

State of Idaho

Department of State

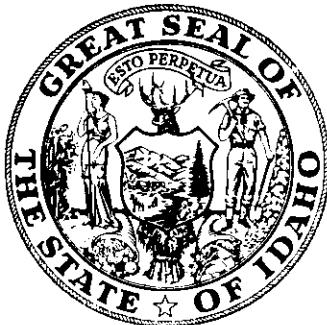
CERTIFICATE OF WITHDRAWAL OF

RICHFIELD OIL CORPORATION
File Number C 37135

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RICHFIELD OIL CORPORATION for a Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 22, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alisa Hartley

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

FILED

97 DEC 22 AM 8:37



To the Secretary of State of Idaho:

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is RICHFIELD OIL CORPORATION

The name which it shall use in Idaho is _____

2. It is incorporated under the laws of DELAWARE

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6, below.

6. The post office address to which process against the corporation may be mailed is Nicholas Bunin,

Atlantic Richfield Company, 444 South Flower St., Rm 3523, Los Angeles, CA 90071

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By M. A. Ferrucci
M. A. FERRUCCI

Its President
(Specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

12/22/1997 09:00
CK: 144005616 CT: 70195 BH: 65710

1 @ 20.00 = 20.00 FOR WITHDR

C 37135

g:\corpform\ACW2 pm6 Revised 4/97