

No. C 78314	Annual Report Form 1997 <i>Due No Later Than November 30,</i>	2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct ATLANTIC RICHFIELD COMPANY STATE TAX MANAGER 515 S. FLOWER ST AP-4399 LOS ANGELES CA 90071	C T CORPORATION SYSTEM 300 N. 6TH ST. BOISE ID 83701
		3. Organized Under the Laws of: DE C 78314

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of ☐ **Managers** or ☐ **Members** (check one)

Office held	Name	Street or P.O. Address	City	State	Zip
PRESIDENT	MIKE R. BOWLIN	515 S. FLOWER ST.	LOS ANGELES	CA	90071
SECRETARY	BRUCE G. WHITMORE	515 S. FLOWER ST.,	LOS ANGELES	CA	90071

SEE ATTACHED LIST OF OFFICERS & DIRECTORS.

5.	6.
	Signature <u>BARBARA M. BARTOLETTI</u> Date <u>8/4/97</u> Name (Typed or Printed) <u>Barbara M Bartolotti</u> Title <u>ASST. SECRETARY</u>

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

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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

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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	06/01/93
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 90623-1066	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

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Title	Name/Business Address	Tenure Commenced
Associate General Tax Officers (cont'd):	Leslye B. Nunnelly 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
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

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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

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Assistant Secretaries (cont'd):	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

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