

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

**FILED**  
**May 05 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

**DOCUMENT # 853277 (2)**  
 1. Corporation Name  
**HE HOLDINGS, INC.**



Principal Place of Business <b>7200 HUGHES TERR.                  P. O. BOX 80028, BLDG. C01/B116                  LOS ANGELES CA 90080-0028                  US</b>	Mailing Address <b>7200 HUGHES TERR.                  P. O. BOX 80028, BLDG. C01/B116                  LOS ANGELES CA 90080-0028</b>
---	---

3. Date Incorporated or Qualified <b>06/23/1982</b>	3a. Date of Last Report <b>04/24/1996</b>
4. FEI Number <b>95-1778500</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt #, etc. 22	Suite, Apt #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>	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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>P</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WEAVER, JOHN C.</b>	1.2 NAME	<b>See attached list</b>
STREET ADDRESS	<b>1230 ROSECRANS AVENUE</b>	1.3 STREET ADDRESS	
CITY - ST - ZIP	<b>MANHATTAN BEACH CA</b>	1.4 CITY - ST - ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SMITH, M.T.</b>	2.2 NAME	
STREET ADDRESS	<b>1100 WILSON BLVD.</b>	2.3 STREET ADDRESS	
CITY - ST - ZIP	<b>ARLINGTON VA</b>	2.4 CITY - ST - ZIP	
TITLE	<b>S</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HALL, R.M.</b>	3.2 NAME	
STREET ADDRESS	<b>7200 HUGHES TERR.</b>	3.3 STREET ADDRESS	
CITY - ST - ZIP	<b>LOS ANGELES CA</b>	3.4 CITY - ST - ZIP	
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HIGGINS, JOHN J.</b>	4.2 NAME	
STREET ADDRESS	<b>7200 HUGHES TERRACE</b>	4.3 STREET ADDRESS	
CITY - ST - ZIP	<b>LOS ANGELES CA</b>	4.4 CITY - ST - ZIP	
TITLE	<b>S</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>POLLACK, BARBARA A.</b>	5.2 NAME	
STREET ADDRESS	<b>2000 E. IMPERIAL HWY</b>	5.3 STREET ADDRESS	
CITY - ST - ZIP	<b>EL SEGUNDO CA</b>	5.4 CITY - ST - ZIP	
TITLE	<b>AS</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WILLIAMSON, J.L.</b>	6.2 NAME	
STREET ADDRESS	<b>7200 HUGHES TERR.</b>	6.3 STREET ADDRESS	
CITY - ST - ZIP	<b>LOS ANGELES CA</b>	6.4 CITY - ST - ZIP	

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: **J.L. Williamson** *[Signature]* **4/23/97** **310/568-6053**  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**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
Charles S. Ream	Vice President	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Kenneth C. Dalhberg	Vice President	1230 Rosecrans Ave., Manhattan Beach, CA 90266
Louise 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 H. Noski	Director/CFO	1230 Rosecrans Ave., Manhattan Beach, CA 90266
C. Michael Armstrong	Director	7200 Hughes Terrace, Los Angeles, CA 90245
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
K. K. Culp	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
Jennifer A. Smolker	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Janet L. Williamson	Assistant Secretary	7200 Hughes Terrace, Los Angeles, CA 90045-0066
Denise A. McLeod	Assistant Treasurer	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
John J. Higgins	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