

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

PROFIT CORPORATION
ANNUAL REPORT
1996



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

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DOCUMENT # 820026 (3)

1. Corporation Name
MCDONNELL DOUGLAS CORPORATION



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

3. Date Incorporated or Qualified: **11/01/1966**
3a. Date of Last Report: **04/26/1995**
4. FEI Number: **43-0400674**
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: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

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
85 Zip Code: **FL**

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent's signature required by statute)

DATE:

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	C	<input type="checkbox"/> DELETE
NAME	MCDONNELL, JOHN F.	
STREET ADDRESS	MCDONNELL BLV AIRPT RD	
CITY - ST - ZIP	ST. LOUIS MO	
TITLE	C	<input type="checkbox"/> DELETE
NAME	DANFORTH, WILLIAM H DR	
STREET ADDRESS	RM 228 N BROOKINGS HALL, WASHINGTON UNIVER	
CITY - ST - ZIP	ST. LOUIS MI	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	STONECIPHER, HARRY C	
STREET ADDRESS	AIRPORT ROAD AND MCDONNELL BLVD	
CITY - ST - ZIP	ST. LOUIS MO	
TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	DUBERSTEIN, KENNETH M	
STREET ADDRESS	2100 PENNSYLVANIA AVENUE N.W.	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	C	<input type="checkbox"/> DELETE
NAME	SCHAEFER, GEORGE A	
STREET ADDRESS	8521 N TRIGGER ROAD	
CITY - ST - ZIP	EDWARDS IL	
TITLE	C	<input type="checkbox"/> DELETE
NAME	CORNELIUS, WILLIAM E	
STREET ADDRESS	1901 CHOUTEAU	
CITY - ST - ZIP	ST. LOUIS MO	

1.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

SEE ATTACHED LISTS

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: *Steven N. Frank*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Steven N. Frank Secretary

18 Mar 96

314/234-8091
Daytime Phone #

CR2E034 (12/95)

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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.
8400 Maryland Avenue
St. Louis, Missouri 63105

Mrs. Beverly B. Byron
Former Congresswoman of Maryland

1050 17th Street N.W.
Suite 1160
Washington, DC 20036

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
Box 135
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

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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
William M. Austin	Vice President/General Manager - Business Management McDonnell Douglas Aerospace
Edward C. Bavaria	Deputy President - Douglas Aircraft Company
Donald V. Black	Senior Vice President - Marketing and Airline Financing Douglas Aircraft Company
Dean C. Borgman	Senior Vice President - Helicopter Systems McDonnell Douglas Aerospace
Robert L. Brand	Vice President and Controller
Laurie A. Broedling	Senior Vice President - Human Resources and Quality
John P. Capellupo	President - McDonnell Douglas Aerospace (retiring effective March 31, 1996)
Michael J. Cave	Vice President/General Manager - Business Operations and CFO Douglas Aircraft Company
Stanley Ebner	Senior Vice President - Washington Operations
George G. Field	Senior Vice President - Product Support Douglas Aircraft Company
Patrick J. Finneran Jr.	Vice President/General Manager - Production Aircraft McDonnell Douglas Aerospace
Steven N. Frank	Vice President, Associate General Counsel and Secretary
Thomas M. Gunn	Senior Vice President - Business Development
Frederick W. Hill	Senior Vice President - Communications and Community Relations
Robert H. Hood Jr.	President - Douglas Aircraft Company
Leonard F. Impellizzeri	Vice President/General Manager - Production Operations and General Services McDonnell Douglas Aerospace
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
Herbert J. Lanese	President - McDonnell Douglas Aerospace
Thomas J. Motherway	President McDonnell Douglas Finance Corporation McDonnell Douglas Realty Company

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Executive Officers (Continued)

MCDONNELL DOUGLAS CORPORATION

<u>NAME</u>	<u>TITLE</u>
Willard P. Olson	Senior Vice President - Space & Defense Systems McDonnell Douglas Aerospace
Walter J. Orlowski	Senior Vice President - MD-11, MD-80, and MD-90 Programs Douglas Aircraft Company
James F. Palmer	Senior Vice President and Chief Financial Officer
James B. Peterson	Vice President/General Manager - Integrated Product Definition McDonnell Douglas Aerospace
James C. Restelli	Vice President/General Manager - Missile Systems and Aerospace Support McDonnell Douglas Aerospace
Michael M. Sears	Vice President/General Manager - F/A-18 McDonnell Douglas Aerospace
James M. Sinnett	Senior Vice President - Advanced Systems and Technology - Phantom Works McDonnell Douglas Aerospace
William L. Stowers	Vice President/General Manager - Supplier Management and Procurement McDonnell Douglas Aerospace
Robert H. Trice Jr.	Vice President/General Manager - Business Development McDonnell Douglas Aerospace
John J. Van Gels	Senior Vice President - Operations Douglas Aircraft Company
John D. Wolf	Senior Vice President - MD-95 Douglas Aircraft Company

The above are all located at:
McDonnell Douglas Corporation
P.O. Box 516
St. Louis, MO 63166
or
McDonnell Blvd. & Airport Rd.
Berkeley, MO 63134