

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 820026 (3)
 1. Corporation Name
MCDONNELL DOUGLAS CORPORATION



Principal Place of Business Mailing Address
C/O NANCY L. LAUFER **C/O NANCY L. LAUFER**
P.O. BOX 516-MCDONNELL BLVD & AIRPORT RD **P.O. BOX 516-MCDONNELL BLVD & AIRPORT RD**
ST. LOUIS MO 63166-7516 **ST. LOUIS MO 63166-0516**

3. Date Incorporated or Qualified **11/01/1966** 3a. Date of Last Report **03/26/1996**
 4. FEI Number **43-0400674** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Zip Country 29 Zip Country 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature type for printed name of registered agent and file if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	D/C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCDONNELL, JOHN F.	1.2 NAME	
STREET ADDRESS	MCDONNELL BLV AIRPT RD	1.3 STREET ADDRESS	See attached for complete set of officers and director lists
CITY-ST-ZIP	ST. LOUIS MO	1.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	2.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DANFORTH, WILLIAM H DR	2.2 NAME	
STREET ADDRESS	RM 228 N BROOKINGS HALL, WASHINGTON UNIVER	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MI	2.4 CITY-ST-ZIP	
TITLE	PCEO <input type="checkbox"/> DELETE	3.1 TITLE	PCEO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STONECIPHER, HARRY C	3.2 NAME	
STREET ADDRESS	AIRPORT ROAD AND MCDONNELL BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	3.4 CITY-ST-ZIP	
TITLE	CCEO <input type="checkbox"/> DELETE	4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUBERSTEIN, KENNETH M	4.2 NAME	
STREET ADDRESS	2100 PENNSYLVANIA AVENUE N.W.	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	4.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	5.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHAEFER, GEORGE A	5.2 NAME	
STREET ADDRESS	8521 N TRIGGER ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	EDWARDS IL	5.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	6.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CORNELIUS, WILLIAM E	6.2 NAME	
STREET ADDRESS	1901 CHOUTEAU	6.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	6.4 CITY-ST-ZIP	

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14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Steven N. Frank* **Steven N. Frank** **23 Apr 97** **314/234-8091**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day/mo/yr Phone #
 0483374

CR2E034 (9/96)

MDC BOARD OF DIRECTORS
(Office Addresses -- home addresses if retired)

Mr. John H. Biggs
Chairman & CEO
Teacher's Insurance & Annuity
Association of America and
College Retirement Equities
Fund (TIAA-CREF)
730 3rd Avenue
New York, NY 10017

Mr. B. A. (Dolph) Bridgewater, Jr.
Chairman, President & CEO
Brown Group, Inc.
8300 Maryland Avenue
St. Louis, Missouri 63105

Mrs. Beverly B. Byron
Former Congresswoman of Maryland
4000 Cathedral Ave. NW
Apt 848B
Washington, DC 20016

Mr. William E. Cornelius
2 Dunlora Lane
St. Louis, Missouri 63131

Dr. William H. Danforth
Chairman of the Board of Trustees
Washington University
7425 Forsyth, Box 1044
Clayton, MO 63105

Mr. Kenneth M. Duberstein
Chairman and CEO
The Duberstein Group, Inc.
2100 Pennsylvania Avenue N.W.
Suite 350
Washington, D.C. 20037

Mr. William S. Kanaga
277 Park Avenue, 35th Floor
New York, New York 10172

Mr. James S. McDonnell, III
40 Glen Eagles Drive
St. Louis, Missouri 63124

Mr. John F. McDonnell
Chairman and CEO
McDonnell Douglas Corporation
Airport Road and McDonnell Boulevard
St. Louis, MO 63134

George A. Schaefer
8521 N. Trigger Road
Edwards, IL 61528

Mr. Harry C. Stonecipher
President and Chief Executive Officer
McDonnell Douglas Corporation
Airport Road and McDonnell Boulevard
St. Louis, MO 63134

Mr. Ronald L. Thompson
Chairman and Chief Executive Officer
Midwest Stamping and Manufacturing Company
513 Napoleon Road
Bowling Green, OH 43402

Dr. P. Roy Vagelos
Former Chairman and Chief Executive Officer
Merck & Co., Inc.
1 Crossroads Drive
Building A, Third Floor
Bedminster, NJ 07921

Elected and Executive Officers

MCDONNELL DOUGLAS CORPORATION

<u>NAME</u>	<u>TITLE</u>
Harry C. Stonecipher*	President and Chief Executive Officer
John F. McDonnell*	Chairman of the Board
Edward C. Bavaria	Deputy President - Douglas Aircraft Company
Donald V. Black	Vice President/General Manager - Sales and Marketing Douglas Aircraft Company
Dean C. Borgman	Senior Vice President - Helicopter Systems McDonnell Douglas Aerospace
Robert L. Brand	Vice President/General Manager - Business Management McDonnell Douglas Aerospace
Laurie A. Broedling*	Senior Vice President - Human Resources and Quality
Michael J. Cave	Vice President - Business Operations and Chief Financial Officer Douglas Aircraft Company
Gerald B. Daniels	Vice President/General Manager - U.S. Navy and Marine Corps Programs McDonnell Douglas Aerospace
Stanley Ebner*	Senior Vice President - Washington Operations
George G. Field	Vice President/General Manager - Product Support Douglas Aircraft Company
Patrick J. Finneran Jr.	Vice President/General Manager - F/A-18 McDonnell Douglas Aerospace
Steven N. Frank*	Vice President, Associate General Counsel and Secretary
Thomas M. Gunn*	Senior Vice President - Business Development McDonnell Douglas Aerospace
Frederick W. Hill*	Senior Vice President - Communications and Community Relations
Donald R. Kozlowski*	Senior Vice President - Military Transport Aircraft
Roger A. Krone*	Vice President and Treasurer
F. Mark Kuhlmann*	Senior Vice President and General Counsel
Michael D. Marks	Vice President/General Manager - F-15 McDonnell Douglas Aerospace
Thomas J. Motherway	President McDonnell Douglas Finance Corporation McDonnell Douglas Realty Company
William A. Norman	Vice President/General Manager - Engineering
Walter J. Orlowski*	President - Douglas Aircraft Company
James F. Palmer*	Senior Vice President and Chief Financial Officer

*Elected Officer

February 17, 1997

<u>NAME</u>	<u>TITLE</u>
James B. Peterson	Vice President/General Manager - U.S. Air Force Programs McDonnell Douglas Aerospace
James R. Phillips	Vice President/General Manager - MD-95 Program Douglas Aircraft Company
James C. Restelli	Vice President/General Manager - Aerospace Support McDonnell Douglas Aerospace
Richard G. Schluter	Vice President/General Manager - Space and Defense Systems McDonnell Douglas Aerospace
Mark N. Schroeder*	Vice President and Controller
Michael M. Sears*	President - McDonnell Douglas Aerospace
James M. Sinnett	Vice President - Technology
E. David Spong	Vice President/General Manager - C-17 Program McDonnell Douglas Aerospace
John W. Steurer	Vice President/General Manager - Quality McDonnell Douglas Aerospace
William L. Stowers	Vice President/General Manager - Supplier Management and Procurement McDonnell Douglas Aerospace
David O. Swain	Vice President/General Manager - Advanced Systems and Technology - Phantom Works McDonnell Douglas Aerospace
John D. Tyson	Vice President - Business Development McDonnell Douglas Aerospace
John J. Van Gels	Vice President/General Manager - Production Operations and General Services McDonnell Douglas Aerospace

The above are all located at:
 McDonnell Douglas Corporation
 P.O. Box 516
 St. Louis, MO 63166

Street Address:
 McDonnell Blvd. & Airport Rd.
 Berkeley, MO 63134

*Elected Officer

February 17, 1997