February 17, 1987.

ATLANTIC RICHFIELD COMPANY
(Name of Corporation)

By Louis J. Battista

Title ASSISTANT TAX OFFICER TN

(Report must be signed by an officer)

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
DIRECTORS			
Roy A. Anderson 515 S. Flower Street Los Angeles, CA 90071	1367 Shepards Lane LaCanada-Flintridge, CA 91011		01/27/86
Thornton F. Bradshaw 30 Rockefeller Plaza New York, NY 10020	635 Park Avenue New York, NY 10021		12/01/58
Lodwick M. Cook 515 S. Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
Hanna H. Gray 5801 S. Ellis Avenue Chicago, IL 60637	5855 University Avenue Chicago, IL 60637		06/28/82
Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 S. Flower Street Los Angeles, CA 90071	336 S. Hudson Avenue Los Angeles, CA 90020		12/16/75
Robert S. Ingersoll 1 First National Plaza Suite 2530 Chicago, IL 60670	1420 Sheridan Road Wilmette, IL 60091		11/22/76
Donald M. Kendall Pepsico, Inc. 1 Anderson Hill Road Purchase, NY 10577	Porchuck Road Greenwich, CT 06830		03/04/69
William F. Kieschnick 515 S. Flower Street Los Angeles, CA 90071	968 Paseo La Cresta P.V. Estates, CA 90274		09/18/73
James S. Morrison 515 S. Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		10/28/85

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
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DIRECTORS

Robert H. Stewart, III Interfirst Corporation 1401 Elm St., Int'l Bldg. Dallas, TX 75270	12109 Elysian Court Dallas, TX 75230		02/22/82
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Hicks B. Waldron Avon, Inc. 9 W. 57th Street New York, NY 10019	167 E. 61st St., #39C New York, NY 10021		02/24/86
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Robert E. Wycoff 515 S. Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		06/23/80
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CHAIRMAN OF THE BOARD AND
CHIEF EXECUTIVE OFFICER

Lodwick M. Cook 515 S. Flower Street Los Angeles, CA 90071	5506 Colbath Avenue Van Nuys, CA 91401		06/23/80
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PRESIDENT AND CHIEF OPERATING
OFFICER

Robert E. Wycoff 515 S. Flower Street Los Angeles, CA 90071	1050 Glen Oaks Boulevard Pasadena, CA 91105		01/01/86
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EXECUTIVE VICE PRESIDENT

James S. Morrison 515 S. Flower Street Los Angeles, CA 90071	1365 Woodstock Road San Marino, CA 91108		07/22/85
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SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

Ronald J. Arnault 515 S. Flower Street Los Angeles, CA 90071	600 Burleigh Drive Pasadena, CA 91105		06/25/84
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ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
SENIOR VICE PRESIDENTS			
George H. Babikian 515 S. Flower Street Los Angeles, CA 90071	1601 Via Barcelona P.V. Estates, CA 90274		07/22/85
Hiram E. Bond 300 Oceangate Long Beach, CA 90802-4341	6023 Ocean Terrace Drive Rancho Palos Verdes, CA 90274		09/25/78
Mike R. Bowlin 1601 Bryan Dallas, TX 75201	6309 Riverview Dallas, TX 75248		07/22/85
Willard T. Chamberlain 515 S. Flower Street Los Angeles, CA 90071	721 Madre Street Pasadena, CA 91107		06/03/80
Bob G. Sower 1 Houston Center Houston, TX 77253	403 Hunterwood Houston, TX 77024		06/25/84
Harold C. Heinze 700 G. Street Anchorage, AK 99501	2470 Belmont Anchorage, AK 99503		07/22/85
James A. Middleton 1601 Bryan Dallas, TX 75201	7251 Lane Park Drive Dallas, TX 75225		06/24/81
Paul Ravesies 444 S. Flower Street Los Angeles, CA 90017	1310 Rodeo Road Arcadia, CA 91006		09/25/78
Harold A. Sorgenti 1500 Market Street Philadelphia, PA 19101	Coccartown & Elakely Rds. Haverford, PA 19041		11/27/78

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S. S. NUMBER	TENURE COMMENCED
SENIOR VICE PRESIDENT AND GENERAL COUNSEL			
Francis X. McCormack 515 S. Flower Street Los Angeles, CA 90071	975 Singing Wood Drive Arcadia, CA 91006		09/18/73
VICE PRESIDENTS			
James H. Caldwell 9351 Deering Avenue Chatsworth, CA 91311	1825 Helmet Trail Topanga, CA 90290		09/23/85
John Gavin 515 S. Flower Street Los Angeles, CA 90071	2415 Century Hill Los Angeles, CA 90067		
Stephen J. Giovanisci 515 S. Flower Street Los Angeles, CA 90071	3630 Karen Sue Lane La Canada-Flintridge, CA 91011		09/23/85
William D. Leake 515 S. Flower Street Los Angeles, CA 90071	30459 Via Victoria Rancho Palos Verdes, CA 90274		07/28/80
Donald A. Murray 515 S. Flower Street Los Angeles, CA 90071	1117 Panorama Drive Arcadia, CA 91006		09/23/85
William E. Wade 515 S. Flower Street Los Angeles, CA 90071	333 N. San Rafael Pasadena, CA 91105		05/07/85
VICE PRESIDENT AND TREASURER			
Carron Cooper 515 S. Flower Street Los Angeles, CA 90071	620 Eush Garden Lane Pasadena, CA 91105		05/03/85

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
VICE PRESIDENT AND INVESTMENT OFFICER			
E. Kent Dawson, Jr. 515 S. Flower Street Los Angeles, CA 90071	8250 Fountain, Apt. A Los Angeles, CA 90046	-	08/12/85
VICE PRESIDENT AND GENERAL TAX OFFICER			
Kenneth R. Dickerson 515 S. Flower Street Los Angeles, CA 90071	655 Hillcrest La Canada-Flintridge, CA 91011		10/28/85
VICE PRESIDENT AND CONTROLLER			
William H. Magee 515 S. Flower Street Los Angeles, CA 90071	541 Second Street Manhattan Beach, CA 90266		07/27/81
SECRETARY			
Howard L. Edwards 515 S. Flower Street Los Angeles, CA 90071	756 Greenridge Drive La Canada-Flintridge, CA 91011		01/01/84
ASSISTANT SECRETARIES			
Bertram Balch, Jr. 444 S. Flower Street Los Angeles, CA 90017	6 Hackamore Road Rolling Hills, CA 90271		
Leonard R. Berkowitz 300 Ocean Gate Long Beach, CA 90802-4341	4680 Ironwood Avenue Seal Beach, CA 90740		
Paul S. Bilgore 300 Ocean Gate Long Beach, CA 90802-4341	355 S. Windsor Blvd. Los Angeles, CA 90020		
John E. G. Bischof 1500 Market Street Philadelphia, PA 19101	1010 Haven Wood Drive Libertyville, IL 60048		

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
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ASSISTANT SECRETARIES

Patrick J. Brophy 1601 Bryan Dallas, TX 75201	16311 Lauder Lane Dallas, TX 75248		
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James R. Coffee 1601 Bryan Dallas, TX 75201	7208 Winterwood Lane Dallas, TX 75248		
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Jack A. Draper, II 4201 Stine Road Bakersfield, CA 93309	47 Jamaica Way Bakersfield, CA 93309		
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Harry W. Bill, Jr. 1500 Market Street Philadelphia, PA 19101	622 Mountain View Road Berwyn, PA 19312		
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Barbara M. Hinds 515 S. Flower Street Los Angeles, CA 90071	694 Frontier Court Anaheim Hills, CA 92807		
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Albert D. Hoppe 15375 Memorial Drive Houston, TX 77079	20718 Kendra Lane Katy, TX 77450		
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Colin C. Howard 700 G Street Anchorage, AK 99501	5931 West Tree Drive Anchorage, AK 99516-5108		
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Thomas F. Linn 555 17th Street Denver, CO 80202	7801 S. Monaco Court Englewood, CO 80112		
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Red W. McDonald 2300 W. Plano Parkway Plano, TX 75075	1106 Navaho Trail Richardson, TX 75080		
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Richard C. Morse 515 S. Flower Street Los Angeles, CA 90071	2321 Via Carrillo P. V. Estates, CA 90274		
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ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
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ASSISTANT SECRETARIES

Henry H. Paige 515 S. Flower Street Los Angeles, CA 90071	4050 52nd Street, N.W. Washington, DC 20016		
---	--	--	--

Jeffrey R. Pendergraft 300 Ocean Gate Long Beach, CA 90802-4341	5319 Court of York Houston, TX 77069		
---	---	--	--

Paul J. Richmond 515 S. Flower Street Los Angeles, CA 90071	1802 Rosemount Avenue Claremont, CA 91711		
---	--	--	--

John C. Roots 1333 New Hampshire Ave., N.W. Washington, DC 20036	617 Autlerback Stone Road Great Falls, VA 22066		
--	--	--	--

Robert M. Shea 515 S. Flower Street Los Angeles, CA 90071	449 N. Las Palmas Avenue Los Angeles, CA 90004		
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Eugene C. Tidball 555 17th Street Denver, CO 80202	1530 Crest Court Boulder, CO 80302		
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Diane A. Ward 515 S. Flower Street Los Angeles, CA 90071	2244 Bagley Avenue Los Angeles, CA 90034		
--	---	--	--

Bruce G. Whitmore 300 Ocean Gate Long Beach, CA 90802-4341	1945 Lewan Avenue S. Pasadena, CA 91030		
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ASSISTANT TAX OFFICERS

Louis S. Battista 515 S. Flower Street Los Angeles, CA 90071	1555 Knollwood Terrace Pasadena, CA 91103		
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ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
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ASSISTANT TAX OFFICERS

Frank A. Breslin 555 17th Street Denver, CO 80202	7723 So. Grape Court Littleton, CO 80122		
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John E. Evard, Jr. 1500 Market Street Philadelphia, PA 19101	6 Highfield Lane Wayne, PA 19087		
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Allen C. Holmes 1601 Bryan Dallas, TX 75201	2115 LeMans Court Carrollton, TX 75006		
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Hugh R. Motley 700 6 Street Anchorage, AK 99501	9900 Springhill Drive Anchorage, AK 99507		
---	--	--	--

ASSISTANT TREASURERS

Edgar H. Germer 515 S. Flower Street Los Angeles, CA 90071	1295 Old Mill Road San Marino, CA 91108		
--	--	--	--

Marie L. Knowles 515 S. Flower Street Los Angeles, CA 90071	5614 Naples Canal Long Beach, CA 90803		
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Gerald D. Secundy 515 S. Flower Street Los Angeles, CA 90071	222 S. Grand Avenue Pasadena, CA 91105		
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ASSISTANT VICE PRESIDENTS

Jacques D. Kowal 515 S. Flower Street Los Angeles, CA 90071	29 Margate Square P.V. Estates, CA 90274		
---	---	--	--

Stu L. McDonald 515 S. Flower Street Los Angeles, CA 90071	29 Margate Square P.V. Estates, CA 90274		
--	---	--	--

ATLANTIC RICHFIELD COMPANY
LIST OF OFFICERS & DIRECTORS

NAME BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE COMMENCED
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ASSISTANT CONTROLLER

John F. Lennon
1500 Market Street
Philadelphia, PA 19101

Not Available
at Present

ATLANTIC RICHFIELD COMPANY
AS OF December 31, 1986

Capital Stock - Authorized and Issued

Shares Authorized

		<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common		600,000,000	\$ 2.50	\$ 1,500,000,000
Preferred	3.75%	352,000	100.00	35,200,000
Preferred	\$ 3.00	278,905	1.00	278,905
Preferred	\$ 2.80	<u>5,042,367</u>	1.00	<u>5,042,367</u>
		<u>605,673,272</u>		<u>\$ 1,540,521,272</u>

Shares Issued

		<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common		217,279,037	\$ 2.50	\$ 543,197,593
Preferred	3.75%	-0-	100.00	-0-
Preferred	\$ 3.00	182,785	1.00	182,785
Preferred	\$ 2.80	<u>1,630,406</u>	1.00	<u>1,630,406</u>
		<u>219,092,228</u>		<u>\$ 545,010,784</u>

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 34309 Annual Report for the year 1986

FIRST: The name of the corporation is Atlantic Richfield Company

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is NATURAL RESOURCES

FOURTH: If foreign corporation, address of its principal office 515 S. FLOWER ST.
LOS ANGELES, CALIFORNIA 90071

FIFTH: Business address in Rhode Island 111 WESTMINSTER ST.
PROVIDENCE 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SCHEDULE ATTACHED

SEVENTH: Number of Shares authorized:

No. of Shares Class Series Par Value or statement that shares are without par value

SCHEDULE ATTACHED

PAID

EIGHTH: Number of Shares issued:

No. of Shares Class Series Par Value or statement that shares are without par value

SCHEDULE ATTACHED

SECY. OF STATE

Dated FEB 25 1986 19

APR 05 1986

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ATLANTIC RICHFIELD COMPANY
(Name of Corporation)

By [Signature]

Title ASSISTANT TAX OFFICER BHT JR

(Report must be signed by an officer)

Atlantic Richfield Company

DIRECTORS

	<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commence</u>
Robert O. Anderson	(3) 10/7/63	Joseph P. Downer	(1) 3/4/69	Simon Ramo	(11) 1/23/84
Thornton F. Bradshaw	(8) 12/1/58	Hanna H. Gray	(18) 6/28/82	Robert H. Stewart, III	(17) 2/22/82
Lodwick M. Cook	(1) 6/23/80	Philip M. Hawley	(13) 12/16/75	Kendrick R. Wilson, Jr.	(7) 3/4/69
		Robert S. Ingersoll	(12) 11/22/76	Robert E. Wycoff	(1) 6/23/80
		Donald M. Kendall	(6) 3/4/69		
		William F. Kieschnick	(1) 9/18/73		
		James S. Morrison	(1) 10/23/86		

OFFICERS

	<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commence</u>
<u>Chairman of the Board and</u> <u>Chief Executive Officer:</u>		Lodwick M. Cook	(1) 1/2/86		
<u>President and</u> <u>Chief Operating Officer:</u>		Robert E. Wycoff	(1) 1/2/86		
<u>Vice Chairman of the Board:</u>		Joseph P. Downer	(1) 6/3/80		
<u>Executive Vice President:</u>		James S. Morrison	(1) 7/22/85		
<u>Senior Vice Presidents:</u>	<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commence</u>
Ronald J. Arnault	(1) 6/3/80	Harold C. Heinze	(20) 7/22/85	Paul Ravesies	(1) 9/25/78
George H. Babikian	(1) 7/22/85	Francis X. McCormack	(1) 9/18/73	Harold A. Sorgenti	(2) 11/27/78
Hiram E. Bond	(5) 9/25/78	James A. Middleton	(10) 6/24/81		
Michael R. Bowlin	(10) 7/22/85	Stuart C. Mut	(10) 9/24/84		
Willard Chamberlain	(14) 6/3/80				
Claude O. Goldsmith	(1) 6/3/80				
Bob G. Gower	(1) 6/25/84				
<u>Senior Vice President and</u> <u>Chief Financial Officer:</u>		Ronald J. Arnault	(1) 6/25/84		
<u>Senior Vice President and</u> <u>General Counsel:</u>		Francis X. McCormack	(1) 9/18/73		
<u>Vice Presidents:</u>	<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commenced</u>		<u>Tenure</u> <u>Commence</u>
James H. Caldwell	(22) 9/23/85	E. Kent Damon	(1) 8/12/85	Donald W. Murray	(1) 9/23/85
Camron Cooper	(11) 5/3/83	William D. Leake	(1) 7/28/80	William E. Wade	(10) 5/7/85
Stephen J. Giovanisci	(1) 9/23/85	William H. Magee	(1) 7/27/81		
		Douglas G. McNair	(1) 7/1/72		
		Kenneth R. Dickerson	(1) 10/28/85		
<u>Vice President and Treasurer:</u>		Camron Cooper	(1) 5/3/83, 10/23/78		
<u>Vice President and</u> <u>General Tax Officer:</u>		Kenneth R. Dickerson	(1) 10/28/85		
<u>Secretary:</u>		Howard L. Edwards	(1) 1/1/84		
<u>Vice President and</u> <u>Investment Officer:</u>		E. Kent Damon, Jr.	(1) 8/12/85		
<u>Assistant Treasurers:</u>		Edgar H. Germer	(1)		
		Gerald D. Secundy	(1)		
		Russell S. Young	(1)		
<u>Assistant Secretaries:</u>					
Bertram Balch, Jr.	(19)	William W. Fulmer	(1)	Paul J. Richmond	(1)
Paul S. Bilgore	(14)	Harry W. Gill	(2)	Eugene C. Tidball	(4)
J. E. Bischof	(14)	Barbara M. Hinds	(1)	Bruce G. Whitmore	(1)
Wendy J. Busch	(21)	Colin C. Howard	(20)		
James R. Coffee	(10)	Richard C. Morse	(1)		
Jack A. Draper II	(16)	Helen V. Muldowney	(9)		
		Henry H. Paige	(15)		
<u>Assistant Controllers:</u>					
		John F. Lennon	(1)		
<u>Assistant Tax Officers:</u>		F. A. Breslin	(1)		
		Joseph L. Hagan	(1)		
		Hugh R. Motley	(20)		
		Allen C. Holmes	(10)		
<u>Assistant Vice President:</u>		S. L. McDonald	(1)		

ATLANTIC RICHFIELD COMPANY
ADDRESSES

1. 515 South Flower Street, Los Angeles, CA 90071
2. 1500 Market Street, Philadelphia, PA 19101
3. Box 1000, Roswell, NM 88201
4. 555 17th Street, Denver, CO 80202
5. 300 Oceangate, Long Beach, CA 90802-4341
6. Pepsico, Inc., Purchase, NY 10577
7. AVCO Finance, 1275 King Street, Greenwich, CT 06830
8. 30 Rockefeller Plaza, New York, NY 10020
9. 717 Fifth Avenue, New York, NY 10022
10. 1601 Bryan, Dallas, TX 75201
11. TRW Inc., 1 Space Park, Redondo Beach, CA 90278
12. One First National Plaza, Suite 2530, Chicago, IL 60670
13. Carter Hawley Hale Stores, Inc., 550 south Flower street,
Los Angeles, CA 90071
14. 1701 E. Golf Road, Rolling Meadows, IL 60008
15. 1333 New Hampshire Avenue, N.W., suite 1001, Washington,
D.C. 20036
16. 4201 Stine Road, Bakersfield, CA 93309
17. Interfirst Corporation, 1201 International Bldg.,
Dallas, TX 75270
18. 5801 S. Ellis Avenue, chicago, IL 60637
19. 444 S. Flower Street, Los Angeles, CA 90017
20. 700 G. Street, Anchorage, Alaska 99501
21. 707 17th Street, Denver, CO 80202
22. 9351 Deering Avenue, Chatsworth, CA 91311

ATLANTIC RICHFIELD COMPANY
AS OF December 31, 1985

Capital Stock - Authorized and Issued

Shares Authorized

		<u>Shares</u>	<u>Par Value</u>	<u>Authorized Capital</u>
Common		600,000,000	\$ 2.50	\$ 1,500,000,000
Preferred	3.75%	352,000	100.00	35,200,000
Preferred	\$ 3.00	321,802	1.00	321,802
Preferred	\$ 2.80	<u>5,387,383</u>	1.00	<u>5,387,383</u>
		<u>606,061,185</u>		<u>\$ 1,540,909,185</u>

Shares Issued

		<u>Shares</u>	<u>Par Value</u>	<u>Stated Capital</u>
Common		217,149,400	\$ 2.50	\$ 542,873,500
Preferred	3.75%	-0-	100.00	-0-
Preferred	\$ 3.00	209,545	1.00	209,545
Preferred	\$ 2.80	<u>1,827,321</u>	1.00	<u>1,827,321</u>
		<u>219,186,266</u>		<u>\$ 544,910,366</u>

BHT
2/24/86