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

PROFIT CORPORATION ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

99 MAY 10 PM 2:14

DOCUMENT # F96000006452

1. Corporation Name
ROCKWELL INTERNATIONAL CORPORATION

Principal Place of Business	Mailing Address
625 LIBERTY AVE.	625 LIBERTY AVE.
PITTSBURGH PA 15222-3123	PITTSBURGH PA 15222-3123

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 12/10/1996
4. FEI Number: 25-1249225 — [ ] 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 owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 600 Anton Boulevard	26 c/o Arthur Andersen LLP
Suite, Apt #, etc: 22 Suite 700	Suite, Apt #, etc: 27 633 W. Fifth St., 26th Fl.
City & State: 23 Costa Mesa, CA	City & State: 28 Los Angeles, CA
Zip: 24 92628 Country: 25 USA	Zip: 29 90071 Country: 30 USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 ______
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DPS	[X] DELETE	1.1 TITLE		[ ] Change [X] Addition
NAME	MCKENNEY, S.S.		1.2 NAME		
STREET ADDRESS	625 LIBERTY AVE.		1.3 STREET ADDRESS		
CITY-ST-ZIP	PITTSBURGH PA 15222-3123		1.4 CITY-ST-ZIP		
TITLE	DAS	[X] DELETE	2.1 TITLE	Vice President	[ ] Change [X] Addition
NAME	GREENFIELD, D.W.		2.2 NAME	Gardner, S S	
STREET ADDRESS	625 LIBERTY AVE.		2.3 STREET ADDRESS	600 Anton Boulevard, Suite 700	
CITY-ST-ZIP	PITTSBURGH PA 15222-3123		2.4 CITY-ST-ZIP	Costa Mesa, CA 92628	
TITLE	D	[ ] DELETE	3.1 TITLE	President, Secretary, Dir	[X] Change [ ] Addition
NAME	MOEN, E.T.		3.2 NAME		
STREET ADDRESS	625 LIBERTY AVE.		3.3 STREET ADDRESS	600 Anton Boulevard, Suite 700	
CITY-ST-ZIP	PITTSBURGH PA 15222-3123		3.4 CITY-ST-ZIP	Costa Mesa, CA 92628	
TITLE	V	[X] DELETE	4.1 TITLE		[ ] Change [ ] Addition
NAME	STOOPS, C.C. JR.		4.2 NAME	000002874510--7	
STREET ADDRESS	625 LIBERTY AVE.		4.3 STREET ADDRESS	-05/13/99--01103--015	
CITY-ST-ZIP	PITTSBURGH PA 15222-3123		4.4 CITY-ST-ZIP	****150.00 ****150.00	
TITLE	T	[ ] DELETE	5.1 TITLE		[X] Change [ ] Addition
NAME	POPOSEC, DENNIS J		5.2 NAME	Popovec, Dennis J	
STREET ADDRESS	625 LIBERTY AVE.		5.3 STREET ADDRESS	600 Anton Boulevard, Suite 700	
CITY-ST-ZIP	PITTSBURGH PA		5.4 CITY-ST-ZIP	Costa Mesa, CA 92628	
TITLE	AT	[X] DELETE	6.1 TITLE	Assistant Treasurer	[ ] Change [X] Addition
NAME	THOMPSON, W.T.		6.2 NAME	West, L G	
STREET ADDRESS	625 LIBERTY AVE.		6.3 STREET ADDRESS	600 Anton Boulevard, Suite 700	
CITY-ST-ZIP	PITTSBURGH PA 15222-3123		6.4 CITY-ST-ZIP	Costa Mesa, CA 92628	

14. I 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, with all other like empowered.

SIGNATURE: L G West — 5-3-99 — (714) 424-4200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
L. G. WEST ASST TREASURER

CR2E034 (11/98)

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