

foiapa

18-02030-FOIA

From: Request@ip-10-170-25-85.ec2.internal
Sent: Tuesday, May 22, 2018 1:29 PM
To: foiapa
Subject: Request for Document from Henderson, James



James Henderson
1550 17th Street, Suite 500
Denver, Colorado 80202
United States

3038927317
jim.henderson@dgsllaw.com
Davis Graham & Stubbs, LLP

Request:

COMP_NAME: Atlantic Richfield Co.

DOC_DATE: 1977 and 1984

TYPE: 10-K (Annual Report)

COMMENTS: I need 10-K forms for Atlantic Richfield Co. for the calendar year ending 12/31/1977 and 12/31/1984.

FEE_AUTHORIZED: Willing to Pay \$61

FEE_WAIVER_REQUESTED: NO

EXPEDITED_SERVICE_REQUESTED: NO



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

June 19, 2018

Mr. James Henderson
Davis Graham & Stubbs, LLP
1550 17th Street Suite 500
Denver, CO 80202

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. 18-02030-FOIA

Dear Mr. Henderson:

This letter is in response to your request, dated and received in this office on May 22, 2018, for a copy of the Form 10-K, filed by Atlantic Richfield Co. on December 31, 1977 and December 31, 1984.

Our search for responsive records has resulted in the retrieval of Atlantic Richfield Co.'s Form 10-K, filed on December 31, 1977, totaling 14 pages of records that may be responsive to your request. They are being provided to you with this letter.

However, based on the information you provided in your letter, the staff conducted an extensive search of our holding and finding aids but did not identify a Form 10-K, filed on December 31, 1984 by Atlantic Richfield Co.

If you still have reason to believe that the SEC maintains the type of information you seek, please provide us with additional information, which could prompt another search. Otherwise, we conclude that no responsive information exists and we consider this request to be closed.

You have the right to appeal the adequacy of our search or finding of no responsive information to the SEC's General Counsel under 5 U.S.C. § 552(a)(6), 17 CFR § 200.80(d)(5)(iv). The appeal must be received within ninety (90) calendar days of the date of this adverse decision. Your appeal must be in writing, clearly marked "Freedom of Information Act Appeal," and should identify the requested records. The appeal may include facts and authorities you consider appropriate.

Mr. James Henderson
June 19, 2018
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You may file your appeal by completing the online Appeal form located at https://www.sec.gov/forms/request_appeal, or mail your appeal to the Office of FOIA Services of the Securities and Exchange Commission located at Station Place, 100 F Street NE, Mail Stop 2465, Washington, D.C. 20549, or deliver it to Room 1120 at that address. Also, send a copy to the SEC Office of the General Counsel, Mail Stop 9612, or deliver it to Room 1120 at the Station Place address.

If you have any questions, please contact me at wadeo@sec.gov or (202) 551-8323. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Ray J. McInerney as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,



Ollie R. Wade
FOIA Research Specialist

Enclosures

1977

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 1977

Commission file number 1-1196

Atlantic Richfield Company

(Exact name of Registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation or organization)

23-0371610 (I.R.S. Employer Identification No.)

515 South Flower Street, Los Angeles, California 90071

(Address of principal executive office)

(Zip Code)

Registrant's telephone number, including area code: 213-486-3511

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS

NAME OF EACH EXCHANGE ON WHICH REGISTERED

Common stock (\$5 par value)

New York Stock Exchange, PBW Stock Exchange, Midwest Stock Exchange, Pacific Stock Exchange, The Toronto Stock Exchange and Tokyo Stock Exchange

Cumulative preferred stock 3.75% Series B (\$100 par value)
\$3.00 cumulative convertible preference stock (\$1 par value)
\$2.80 cumulative convertible preference stock (\$1 par value)

New York Stock Exchange
New York Stock Exchange and Pacific Stock Exchange
New York Stock Exchange, Pacific Stock Exchange and Midwest Stock Exchange

Twenty-five year 3 1/4% debentures due January 15, 1979
Thirty year 5% debentures due May 15, 1997
4% convertible subordinated debentures due December 1, 1986

New York Stock Exchange
New York Stock Exchange
New York Stock Exchange

4.60% sinking fund debentures due December 15, 1988
Thirty year 8% debentures due April 1, 2000
Thirty year 7.70% debentures due December 15, 2000
Thirty year 7 3/4% debentures due December 15, 2003

New York Stock Exchange
New York Stock Exchange
New York Stock Exchange
New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Number of shares of Common Stock, \$5.00 par value, outstanding as of December 31, 1977: 104,647,948

SECURITIES AND EXCHANGE COMMISSION
FEE RECEIVED
MAR 30 1978
REGISTRATION & REPORTS

1-1196-2
Orig
179

Handwritten initials

Item 1. Business.

Reference is made to "Business and Properties" in Appendix A to this Annual Report. The information set forth under such caption is incorporated herein by reference.

Item 2. Summary of Operations.

Reference is made to "Atlantic Richfield Company and Consolidated Subsidiaries—Consolidated Statements of Income" and "Statements of Changes in Shareholders' Equity" in Appendix A to this Annual Report. The information set forth under such captions is incorporated herein by reference.

Item 3. Properties.

See Item 1 above.

Item 4. Parents and Subsidiaries.

<u>Name of company</u>	<u>Organized under laws of</u>	<u>Percentage of voting securities owned by immediate parent</u>
Atlantic Richfield Company (Registrant)	Pennsylvania	
Subsidiaries of registrant, not all inclusive, (as of December 31, 1977):		
Subsidiaries in consolidated financial statements include:		
ARCO Caribbean, Inc.	Delaware	100.0
ARCO Exploration, Inc.	Delaware	100.0
ARCO International Petroleum, Inc.	Delaware	100.0
ARCO International Services, Inc.	Delaware	100.0
ARCO Iran, Inc.	Delaware	100.0
ARCO Medical Products Company	Delaware	100.0
ARCO Oil Producing, Inc.	Delaware	100.0
ARCO Pipe Line Company	Delaware	100.0
ARCO Polymers, Inc.	Pennsylvania	100.0
Atlantic Richfield Indonesia Inc.	Delaware	100.0
Atreco, Inc.	Delaware	100.0
Buckley & Scott Co.	Delaware	100.0
Companhia Atlantic de Petroleo	Brazil	100.0
Empresa Carioca de Productos Quimicos S.A.	Brazil	100.0
Griffith-Consumers Company	Delaware	100.0
Hondo Oil & Gas Company	New Mexico	100.0
Major Petroleum Company	Delaware	100.0
Petroleum Tankers, Inc.	Delaware	100.0
Sinclair Venezuelan Oil Company	Delaware	97.0
Tanker Transport, Inc.	Liberia	100.0
Venezuelan Atlantic Refining Company	Delaware	100.0
* Anaconda:	Delaware	100.0
Anaconda Canada Limited	Canada	100.0
Anaconda International Corporation	Delaware	100.0
Anaconda Jamaica Inc.	Delaware	100.0
Anaconda Sales Company	Delaware	100.0
Chile Copper Company	Delaware	99.8
Greene Cananea Copper Company	Minnesota	99.5
Walworth Company	Delaware	100.0
Subsidiaries accounted for on the equity method include:		
ARCO Credit Corporation	Delaware	100.0
ARCO Raffinerie GmbH	West Germany	100.0
Oxirane Chemical Company	Uniform Partnership Act of State of Texas	50.0
Oxirane Chemie (Nederland)	Partnership— The Netherlands	50.0

Item 4. Parents and Subsidiaries (Continued).

<u>Name of company</u>	<u>Organized under laws of</u>	<u>Percentage of voting securities owned by immediate parent</u>
*Anaconda:		
Alumina Partners of Jamaica (a joint venture—remainder owned equally by Kaiser Jamaica Corporation and Reynolds Jamaica Alumina (Ltd.)	Delaware	26.9
Anamax Mining Company (a joint venture—50% owned by AMAX Inc.)	Arizona	50.0
Condumex, S.A.	Mexico	23.2
Compania Minera de Cananea, S.A.	Mexico	48.0
Fios e Cabos Plasticos do Brasil S.A.	Brazil	45.4
Inspiration Consolidated Copper Company.....	Maine	20.4
Industrias Nacobre, S.A.	Mexico	40.0
Sociedade Anomina Marvin	Brazil	50.0

The subsidiaries whose names are not listed above, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

* On January 12, 1977, The Anaconda Company was merged into a wholly owned subsidiary of Atlantic Richfield pursuant to a Plan and Agreement of Reorganization dated July 26, 1976.

Item 5. Legal Proceedings.

The following administrative or judicial proceedings by governmental authorities arising under various federal, state or local provisions regulating the discharge of materials into the environment or otherwise relating to the protection of the environment were initiated, heard or concluded during the quarter ended December 31, 1977. Such proceedings in the aggregate were not material to the business or financial condition of the Company.

A. Water Violations

A Coast Guard penalty of \$450 was paid for an alleged oil spill from a facility located on Walnut Bend Unit No. 2, Tract No. 22, Fannin County School Land Survey A-1248, Cooke County, Texas into Hickory Creek.

A Coast Guard penalty of \$250 was preliminarily assessed for an alleged discharge of oil into the waters of Monti Bay, Alaska from the Monti Bay terminal.

An assessed Coast Guard penalty of \$600 for an alleged discharge from the Philadelphia refinery was dismissed based on our letter to them indicating that Atlantic Richfield was not the source of the alleged oil discharge.

A Coast Guard penalty of \$1,000 was assessed for an alleged storage tank overflow of gasoline from the New Haven, Connecticut terminal. A hearing was held and the penalty was reduced to \$500.

A Coast Guard penalty for an alleged fuel oil leak at the Philadelphia refinery was mitigated from \$1,000 to \$250 and paid.

A Notice of Violation was received from EPA Region V in Chicago alleging failure to prepare a Spill Prevention Control and Counter-Measure Plan for our Marquette, Michigan terminal. Investigation showed that an SPCC Plan for the subject location had been prepared but was not on the premises. A fine of \$2,500 has been proposed and efforts toward mitigation are continuing.

Item 5. Legal Proceedings (Continued).

A Coast Guard penalty for an alleged gasoline spill at a service station in Pennsburg, Pennsylvania has been mitigated from \$1,500 to \$250 and paid.

A Coast Guard citation was received for an alleged spill of fuel oil from the Revere, Massachusetts terminal into Chelsea Creek. The proposed penalty is \$300 and mitigation of this penalty will be requested.

A Coast Guard penalty for an alleged fuel oil spill at the Philadelphia refinery's Pollock Street sewer has been reduced from \$1,000 to \$500.

As a result of an informal hearing, the Coast Guard has dismissed a \$1,500 penalty for an alleged oil discharge at the Philadelphia refinery.

A Coast Guard penalty of \$2,000 was assessed against ARCO Pipe Line Company, a wholly owned subsidiary of Atlantic Richfield, for an alleged discharge of crude oil into the Delaware River at Fort Mifflin, Pennsylvania as a result of a loading arm accident at the marine terminal. The penalty was reduced to \$500 and paid.

A Coast Guard citation was received by ARCO Pipe Line for an alleged discharge of crude oil into a tributary to Belknap Creek in Montague County, Texas. The proposed penalty of \$500 will be paid.

A Coast Guard citation was received by ARCO Pipe Line for an alleged discharge of crude oil into Spring Creek in Anderson County, Texas. The proposed \$300 penalty was paid.

A Coast Guard citation with a proposed penalty of \$1,000 was received by ARCO Pipe Line for an alleged discharge of fuel oil into a tributary to Cheyenne Creek, Montgomery County, Kansas. ARCO Pipe Line maintains that there was no water flow at the time of the discharge and hence, no violation. Evidence of this fact is to be provided in an attempt to have the citation dismissed.

A Coast Guard penalty of \$400 was paid for an alleged spill of lube oil from the Company's Bulk Liquid Transfer facility into the Houston Ship Channel.

ARCO Polymers, Inc., Houston, a subsidiary of Atlantic Richfield, responded to a Notice of Violation from the City of Houston that alleged a violation of a Texas Water Quality Board permit governing total suspended solids. The response stated that a sample taken by our staff concurrently with the City's sample and also analyses of the 24-hour composite taken on the adjacent days were within the limits of the permit.

A Notice of Violation was received by ARCO Polymers, Houston, from the Harris County Pollution Control Department alleging excessive chemical oxygen demand concentrations. A response was submitted indicating that maintenance of plant equipment and operational problems were the most probable cause for this situation.

A Notice of Violation was received by ARCO Polymers, Houston, from the City of Houston alleging violation of a Texas Water Quality Board permit governing total suspended solids. A response was submitted that our analysis of the duplicate sample did not exceed the grab sample limitations.

A Notice of Violation was received by ARCO Polymers, Houston, from the Harris County Pollution Control Department alleging a violation of the Texas Water Quality Act for excessive concentrations of chemical oxygen demand and zinc. A response was submitted that corrective measures to avoid recurrence will be taken.

A Coast Guard penalty of \$250 was paid for an alleged discharge of diesel oil from the ruptured fuel tank of an Atlantic Richfield tank truck into Lake Washington, Seattle, Washington.

Item 5. Legal Proceedings (Continued).

A \$200 Coast Guard penalty was paid for an alleged spill of diesel oil from the Seattle terminal into Elliot Bay, Seattle, Washington. An additional citation associated with this alleged spill and relating to an alleged failure to follow the Coast Guard Procedures Manual was dismissed.

A \$500 Coast Guard penalty was paid for an alleged spill of diesel oil from the Richmond terminal into San Francisco Bay.

On October 31, 1977, a damage claim was received from the Washington Department of Ecology alleging a fishkill resulting from a gasoline leak from a service station in Seattle into Thornton Creek on April 30, 1977. Damages claimed are \$10,283.

B. Air Violations

A misdemeanor citation was received from the Kern County Air Pollution Control District alleging that the Company had violated a Kern County APCD regulation requiring the posting of air pollution permits. A no contest plea was entered at the arraignment and the court levied a fine of \$25 which was suspended.

EPA Region I issued an order, consented to by Atlantic Richfield, obligating us to comply with vapor recovery regulations in the Metropolitan Boston Air Quality Control Region. The order resulted from our inadvertent product deliveries to a dealer in Beverly, Massachusetts who was not equipped with vapor recovery equipment.

Two Notices of Violation were received from EPA Region II alleging that at two service stations in New Jersey a Company driver failed to use vapor-tight return lines between the tanks and the trucks. No penalties have been assessed but a conference will be arranged.

Two Notices of Violation were received from the New Jersey Department of Environmental Protection alleging that underground tanks with submerged fill pipes and vapor return systems were constructed, installed or altered without permits at two service stations in New Jersey. An order to cease violations by February 12, 1978 was issued.

Two Notices of Violation were received from the New Jersey Department of Environmental Protection alleging that underground tanks with submerged fill pipes and vapor return systems were constructed, installed or altered without a permit and that these tanks were used without a permit to operate at two service stations in New Jersey. An order to cease violations by February 11 and February 19, 1978 at the respective locations was issued.

Five Notices of Violation were received: three from the Harris County Pollution Control Department and two from the City of Houston alleging violations of a Texas Air Control Board rule governing visible emissions at the Houston refinery. No penalties were proposed.

A Notice of Violation was received by ARCO Polymers, La Porte, from the Texas Air Control Board for an alleged violation of the Texas Clean Air Act governing visible emissions. No penalty was proposed.

A Notice of Violation was received from the Harris County Pollution Control Department for an alleged violation of the Texas Clean Air Act governing visible emissions from a waste gas flare at the Houston refinery. No penalty was proposed.

Two Notices of Violation were received from the City of Houston for alleged violations of Vernon's Texas Civil Statute governing an alleged nuisance (dust particles) at the Houston refinery. No penalties were proposed.

A Notice of Violation was received from the Harris County Pollution Control Department for an alleged violation involving emission of coker feeder stock at the Houston refinery. No penalty was proposed.

Item 5. Legal Proceedings (Continued).

A Notice of Violation was received from the Texas Air Control Board for an alleged violation of a Texas Air Control Board rule governing opacity violations at the Houston refinery. No penalty was proposed.

The Company was fined \$2,500 and placed on six months' probation on charges brought by the Los Angeles County District Attorney acting on behalf of the South Coast Air Quality Management District alleging that cooling tower emissions from the Watson refinery had damaged property near the refinery.

A hearing was requested on EPA charges that leaded gasoline was introduced into a motor vehicle labelled "unleaded gasoline only" through an undersized nozzle at a service station in Elsinore, California. Prehearing proceedings are scheduled. The proposed penalty is \$6,000.

A hearing was requested on EPA charges that gasoline represented to be unleaded but containing excessive lead was offered for sale at a service station in Los Angeles. The proposed penalty is \$3,600.

A complaint brought by the Orange County District Attorney on behalf of the South Coast Air Quality Management District alleging a failure to connect vapor recovery equipment during a tank truck delivery to a service station in Anaheim, California was dismissed.

Two unleaded gasoline citations alleging excessive lead content were received from EPA Region VI; one in Azle, Texas and one in Socorro, New Mexico. The Azle, Texas citation was dismissed and negotiations are continuing in the Socorro, New Mexico case.

As part of an agreement and stipulation under which The Anaconda Company was granted a smelter variance from State of Montana sulphur retention regulations, Anaconda paid to the Montana State Board of Health and Environmental Sciences \$73,600 for alleged violations of a Board Order, and a fee of \$45,750 to be used to finance an upper air study near Anaconda, Montana.

Reference is made to "Litigation" in Appendix A to this Annual Report on Form 10-K. The information set forth under such caption is incorporated herein by reference.

Item 6. Increases and Decreases in Outstanding Securities and Indebtedness.

(a) Increases and (decreases) in outstanding equity securities.

(000's Omitted)

	Common stock		Cumulative preferred stock 3.75% series B	\$3 cumulative convertible preference stock	\$2.80 cumulative convertible preference stock	4% % convertible subordinated debentures due April 15, 1983	4% % convertible subordinated debentures due in installments to December 1, 1986
	Shares outstanding (including treasury stock)	Shares of treasury stock				Principal amount outstanding	Principal amount outstanding
Balance at January 1, 1977	96,111	—	352	927	12,108	\$293	\$ 8,117
Acquired	—	1,000	—	—	—	—	—
Conversion of Subordinated Convertible Debentures and Stock (Note A)	310	(207)	—	(143)	3	(17)	(1,086)
Employee Stock Options (Note B) .	82	(11)	—	—	—	—	—
Employee Thrift Plan	—	(196)	—	—	—	—	—
Employee Stock Ownership Plan	—	(1)	—	—	—	—	—
Minor Acquisitions.....	48	(35)	—	—	—	—	—
Acquisition of The Anaconda Company.....	8,097	—	—	—	—	—	—
Balance at December 31, 1977	<u>104,648</u>	<u>550</u>	<u>352</u>	<u>784</u>	<u>12,111</u>	<u>276</u>	<u>7,031</u>

Notes:

- (A) Securities issued throughout 1977 upon conversion of convertible securities were exempt from registration under the Securities Act of 1933 (the "Act") pursuant to Section 3(a)(9) thereof.
- (B) 81,731 shares of common stock were issued upon the exercise of options throughout 1977. Such shares were registered under the Act (SEC File No. 2-46536 and 2-58061).

Item 6. Increases and Decreases in Outstanding Securities and Indebtedness (Continued).

(b) Increases and decreases in the amount outstanding of debt securities and indebtedness previously reported on Form 10-Q during the first three quarters of 1977:

Description	Brief Summary	Cross Reference
1. Anaconda 9½% Notes due June 1, 1992. Balance at December 31, 1977 was \$64,426,000.	On March 31, 1977, the Company's wholly owned subsidiary, The Anaconda Company, purchased from institutional investors the equity interest of such investors in equipment comprising production lines at Anaconda's aluminum reduction plant at Sebree, Kentucky for a purchase price of approximately \$72 million payable approximately \$9 million on the closing date and the balance in January, 1978. The purchased facilities are subject to a pre-existing mortgage to institutional lenders the balance of which at December 31, 1977 was \$64,426,000.	See Item 8 of Company's Quarterly Report on Form 10-Q for the three months ended March 31, 1977, which is incorporated herein by reference.
2. ARCO Pipe Line Company 8¾% Debentures, Series A, due June 15, 1997 ("8¾% Debentures"). Balance at December 31, 1977 was \$125,000,000.	On August 9, 1977, ARCO Pipe Line Company issued and sold to institutional investors \$125 million aggregate principal amount of 8¾% Debentures. The 8¾% Debentures are supported by a Throughput Agreement between ARCO Pipe Line Company and Atlantic Richfield Company and by guarantees of indebtedness through completion and satisfactory operation of the Trans Alaska Pipeline System and by certain other limited guarantees and rights on the part of Atlantic Richfield Company.	See Item 8 of Company's Quarterly Report on Form 10-Q for the nine months ended September 30, 1977, which is incorporated herein by reference.
3. City of Valdez, Alaska 5.90% Marine Terminal Revenue Bonds, due February 1, 2007. Balance at December 31, 1977 was \$265,000,000.	On February 15, 1977, the City of Valdez, Alaska issued \$265 million in tax exempt industrial development bonds secured by a guarantee by the Company of the principal and interest on the bonds. ARCO Pipe Line Company, through a lease-sublease arrangement is committed to make sublease payments to a trustee over the life of the bonds in an amount sufficient to pay when due, principal and interest on the bonds as well as other expenses in connection with the financing.	See Item 13 of the Company's Current Report on Form 8-K for the month of February, 1977, which is incorporated herein by reference.

(c) Increases and decreases in debt securities during the fourth quarter of 1977:

There were no reportable increases or decreases in the amount of debt securities or indebtedness outstanding during the fourth quarter of the registrant's fiscal year.

Item 7. Changes in Securities and Changes in Security for Registered Securities.

Not applicable

Item 8. Defaults upon Senior Securities.

Not applicable

Item 9. Approximate Number of Equity Security Holders (as of December 31, 1977).

<u>Title of Class</u>	<u>Number of record holders</u>
Common stock (5 par value)	200,628
Cumulative preferred stock 3.75% Series B (\$100 par value)	2,835
\$3 cumulative convertible preference stock (\$1 par value)	9,588
\$2.80 cumulative convertible preference stock (\$1 par value)	61,719
4 $\frac{3}{8}$ % convertible subordinated debentures due April 15, 1983:	
Coupon debentures (Note A)	
Registered debentures.....	7
4 $\frac{3}{8}$ % convertible subordinated debentures due in installments to	
December 1, 1986:	
Coupon debentures (Note A)	
Registered debentures.....	211

Note A: The number of record holders is unknown because the coupon debentures are transferable without registration.

Item 10. Submission of Matters to a Vote of Security Holders.

Not applicable.

Item 11. Executive Officers of Registrant.

<u>Name</u>	<u>Position</u>	<u>Date Elected to Present Position (1)</u>	<u>Age</u>
R. O. Anderson	Chairman of the Board and Chief Executive Officer	May 4, 1965	60
T. F. Bradshaw	President and Director	June 9, 1964	60
L. F. Davis	Vice Chairman of the Board	July 28, 1975	63
E. M. Benson, Jr.	Executive Vice President and Director. Mr. Benson was a Vice President from April 1966 through June 1972. In July 1972 he was elected Senior Vice President until his election to his present position.	June 19, 1973	57
J. P. Downer	Executive Vice President and Director	March 4, 1969	55
W. F. Kieschnick	Executive Vice President and Director. Mr. Kieschnick was a Vice President from April 1966 until his election to his present position.	September 18, 1973	54

Item 11. Executive Officers of Registrant (Continued).

<u>Name</u>	<u>Position</u>	<u>Date Elected to Present Position (1)</u>	<u>Age</u>
John B. M. Place	Executive Vice President and Director. Mr. Place is also Chairman of the Board, President and Chief Executive Officer of The Anaconda Company, a position which he has held since 1971.	February 28, 1977	52
W. A. Drexel	Treasurer. Mr. Drexel was Director of Taxes—U.S. from January 1973 to August 1975. In August 1975 he was elected General Tax Officer until his election to his present position.	October 25, 1977	47
H. H. Lewis	Secretary	October 19, 1971	56

The Company has been advised that there are no family relationships (as defined in the Instruction to this Item) between any of the officers listed above, and there is no arrangement or understanding between any of them and any other person pursuant to which he was selected as an officer.

- (1) The By-laws of the Company provide that each officer shall hold office until his successor is elected or appointed and qualified or until his death, resignation or removal by the Board of Directors.

Item 12. Indemnification of Directors and Officers.

No change from Annual Report on Form 10-K for 1976.

Item 13. Financial Statements, Exhibits Filed, and Reports on Form 8-K.

- (a) **1. Financial Statements:** Financial statements and supporting schedules are as indicated on the index page.

2. Exhibits:

1. Report of DeGolyer and MacNaughton dated February 14, 1978 with respect to reserves of Atlantic Richfield as of January 1, 1978
2. Black Thunder Mine Production Payment Financing Document dated November 29, 1977
3. Loan Agreement dated as of November 29, 1977 among Oxirane Funding Company, Atlantic Richfield Company and Citibank, N.A.
4. Loan Agreement dated as of November 29, 1977 among Oxirane Funding Company, Atlantic Richfield Company and The Chase Manhattan Bank (National Association)
5. Amended and Restated Articles of Incorporation of Atlantic Richfield Company (amended January 5, 1978)

(b) Reports on Form 8-K:

The following Form 8-K reports were filed during the quarter ended December 31, 1977:


<u>Date of Report</u>	<u>Item No.</u>	<u>Financial Statements</u>
October 3, 1977	5	None
October 10, 1977	5	None
November 14, 1977	5	None

SIGNATURE

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

ATLANTIC RICHFIELD COMPANY
(Registrant)

Date: March 29, 1978

By 

Brack W. Duker
Vice President, Controller

ATLANTIC RICHFIELD COMPANY AND CONSOLIDATED SUBSIDIARIES

Consolidated Financial Statements and Supporting Schedules Index

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* Contained in Appendix A to this Annual Report, and incorporated herein by reference.

Schedules other than those listed above have been omitted since they are either not required, are not applicable, or the required information is shown in the financial statements or related notes.

Individual financial statements of the Registrant are omitted per Instruction 1(b)(i) to Financial Statements for Annual Report on Form 10-K.

Financial statements with respect to unconsolidated subsidiaries and 50% owned companies are omitted per Instruction 5 to Financial Statements for Annual Report on Form 10-K.

CONSENT AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors,
Atlantic Richfield Company.

We consent to the incorporation by reference in this Annual Report on Form 10-K of our report dated February 15, 1978, included in Appendix A to this annual report.

COOPERS & LYBRAND

Los Angeles, California
March 29, 1978



To the Board of Directors,
Atlantic Richfield Company.

The examination referred to in our report dated February 15, 1978, incorporated by reference in this Annual Report on Form 10-K, included examination of the related supporting schedules (on pages 14 through 20 herein) for the years ended December 31, 1976 and 1977.

In our opinion, the aforementioned supporting schedules as of and for the years ended December 31, 1976 and 1977 present fairly the information required to be set forth therein, in conformity with generally accepted accounting principles applied on a consistent basis.

COOPERS & LYBRAND

Los Angeles, California
February 15, 1978

