

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

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DOCUMENT # 853277 (2)
1. Corporation Name
HUGHES AIRCRAFT COMPANY



Principal Place of Business: **7200 HUGHES TERR. P. O. BOX 80028. BLDG. C01/B116 LOS ANGELES CA 90080-7028**
Mailing Address: **7200 HUGHES TERR. P. O. BOX 80028. BLDG. C01/B116 LOS ANGELES CA 90080-7028**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/23/1982	3a. Date of Last Report 05/01/1995
21	22	26	27	4. FEI Number 95-1778500	Applied For Not Applicable
23		28		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25		30		8. This corporation has liability for intangible tax under s 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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 _____ (NOTE: Registered Agent Signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ARMSTRONG, C. M.		1.2 NAME John C. Weaver	
STREET ADDRESS 7200 HUGHES TERR.		1.3 STREET ADDRESS 1230 Rosecrans Ave.	
CITY-ST-ZIP LOS ANGELES CA		1.4 CITY-ST-ZIP Manhattan Beach, CA 90266	
TITLE VD	<input type="checkbox"/> DELETE	2.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME SMITH, M.T.		2.2 NAME	
STREET ADDRESS 7200 HUGHES TERR.		2.3 STREET ADDRESS 1100 Wilson Blvd.	
CITY-ST-ZIP LOS ANGELES CA		2.4 CITY-ST-ZIP Arlingotn, VA 22209	
TITLE S	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME HALL, R.M.		3.2 NAME	
STREET ADDRESS 7200 HUGHES TERR.		3.3 STREET ADDRESS	
CITY-ST-ZIP LOS ANGELES CA		3.4 CITY-ST-ZIP	
TITLE AT	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME CLARKSON, E B		4.2 NAME	
STREET ADDRESS 7200 HUGHES TERRACE		4.3 STREET ADDRESS See attached list	
CITY-ST-ZIP LOS ANGELES CA		4.4 CITY-ST-ZIP	
TITLE VD	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME NOSKI, C H		5.2 NAME	
STREET ADDRESS 7200 HUGHES TERR.		5.3 STREET ADDRESS	
CITY-ST-ZIP LOS ANGELES CA		5.4 CITY-ST-ZIP	
TITLE AS	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME WILLIAMSON, J.L.		6.2 NAME	
STREET ADDRESS 7200 HUGHES TERR.		6.3 STREET ADDRESS	
CITY-ST-ZIP LOS ANGELES CA		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: J.L. Williamson J.L. Williamson 4/8/96 (310)568-6053
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

**HE HOLDINGS, INC. (Formerly Hughes Aircraft Company)
DIRECTORS AND CORPORATE OFFICERS**

NAME	TITLE	BUSINESS ADDRESS
Michael T. Smith	Director and Chairman of the Board	1100 Wilson Blvd., Arlington, VA 22209-3978
John C. Weaver	President and Chief Operating Officer	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Barry L. Abrahams	Vice President	1100 Wilson Blvd., Arlington, VA 22209-3978
Louis M. Bogdanovic	Vice President	2000 E. Imperial Hwy., El Segundo, CA 90245
Kenneth C. Dalhberg	Vice President	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Louis L. Francesconi	Vice President	1151 E. Hermans Rd., Tucson, AZ 85706
Quade P. Hansen	Vice President	1151 E. Hermans Rd., Tucson, AZ 85706
Robert L. Horowitz	Vice President	1151 E. Hermans Rd., Tucson, AZ 85706
John T. Kuelbs	Vice President and General Counsel	1100 Wilson Blvd., Arlington, VA 22209-3978
Charles A. Leader	Vice President	1100 Wilson Blvd., Arlington, VA 22209-3978
David L. McPherson	Vice President	1151 E. Hermans Rd., Tucson, AZ 85706
Charles S. Ream	Vice President and Chief Financial Officer	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Wayne V. Shelton	Vice President	1768 Business Center Dr., Reston, VA 22090
Bernard J. Skehan	Vice President	2000 E. El Segundo Blvd., El Segundo, CA 90245
George E. Speake	Vice President	2000 E. El Segundo Blvd., El Segundo, CA 90245
Daniel R. Allemeier	Assistant Secretary	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Marylou Cahir	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Wanda K. Denson-Low	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Brooks S. Doyle	Assistant Secretary	2000 E. El Segundo Blvd., El Segundo, CA 90245
Karen O. Earls	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Donald R. Ellermann	Assistant Secretary	1151 E. Hermans Rd., Tucson, AZ 85706
David L. Fowler	Assistant Secretary	1100 Wilson Blvd., Arlington, VA 22209-3978
Paul B. Haseman	Assistant Secretary	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Raymond C. McCann	Assistant Secretary	1901 W. Malvern Ave., Fullerton, CA 92633
Michael W. Mutek	Assistant Secretary	1768 Business Center Dr., Reston, VA 22090
Barbara A. Pollack	Assistant Secretary	2000 E. Imperial Hwy., El Segundo, CA 90245
Janet L. Williamson	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Garrath C.C. Chang	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Arthur N. Chester	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Steven D. Dorfman	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Jonh J. Higgins	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Charles H. Neski	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
William S. Walker	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Theodore G. Westerman	Senior Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Roxanne S. Austin	Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
David R. Barclay	Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Donald L. Cromer	Vice President	2260 E. Imperial Hwy., El Segundo, CA 90245
Kenneth N. Heintz	Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Calvin J. Kirby	Vice President	7200 Hughes Terrace, Los Angeles, CA 90045-0066
William D. Merritt	Vice President	1100 Wilson Blvd., Arlington, VA 22209-3978
Robert M. Hall	Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066