

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

TRW Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is TRW Inc.

SECOND: The name which it elects to use in Rhode Island is TRW Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Ohio

FOURTH: The date of its incorporation is June 17, 1916 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 23555 Euclid Avenue, Cleveland, Ohio 44117

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminister Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are 1. To carry on and perform research, development, evaluation, investigation, planning, engineering, design, testing, technical studies, invention and consulting or other service for any military or scientific purpose.

2. To sell, assign, transfer, or otherwise dispose of, to lease, to distribute, and to repair, service, and maintain, fastner automatic attaching machines, computer on-line teller terminal systems for financial institutions.

3. To do all things necessary or incidental to any of the foregoing, including owning, holding, and dealing, in every manner, in all real and personal property.

4. In general, to carry on any lawful activity or business whatsoever which the Corporation is permitted to carry on pursuant to the purposes set forth in its Amended Articles of Incorporation, a certified copy of which is attached hereto as Exhibit A.

11/26/77

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED EXHIBIT B	Director	
	Director	
	Director	
SEE ATTACHED EXHIBIT C	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
19,337	4% Cum. Preferred	--	Stated at \$100 par value
750,000	Serial Preference	--	Without par value
--	Series	A	Without par value
--	Series	B	Without par value
5,000,000	Serial Preference II	--	Without par value
--	Series	1	Without par value
--	Series	3	Without par value
50,000,000	Common Stock	--	\$1.25 par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
14,305	4% Cum. Preferred	--	Stated at \$100 par value
--	Serial Preference	--	Without par value
80,999	Series	A	Without par value
67,203	Series	B	Without par value
--	Serial Preference II	--	Without par value
1,806,085	Series	1	Without par value
2,065,270	Series	3	Without par value
27,601,647	Common Stock	--	\$1.25 par value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$61,399,000.00.....

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$1,900,000,000.00..

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$-0-.....

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$2,700,000,000.00..

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$1,130,000.00.....

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated. SEE ATTACHED EXHIBIT A

EXHIBIT B

ITEM EIGHTH:

April 28, 1976

DIRECTORS OF TRW INC.

J. A. Alexander
Krieg DeVault Alexander & Capehart
2860 Indiana National Bank Tower
One Indiana Square
Indianapolis, Indiana 46204

C. R. Allen
TRW Inc.
23555 Euclid Avenue
Cleveland, Ohio 44117

R. F. Bacher
345 South Michigan Avenue
Pasadena, California 91106

J. T. Brown
112 Blue Spruce Circle
Pittsburgh, Pennsylvania 15243

R. D. DeLauer
TRW Inc.
One Space Park
Redondo Beach, California 90278

C. B. McCoy
E. I. du Pont de Nemours & Company
1007 Market Street
Wilmington, Delaware 19898

G. M. Metcalf
Profit Sharing Fund
Sears, Roebuck and Co.
Sears Tower - 51st Floor
Chicago, Illinois 60684

R. F. Mettler
TRW Inc.
One Space Park
Redondo Beach, California 90278

S. C. Pace
TRW Inc.
23555 Euclid Avenue
Cleveland, Ohio 44117

S. Ramo
TRW Inc.
One Space Park
Redondo Beach, California 90278

A. W. Reynolds
TRW Inc.
23555 Euclid Avenue
Cleveland, Ohio 44117

H. A. Shepard
TRW Inc.
23555 Euclid Avenue
Cleveland, Ohio 44117

J. S. Webb
TRW Inc.
10880 Wilshire Boulevard
Los Angeles, California 90024

J. D. Wright
TRW Inc.
23555 Euclid Avenue
Cleveland, Ohio 44117

G. B. Zornow
Eastman Kodak Company
343 State Street
Rochester, New York 14650

EXHIBIT C
ITEM: EIGHTH

OFFICER LIST - - TRW INC.

As of December 15, 1976

Name	Office	Address	Name	Office	Address
A. A. Shepard	Chairman of the Board and Chief Executive Officer	(1)	A. J. Kelley	Vice President and Controller	(1)
S. Pamo	Vice Chairman of the Board	(2)	R. E. McGinnis	Vice President	(6)
R. F. Mettler	President and Chief Operating Officer	(2)	M. A. Petersen	Vice President and Treasurer	(1)
S. C. Pace	Executive Vice President and Assistant President	(1)	S. C. Phillips	Vice President	(2)
R. D. DeLauer	Executive Vice President	(2)	G. A. Poe	Vice President	(1)
J. W. Ohly	Executive Vice President	(1)	J. A. Poremba	Vice President	(1)
A. W. Reynolds	Executive Vice President	(1)	A. H. Schweitzer	Vice President	(1)
L. S. Webb	Executive Vice President	(4)	G. E. Solomon	Vice President	(2)
J. R. Allen	Vice President and Chief Financial Officer	(1)	T. M. Sweeney	Vice President	(3)
L. H. Hand	Senior Vice President and Assistant to the President	(1)	A. K. Thiel	Vice President	(2)
R. A. Burgin	Vice President	(4)	K. C. White	Vice President	(1)
R. H. Button	Vice President	(1)	M. A. Coyle	Assistant General Counsel and Secretary	(1)
B. B. Doll	Vice President	(2)	K. G. Preston, Jr.	Assistant General Counsel	(1)
L. E. Dunlap	Vice President	(1)	R. F. Britton	Assistant Secretary	(1)
J. S. Foster, Jr.	Vice President	(2)	T. R. Brown	Assistant Secretary	(2)
L. T. Gorman	Vice President and General Counsel	(1)	A. J. Coakley, Jr.	Assistant Secretary	(4)
L. J. Hart	Vice President	(4)	R. M. Davidson	Assistant Secretary	(2)
			C. R. Ennis	Assistant Secretary	(1)
			C. T. Harvie	Assistant Secretary	(1)
			W. G. King, Jr.	Assistant Treasurer and Assistant Secretary	(1)
			J. J. McKee	Assistant Secretary	(2)
			R. H. Palenschat	Assistant Controller	(1)
			J. E. Terrell	Assistant Secretary	(5)

Addresses -- parenthetical figures above refer to the following locations:

- (1) 23555 Euclid Avenue, Cleveland, Ohio 44117
- (2) One Space Park, Redondo Beach, California 90278
- (3) 899 Skokie Road, Northbrook, Illinois 60062
- (4) 10990 Wilshire Boulevard, Los Angeles, California 90024
- (5) 9341 Airport Boulevard, Los Angeles, California 90045
- (6) 31 Burlington Mall Road, Burlington, Massachusetts 01803

Also a Director

Dated December 29, 1976.

TRW Inc.

[Exact Corporate Name of Corporation Making Application]

By Joseph T. Gorman
Joseph T. Gorman Its Vice President
and Martin A. Coyle
Martin A. Coyle Its Secretary

STATE OF OHIO

COUNTY OF Cuyahoga

} Sc.

At Cleveland in said County on the 29th day
of December 1976, before me personally appeared
Joseph T. Gorman, who being by me first duly sworn, declared that
he is the a Vice President of TRW Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Diane W. Shelby
Notary Public

(NOTARIAL SEAL)

DIANE W. SHELBY, Attorney At Law
Notary Public - State of Ohio
My commission has no expiration date.
Section 147.03 R. C.

JAN 26-77 ^{SEC. 37} FILE 5271 CD** * 166.92

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