

EIGHTH: 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>
22,088,855	Common		\$5.00
397,728	Preferred	Class A cumulative convertible	No par

Dated 2/24, 1978

The Bendix Corporation
(NAME OF CORPORATION)

By R. B. Weirich
Its Assistant Treasurer

Revised 2-20-78

THE BENDIX CORPORATION
EXECUTIVE OFFICES
BENDIX CENTER
SOUTHFIELD, MICHIGAN 48076

LIST OF OFFICERS

<u>Name</u>	<u>Business Address</u>
Chairman, President & Chief Executive Officer W. M. Agee	Executive Offices Bendix Center Southfield, MI 48076
Vice Chairman and Chief Operating Officer W. P. Panny	Executive Offices Bendix Center Southfield, MI 48076
Vice Chairman and Chief Administrative Officer C. F. Donnelly	Executive Offices Bendix Center Southfield, MI 48076
Executive Vice President W. C. Purple	1911 North Fort Myer Drive Arlington, VA 22209
President-Bendix International S. M. Cleveland	Executive Offices Bendix Center Southfield, MI 48076
President-Automotive Group D. P. Crane	Executive Offices Bendix Center Southfield, MI 48076
President-Industrial/Energy Group D. S. Jones	Executive Offices Bendix Center Southfield, MI 48076
Senior Vice President and Chief Financial Officer F. J. Svec	Executive Offices Bendix Center Southfield, MI 48076
Senior Vice President-Corporate Staff R. E. McGruther	Executive Offices Bendix Center Southfield, MI 48076

LIST OF OFFICERS

<u>Name</u>	<u>Business Address</u>
Senior Vice President J. Jacobson	Executive Offices Bendix Center Southfield, MI 48076
Senior Vice President J. W. Weil	Executive Offices Bendix Center Southfield, MI 48076
Vice President and Group Executive T. J. Busch	401 North Bendix Drive P. O. Box 4001 South Bend, IN 46634
Vice President and Group Executive A. E. Clark	Eatontown, NJ 07724
Vice President and Group Executive O. L. Henry	901 Cleveland Street Elyria, OH 44035
Vice President and Group Executive E. G. Shelor	East Joppa Road Baltimore, MD 21204
Vice President, Secretary and General Counsel H. S. Barron	Executive Offices Bendix Center Southfield, MI 48076
Vice President F. J. Borheck	Bendix Japan, Ltd. Time & Life Building Tokyo 100, Japan
Vice President W. A. Moorhead	Executive Offices Bendix Center Southfield, MI 48076
Vice President-Worldwide Automotive Marketing H. R. Ford	Executive Offices Bendix Center Southfield, MI 48076

LIST OF OFFICERS


<u>Name</u>	<u>Business Address</u>
Vice President N. M. Georgitsis	59 Avenue Marceau 75016 Paris, France
Vice President-Corporate Organization and Human Resources J. R. Breen	Executive Offices Bendix Center Southfield, MI 48076
Vice President J. T. Guyol	2740 Hyde Street San Francisco, CA 94119
Vice President P. F. Hartz	105 Pawtucket Avenue E. Providence, RI 02916
Vice President-Corporate and Public Affairs H. Kaplan	Executive Offices Bendix Center Southfield, MI 48076
Vice President J. L. O'Brien	Executive Offices Bendix Center Southfield, MI 48076
Vice President-Industrial Relations J. M. O'Hare	Executive Offices Bendix Center Southfield, MI 48076
Vice President-Manufacturing E. F. Peslar	Executive Offices Bendix Center Southfield, MI 48076
Vice President and Controller D. A. Proechel	Executive Offices Bendix Center Southfield, MI 48076
Vice President-National Affairs N. C. Reynolds	1911 North Fort Myers Drive Arlington, VA 22209
Vice President and Treasurer K. L. Hastie	Executive Offices Bendix Center Southfield, MI 48076

Revised 2-6-78

THE BENDIX CORPORATION
EXECUTIVE OFFICES
BENDIX CENTER
SOUTHFIELD, MICHIGAN 48076

LIST OF DIRECTORS

<u>Name</u>	<u>Business Address</u>
W. M. Agee	Executive offices Bendix Center Southfield, MI 48076
M. Baldrige	Scovill Manufacturing Corp. Waterbury, CT
W. J. Cohen	School of Education University of Michigan Ann Arbor, MI 48104
H. B. Cunningham	S. S. Kresge Company 3100 W. Big Beaver Road Troy, Michigan 48084
C. F. Donnelly	Executive Offices Bendix Center Southfield, MI 48076
C. G. Eklund	The Equitable Life Assurance Society of the U.S. 1285 Avenue of the Americas New York, NY 10017
J. C. Fontaine	Hughes, Hubbard & Reed One Wall Street New York, NY 10005
P. F. Hartz	105 Pawtucket Avenue East Providence, RI 02916
C. E. Heitman	Executive Offices Bendix Center Southfield, MI 48076
J. S. Lafontant	Stradford, Lafontant, Fisher & Malkin 69 Washington Chicago, IL 60602
P. S. Mirabito	Burroughs Corp. Detroit, MI



Revised 2-6-78

LIST OF DIRECTORS (continued)

<u>Name</u>	<u>Business Address</u>
W. P. Panny	Executive Offices Bendix Center Southfield, MI 48076
R. W. Purcell	30 Rockefeller Plaza Room 5400 New York, NY 10020
W. C. Purple	1911 North Fort Myer Drive Arlington, VA 22209
J. L. Scott	The Great Atlantic & Pacific Tea Company Montvale, NJ
G. R. Vila	Uniroyal, Inc. 1230 Avenue of the Americas New York, NY 10017