



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23922		2. Name of Corporation SCIENCE APPLICATIONS INTERNATIONAL CORPORATION			
3. Street Address Principal Business Office 10260 Campus Point Dr		City San Diego	State Ca		
		Zip 92121			
4. Business Phone No. 858 826-2238		5. State of Incorporation DELAWARE			
		6. SIC Code 8888			
7. Brief Description of the Character of Business Conducted in Rhode Island SCIENTIFIC RESEARCH AND CONSULTING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kenneth C. Dahlberg		Vice President Name Thomas E. Darcy			
Street Address 10260 Campus Point Drive		Street Address 10260 Campus Point Drive			
City San Diego	State Ca	City San Diego	State Ca		
Zip 92121		Zip 92121			
Secretary Name Douglas E. Scott		Treasurer Name Steven P. Fisher			
Street Address 10260 Campus Point Drive		Street Address 10260 Campus Point Drive			
City San Diego	State Ca	City San Diego	State Ca		
Zip 92121		Zip 92121			
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Duane P. Andrews		Director Name John E. Glancy			
Street Address 1710 SAic Drive		Street Address 11622 El Camino Real			
City McLean	State VA	City San Diego	State Ca		
Zip 22102		Zip 92130			
Director Name Stephen D. Rockwood		Director Name Randy I Walker			
Street Address 16701 West Bernardo Drive		Street Address 10260 Campus Point Drive			
City San Diego	State Ca	City San Diego	State Ca		
Zip 92127		Zip 92121			
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐			
AUTHORIZED SHARES		ISSUED SHARES			
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000,000 COMM \$0.05 PAR VALUE, 3,000,000 PREF NO PAR VALUE			181,221,000	A	.01
			226,000	B	.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



23922

File Date 1-25-05
Check No. 1452325
By: [Signature]

FOR SECRETARY OF STATE: USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Andrew Rothenberg

Print or Type Name of Officer

V. P. TAX

Title of Officer

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Executive Officers and Directors

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS/PHONE</u>
Carl M. Alberio	Group President	2829 Guardian Lane Virginia Beach, VA 23452 757-631-2201
Duane P. Andrews	President and Chief Operating Officer of Federal Business, Corporate Executive Vice President and Director	1710 SAIC Drive McLean, VA 22102 703-676-7143
Kenneth C. Dahlberg	Chief Executive Officer, President and Chairman of the Board	10260 Campus Point Drive San Diego, CA 92121 858-826-6670
Thomas E. Darcy	Corporate Executive Vice President and Chief Financial Officer	10260 Campus Point Drive San Diego, CA 92121 858-826-6615
Wolfgang H. Demisch	Director	234 5 th Avenue, Suite 509 New York, NY 10001 203-625-0351
Matthew J. Desch	Chief Executive Officer of Telcordia Technologies, Inc. and Director	One Telcordia Drive Piscataway, NJ 08854 732-699-5000
General Wayne A. Downing USA (Ret)	Director	11200 North Pawnee Road Peoria, IL 61615 309-692-3016
Jere A. Drummond	Director	675 W. Peachtree Street NE, Suite 533 Atlanta, GA 30308 404-658-9059
Steven P. Fisher	Senior Vice President and Treasurer	10260 Campus Point Drive San Diego, CA 92121 858-826-6989
Donald H. Foley	Group President and Director	1710 SAIC Drive McLean, VA 22102 703-676-5533
John E. Glancy	Director	11622 El Camino Real San Diego, CA 92130 858-826-7740
Mark V. Hughes III	Group President	8301 Greensboro Drive McLean, VA 22102 703-676-4999

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS/PHONE</u>
Anita K. Jones	Director	University of Virginia 151 Engineer's Way Charlottesville, VA 22901 434-982-2224
Harry M. J. Kraemer, Jr.	Director	936 Seneca Road Wilmette, IL 60091 847-251-3940
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102 703-821-3879
Peter N. Pavlics	Senior Vice President and Controller	10260 Campus Point Drive San Diego, CA 92121 858-826-6690
Larry J. Peck	Group President	301 Laboratory Road Oakridge, TN 37831 865-481-2166
Stephen D. Rockwood	Chief Technology Officer and Executive Vice President and Director	16701 West Bernardo Drive San Diego, CA 92127 858-826-6554
William A. Roper, Jr.	Corporate Executive Vice President	10260 Campus Point Drive San Diego, CA 92121 858-826-7711
Edward J. Sanderson, Jr.	Director	6009 San Elijo Rancho Santa Fe, CA 92067 858-759-0256
Douglas E. Scott	Senior Vice President, General Counsel & Secretary	10260 Campus Point Drive San Diego, CA 92121 858-826-7325
George T. Singley III	Group President	1710 SAIC Drive McLean, VA 22102 703-676-5958
Ralph Snyderman	Director	Duke University Medical Center Room 106, Duke South, Green Zone Durham, NC 27710 919-684-2345
Randy I. Walker	Corporate Executive Vice President Commercial and International and Director	10260 Campus Point Drive San Diego, CA 92121 858-826-6601
Joseph P. Walkush	Executive Vice President for Strategic Initiatives and Director	10260 Campus Point Drive San Diego, CA 92121 858-826-6055

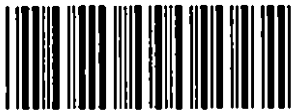
<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS/PHONE</u>
John H. Warner, Jr.	Chief Administrative Officer, Corporate Executive Vice President and Director	10260 Campus Point Drive San Diego, CA 92121 858-826-6471
A. Thomas Young	Director	12921 Esworthy Rd. N. Potomac, MD 20878 301-926-2318
Andrew Rothenberg	V.P. Tax	10260 Campus Point Drive San Diego, CA 92121 858-826-2055

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4. Business Phone No. 858 826-2238		5. State of Incorporation DELAWARE		6. SIC Code 8888	
7. Brief Description of the Character of Business Conducted in Rhode Island SCIENTIFIC RESEARCH AND CONSULTING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kenneth C Dahlberg		Vice President Name Thomas E Darey			
Street Address 10260 Campus Point Dr M/S D-7		Street Address 10260 Campus Point Dr M/S D-7			
City San Diego	State Ca	Zip 92121	City San Diego	State Ca	Zip 92121
Secretary Name Douglas E Scott		Treasurer Name Steven P Fisher			
Street Address 10260 Campus Point Dr M/S F-3		Street Address 1200 Prospect Ste 400			
City San Diego	State Ca	Zip 92121	City La Jolla	State Ca	Zip 92037
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kenneth C Dahlberg		Director Name John H. Warner Jr			
Street Address 10260 Campus Point Dr M/S D-7		Street Address 10260 Campus Point Dr M/S C-5			
City San Diego	State Ca	Zip 92121	City San Diego	State Ca	Zip 92121
Director Name John E Glancy		Director Name Donald H Foley			
Street Address 11622 El Camino Real M/S M-1		Street Address 1770 SAIC Dr M/S H-4-1			
City San Diego	State Ca	Zip 92130	City McLean	State Va	Zip 22102-3744
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000,000 COMM \$0.05 PAR VALUE, 3,000,000 PREF NO PAR VALUE			182,966,450	A	.01
			230,703	B	.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

File Date 3/5/04
Check No. 0001289808
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer Peter N. Pavlics Date 1-21-04
Print or Type Name of Officer Peter N. Pavlics
Title of Officer SR. VP / controller

SAIC EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS NUMBER</u>
Duane P. Andrews	Corporate Executive Vice President and Director	1710 SAIC Drive (M/S 1-14-9) McLean, VA 22102-3799	703/676-7143
Dr. J. Robert Beyster	Chairman of the Board	1241 Cave Street (M/S L-1) La Jolla, CA 92037	858/826-6658
Kenneth C. Dahlberg	President, Chief Executive Officer and Director	10260 Campus Point Dr. (M/S D-7) San Diego, CA 92121	858/826-6670
Thomas E. Darcy	Executive Vice President and Chief Financial Officer	10260 Campus Point Dr. (M/S D-7) San Diego, CA 92121	858/826-6615
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	203/625-0351
Matthew J. Desch	Chief Executive Officer of Telecordia Technologies, Inc. and Director	445 South Street M/S MCC-1A370G Morristown, NJ 07960	973/829-5300
General Wayne A. Downing USA (Ret)	Director	11200 North Pawnee Road Peoria, IL 61615	309/692-3076
Jere A. Drummond	Director	Bell South 675 W. Peachtree Street NE Suite 533 Atlanta, GA 30308	404/658-9059
Steven P. Fisher	Senior Vice President and Treasurer	1200 Prospect (M/S L-3-B) Suite 400 La Jolla, CA 92037	858/826-6989
Dr. Donald H. Foley	Executive Vice President and Director	1710 SAIC Drive M/S 1-4-1 McLean, VA 22102-3799	703/676-5533
Dr. John E. Glancy	Executive Vice President and Director	11622 El Camino Real M/S M-1 San Diego, CA 92130	858/826-7740

SAIC EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS NUMBER</u>
Mark V. Hughes, III	Executive Vice President	8301 Greensboro Drive P. O. Box 50132 M/S E-12-5 McLean, VA 22102	703/676-4999
Dr. Anita K. Jones	Director	University Professor Dept. of Computer Science University of Virginia P. O. Box 400740 Charlottesville, VA 22904-4740	434/982-2224
Harry M. Jansen Kraemer, Jr.	Director	Chairman & CEO Baxter International Inc. One Baxter Parkway Deerfield, IL 60015	847/948-4500
Ms. Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102-1401	703/821-8861
Peter N. Pavlics	Senior Vice President and Controller	10010 Campus Point Dr. (M/S F2) San Diego, CA 92121	858/826-6690
Dr. Stephen D. Rockwood	Executive Vice President and Director	16701 West Bernardo Drive M/S RB-2 San Diego, CA 92127	858/826-6554
William A. Roper, Jr.	Corporate Executive Vice President	1200 Prospect (M/S L-3-B) Suite 400 La Jolla, CA 92037	858/826-7711
Robert A. Rosenberg	Executive Vice President	1710 SAIC Drive (M/S 1-14-1) McLean, VA 22102-3799	703/676-7080

SAIC EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS NUMBER</u>
Edward J. Sanderson, Jr.	Director	P. O. Box 1368 Rancho Santa Fe, CA 92067	858/759-0256
Douglas E. Scott	Senior Vice President, General Counsel and Secretary	10260 Campus Point Drive M/S F-3 San Diego, CA 92121	858/826-7325
Ralph Snyderman, M.D.	Director	Duke University Medical Center Trent Drive, Room 106 Duke South, Green Zone Durham, NC 27710	919/684-2255
Dr. Monroe E. Trout	Director	Chairman of the Board CYTYC Corporation 2110 Cove View Way Knoxville, TN 37919	865/330-3610
Randy I. Walker	Corporate Executive Vice President Commercial and International	1241 Cave Street La Jolla, CA 92037	858/826-6601
Joseph P. Walkush	Executive Vice President for Strategic Initiatives and Director	10260 Campus Point Dr. (M/S D-7) San Diego, CA 92121	858/826-6055
Dr. John H. Warner, Jr.	Corporate Executive Vice President and Director	10260 Campus Point Drive M/S C5 San Diego, CA 92121-1578	858/826-6471
A. Thomas Young	Director	P.O. Box 518 Onancock, VA 23417	757/787-8878



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

RAWARD J. INMAN, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

FORM MUST BE TYPED OR PRINTED IN BLACK

1. Corporate ID No. 23922		2. Name of Corporation SCIENCE APPLICATIONS INTERNATIONAL CORPORATION	
3. Street Address Principal Business Office 10260 Campus Point Dr		City San Diego	State Ca
		Zip 92121	
4. Business Phone No. 858 826-2238		5. State of Incorporation DELAWARE	
6. SIC Code 8888			
7. Brief Description of the Character of Business Conducted in Rhode Island Scientific Research & Consulting Services			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name J Robert Beyster		Vice President Name Peter N PAVLICS	
Street Address 1241 Cave St		Street Address 10260 Campus Point Dr	
City La Jolla	State Ca	City San Diego	State Ca
Zip 92037		Zip 92121	
Secretary Name J. Dennis Heipt		Treasurer Name Steven P. Fisher	
Street Address 10260 Campus Point Dr		Street Address 1200 Prospect St	
City San Diego	State Ca	City La Jolla	State Ca
Zip 92121		Zip 92037	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Wayne A. Downing		Director Name Wolfgang H Demisch	
Street Address 101 N Tejon St		Street Address 31 West 52nd Street 2nd Floor	
City Colorado Springs	State CO	City New York	State NY
Zip 80903		Zip 10019	
Director Name Stephen D. Rackwood		Director Name John H. Warner Jr	
Street Address 16701 West Bernardo Dr		Street Address 10260 Campus Point Dr	
City San Diego	State Ca	City San Diego	State Ca
Zip 92127		Zip 92121	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)			
AUTHORIZED SHARES			
Number of Shares	Class/Series	Par Value	
5,000,000 COMM \$.05 PAR VALUE, 3,000,000 PREF NO PAR VALUE			
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)			
ISSUED SHARES			
Number of Shares	Class/Series	Par Value	
185,256,448	Class A	.01	
240,812	Class B	.05	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

File Date: **3-6-03**
Check No.: **1136972**
By: **UP**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: **Peter Pavlics** Date: **1-30-03**
Print or Type Name of Officer: **Peter N PAVLICS**
Title of Officer: **Sr Vice President/Controller**



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 23922		2. Name of Corporation SCIENCE APPLICATIONS INTERNATIONAL CORPORATION	
3. Street Address Principal Business Office 10260 Campus Point Dr.		City San Diego	State CA
4. Business Phone No. (858) 826-4720	5. State of Incorporation DELAWARE		Zip 92121
6. SIC Code 8888			
7. Brief Description of the Character of Business Conducted in Rhode Island Scientific Research & Consulting Services			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name J. Robert Beyster		Vice President Name Peter N. Paulic's	
Street Address 1241 Cave St.		Street Address 10260 Campus Point Dr	
City La Jolla	State CA	City San Diego	State CA
Zip 92037		Zip 92121	
Secretary Name J. Dennis Heipt		Treasurer Name Steven P. Fisher	
Street Address 10260 Campus Point Dr		Street Address 1200 Prospect St.	
City San Diego	State CA	City La Jolla	State CA
Zip 92121		Zip 92037	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Wayne A. Downing		Director Name Wolfgang H. Demiseh	
Street Address 101 N. Tejon St.		Street Address 31 West 52nd St., 2nd Fl.	
City Colorado Springs	State CO	City New York	State NY
Zip 80903		Zip 10019	
Director Name Stephen D. Rockwood		Director Name John H. Warner Jr.	
Street Address 16701 West Bernardo Dr.		Street Address 10260 Campus Point Dr	
City San Diego	State CA	City San Diego	State CA
Zip 92127		Zip 92121	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Number of Shares	Class/Series
5,000,000 COMM \$.05 PAR VALUE, 3,000,000 PEF NO PAR VALUE		199,145,855	Class A
		266,506	Class B
			.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

File Date: 3-4-02

Check No.: 990876

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Peter Paulic's Date: 2-22-02

Print or Type Name of Officer: Peter N. Paulic's

Sr. Vice President/ Controller



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23922**

2. Name of Corporation **SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**

3. Street Address Principal Business Office

10260 Campus Point Dr.

City

San Diego

State

CA.

Zip

92121

4. Business Phone No.

(058) 826-4720

5. State of Incorporation

DELAWARE

6. **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island

Scientific Research & Consulting

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

J. Robert Beyster

Street Address

4321 La Jolla Farms Rd.

City

La Jolla

State

CA

Zip

92037

Secretary Name

J. Dennis Heipt

Street Address

5904 Calle Campeseco

City

Rancho Santa Fe

State

CA

Zip

92067

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Stephen D. Rockwood

Street Address

13036 Decant Drive

City

Poway

State

CA

Zip

92064

Director Name

Wayne A. Downing

Street Address

4360 Penhurst Place

City

Cobrado Springs

State

CO.

Zip

80906

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

1,008,000,000

Class/Series

Common A

Par Value

.01

Common B

.05

Director Name

Wolfgang H. Demisch

Street Address

435 Round Hill Road

City

Greenwich

State

CT

Zip

06831

Director Name

John H. Warner, Jr.

Street Address

2687 Caminito Prado

City

La Jolla

State

CA.

Zip

92037

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

220,194,758

Class/Series

Common A

Par Value

.01

279,946

Common B

.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

FILED

File Date: **FEB 20 2001**

Check No.: **117** **828918**

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Peter Paulics

Signature of Officer

Date

Peter N. Paulics

Print or Type Name of Officer

Sr. Vice President

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Executive Officers and Directors

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Duane P. Andrews	Corporate Executive Vice President and Director	Science Applications International Corp. 1710 Goodridge Drive McLean, VA 22102-3799
Daniel W. Baldwin	Senior Vice President and Treasurer	Science Applications International Corp. 1200 Prospect Street La Jolla, CA 92037
J. Robert Beyster	Chairman of the Board, Chief Executive Officer, President and Director	Science Applications International Corp. 1241 Cave Street La Jolla, CA 92037
Vincent N. Cook	Director	Science Applications International Corp. Attn: Julie Grimm Reeves 1000 South Frontage Road-West Glen Lyon Building, Suite 200 Vail, CO 81657
David A. Cox	Executive Vice President	Science Applications International Corp. 10260 Campus Point Drive San Diego, CA 92121
Wolfgang H. Demisch	Director	Wasserstein Perella 31 West 52nd St., 27th Floor New York, NY 10019
David W. Dorman	Director	Chief Executive Officer AT&T/BT Global Venture Room 6120 1200 Peachtree St. N.E. Atlanta, GA 30339
Wayne A. Downing	Director	Science Applications International Corp. 2860 S. Circle Drive, Suite GL10 Colorado Springs, CO 80906
John E. Glancy	Corporate Executive Vice President and Director	Science Applications International Corp. 1241 Cave Street La Jolla, CA 92037
J. Dennis Heipt	Senior Vice President for Administration and Corporate Secretary	Science Applications International Corp. 10260 Campus Point Drive San Diego, CA 92121
Bobby R. Inman	Director	Science Applications International Corp. 701 Brazos, Suite 500 Austin, TX 78701

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Anita K. Jones	Director	University Professor Dept. of Computer Science Thornton Hall University of Virginia Charlottesville, VA 22903
Harry M. J. Kraemer, Jr.	Director	President & CEO Baxter International Inc. One Baxter Parkway Deerfield, IL 60015
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102-1401
John W. McRary	Director	MCC 3500 W. Balcones Center Dr. Austin, TX 78759-5398
Peter N. Pavlics	Senior Vice President and Controller	Science Applications International Corp. 10260 Campus Point Drive San Diego, CA 92121
Stephen D. Rockwood	Executive Vice President and Director	Science Applications International Corp. 16701 West Bernardo Drive San Diego, CA 92127
William A. Roper, Jr.	Senior Vice President and Chief Financial Officer	Science Applications International Corp. 1241 Cave Street La Jolla, CA 92037
Robert A. Rosenberg	Executive Vice President	Science Applications International Corp. 1710 Goodridge Drive McLean, VA 22102-3799
Douglas E. Scott	Senior Vice President and General Counsel	Science Applications International Corp. 10260 Campus Point Drive San Diego, CA 92121
Louis A. Simpson	Director	Plaza Investment Managers, Inc. 5951 La Sendita, Building A P.O. Box 1943 Rancho Santa Fe, CA 92067
Richard C. Smith, Jr.	Chief Executive Officer of Telcordia Technologies, Inc. and Director	Chief Executive Officer Telcordia Technologies, Inc. 445 South Street Morristown, NJ 07960-6438
Edward A. Straker	Executive Vice President and Director	Science Applications International Corp. 11251 Roger Bacon Drive Reston, VA 20190
Monroe E. Trout	Director	Chairman of the Board Cytic, inc. 9322 Norlake Circle Knoxville, TN 37922

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Joseph P. Walkush	Sector Vice President and Director	Science Applications International Corp. 1241 Cave Street La Jolla, CA 92037
John H. Warner, Jr.	Corporate Executive Vice President and Director	Science Applications International Corp. 10260 Campus Point Drive San Diego, CA 92121
Jasper A. Welch	Director	2129 Foothill Rd. Santa Fe, NM 87505
James B. Wiesler	Director	605 San Fernando Rd. San Diego, CA 92106
A. Thomas Young	Director	12921 Esworthy Rd. N. Potomac, MD 20878



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

23922

2. Name of Corporation

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

3. Street Address Principal Business Office

10260 Campus Point Dr.

City

San Diego

State

CA

Zip

92121

4. Business Phone No.

(858) 826-4720

5. State of Incorporation

DELAWARE

6. SIC Code

0000

7. Brief Description of the Character of Business Conducted in Rhode Island

Scientific Research and Consulting

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

J. Robert Beyster

Street Address

9321 La Jolla Farms Rd.

City

La Jolla

State

CA

Zip

92037

Secretary Name

J. Dennis Heipi

Street Address

P.O. Box 8572

City

Rancho Santa Fe

State

CA

Zip

92067

Vice President Name

Peter N Pavlics

Street Address

12590 Salmon River Road

City

San Diego

State

CA

Zip

92129

Treasurer Name

Daniel W Baldwin

Street Address

2939 Via Ipanema

City

Carlsbad

State

CA

Zip

92007

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Vincent N COOK

Street Address

10829 Allaway Drive

City

Potomac

State

MD

Zip

20854

Director Name

Wayne A Downing

Street Address

4360 Penhurst Place

City

Colorado Springs

State

CO

Zip

80906

Director Name

Wolfgang H. Demisch

Street Address

435 Round Hill Rd

City

Greenwich

State

CT

Zip

06831

Director Name

Edward A Friedman

Street Address

6425 Muirlands Drive

City

La Jolla

State

CA

Zip

92037

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

100,000,000

Common A

.01

5,000,000

Common B

.05

3,000,000

Preferred

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

56,298,400

Common A

.01

303,148

Common B

.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.



* 2 3 9 2 2 *

File Date:

4/6/00

Check No.:

659548

By:

[Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Peter Pavlics

Print or Type Name of Officer

Senior VP and Controller

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Executive Officers and Directors

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>CITIZENSHIP</u>	<u>SOCIAL SECURITY #</u>
Duane P. Andrews	Corporate Executive Vice President and Director	3415 Silver Maple Place Falls Church, VA 22042	01-19-45	U.S.	267-70-6239
Daniel W. Baldwin	Senior Vice President and Treasurer	2939 Via Ipanema Carlsbad, CA 92009	09-27-52	U.S.	559-84-0790
J. Robert Beyster	Chairman of the Board, Chief Executive Officer, President and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	07-26-24	U.S.	386-14-8967
Vincent N. Cook	Director	872 Strawberry Lark Road Beaver Creek/Avon, CO 81620	07-18-34	U.S.	576-32-2081
David A. Cox	Executive Vice President	298 Torrey Pines Terrace Del Mar, CA 92014	01-07-48	U.S.	225-66-3887
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	09-12-44	U.S.	144-38-7686
David W. Dorman	Director	119 Bridge Road Hillsborough, CA 94010	01-14-54	U.S.	252-90-7562
Wayne A. Downing	Director	4360 Penhurst Place Colorado Springs, CO 80906	05-10-40	U.S.	323-32-7002
John E. Glancy	Corporate Executive Vice President and Director	426 Whitewood Place Encinitas, CA 92024	04-09-46	U.S.	166-36-7951
J. Dennis Heipt	Senior Vice President for Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10-26-42	U.S.	049-32-2803
Bobby R. Inman	Director	3200 Riva Ridge Road Austin, TX 78746	04-04-31	U.S.	458-52-1453
Anita K. Jones	Director	2897 Free Union Road Charlottesville, VA 22901	03-10-42	U.S.	456-70-3406
Harry M. J. Kraemer, Jr.	Director	936 Seneca Road Wilmette, IL 60091	01-16-55	U.S.	174-46-0967
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102	05-09-36	U.S.	579-52-7246
John W. McRary	Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35801	07-16-39	U.S.	238-54-4608
Peter N. Pavlics	Senior Vice President and Controller	12590 Salmon River Road San Diego, CA 92129	04-18-60	U.S.	545-27-8218
Stephen D. Rockwood	Executive Vice President and Director	13036 Decant Drive Poway, CA 92064	04-08-43	U.S.	498-46-3135
William A. Roper, Jr.	Senior Vice President and Chief Financial Officer	P.O. Box 3077 La Jolla, CA 92038	03-14-46	U.S.	428-90-6946
Robert A. Rosenberg	Executive Vice President	8813 Stockton Parkway Alexandria, VA 22308	11-16-34	U.S.	486-36-2318
Douglas E. Scott	Senior Vice President and General Counsel	764 Corinia Encinitas, CA 92024	01-20-57	U.S.	347-56-3848
Richard C. Smith, Jr.	Chief Executive Officer of Bell Communications Research, Inc. and Director	72 Mosle Road Far Hills, NJ 07931	02-10-42	U.S.	410-66-6315

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>CITIZENSHIP</u>	<u>SOCIAL SECURITY #</u>
Edward A. Straker	Executive Vice President and Director	11267 Center Harbor Rd. Reston, VA 22094	11-09-37	U.S.	413-52-7400
Monroe E. Trout	Director	P.O. Box 8052 Rancho Santa Fe, CA 92067	04-05-31	U.S.	172-26-9482
Joseph P. Walkush	Sector Vice President and Director	9995 Rue Chantemar San Diego, CA 92131	02-18-53	U.S.	163-42-2259
John H. Warner, Jr.	Corporate Executive Vice President and Director	2687 Caminito Prado La Jolla, CA 92037	03-02-41	U.S.	548-54-7506
Jasper A. Welch	Director	2129 Foothill Rd. Santa Fe, NM 87505	01-05-31	U.S.	555-54-3836
James B. Wiesler	Director	605 San Fernando Rd. San Diego, CA 92106	07-25-27	U.S.	560-32-6899
A. Thomas Young	Director	12921 Esworthy Rd. N. Potomac, MD 20878	04-19-38	U.S.	230-48-1457



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23922 2. Name of Corporation SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
3. Street Address Principal Business Office 10260 Campus Point Dr. City San Diego State CA Zip 92121
4. Business Phone No. (619) 552-4720 5. State of Incorporation Delaware 6. SIC Code 0000

7. Brief Description of the Character of Business Conducted in Rhode Island
SCIENTIFIC RESEARCH AND CONSULTING

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name William Owens Vice President Name Peter Pavlics
PLEASE SEE ATTACHMENTS
Street Address 1355 Camino Batea Street Address 12590 Salmon River Rd
City La Jolla State CA Zip 92037 City San Diego State CA Zip 92129
Secretary Name J. Dennis Heipt Treasurer Name Daniel Baldwin
Street Address 426 Whitwood Place Street Address 2939 Via Ipanema
City Rancho Santa Fe State CA Zip 92067 City Carlsbad State CA Zip 92009

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name PLEASE SEE ATTACHMENTS Director Name Vincent Cook
Street Address Street Address
City City State State Zip Zip
Director Name Carolayne Davis Director Name Potomac MD 20854
Street Address Street Address
City City State State Zip Zip
Romulus NY 14541

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
100,000,000	COMMON A	.01
5,000,000	COMMON B	.05

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
51,644,100	COMMON A	.01
314,173	COMMON B	.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 03-22-99
Check No.: 168093

By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Peter Pavlics Date 1/20/99

Print or Type Name of Officer Peter Pavlics

Title of Officer Senior VP and Controller

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
FEIN: 95-3630868

EXECUTIVE OFFICERS AND DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
DUANE P. ANDREWS	3415 SILVER MAPLE PLAC FALLS CHURCH, VA 22042	EXECUTIVE VICE PRESIDENT FOR CORPORATE DEVELOPMENT AND DIRECTOR
DANIEL W. BALDWIN	2939 VIA IPANEMA CARSLBAD, CA 92009	SENIOR VICE PRESIDENT AND TREASURER
J. ROBERT BEYSTER	9321 LA JOLLA FARMS RD. LA JOLLA, CA 92037	CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER, AND DIRECTOR
VINCENT N. COOK	10829 ALLOWAY DRIVE POTOMAC, MD 20854	DIRECTOR
CAROLYNE K. DAVIS	5480 CAYUGA LAKE ROAD RT. 89 P O BOX 175 ROMULUS, NY 14541	DIRECTOR
WOLFGANG H. DEMISCH	435 ROUND HILL ROAD GREENWICH, CT 06831	DIRECTOR
WAYNE A. DOWNING	4360 PENHURST PLACE COLORADO SPRINGS, CO 80906	DIRECTOR
EDWARD A FRIEMAN	6425 MUIRLANDS DRIVE LA JOLLA, CA 92037	DIRECTOR
JOHN E. GLANCY	426 WHITEWOOD PLACE ENCINITAS, CA 92024	CORPORATE EXECUTIVE VICE PRESIDENT AND DIRECTOR
J. DENNIS HEIPT	P O BOX 8572 RANCHO SANTA FE, CA 92067	SENIOR VICE PRESIDENT FOR ADMN. AND CORPORATE SEC.
DONALD A HICKS	6076 VIA POSADA DEL NORTE P O BOX 675755 RANCHO SANTE FE, CA 92067-7755	DIRECTOR
BOBBY R. INMAN	3200 RIVA RIDGE ROAD AUSTIN, TX 78746	DIRECTOR
WILLIAM M. LAYSON	8301 SUMMERWOOD DRIVE MCLEAN, VA 22102	SENIOR VICE PRESIDENT AND DIRECTOR
CLAUDINE B. MALONE	7570 POTOMAC FALL ROAD MCLEAN, VA 22102	DIRECTOR

JOHN W. MC RARY	2222 BRIARCLIFF RD., S.E. HUNSTVILLE, AL 35801	DIRECTOR
WILLIAM A. OWENS	1355 CAMINO BATEA LA JOLLA, CA 92037	VICE CHAIRMAN OF THE BOARD, PRESIDENT, CEO & DIRECTOR
PETER N. PAVLICS	12590 SALMON RIVER ROAD SAN DIEGO, CA 92129	SENIOR VICE PRESIDENT AND CONTROLLER
STEPHEN D. ROCKWOOD	13036 DECANT DRIVE POWAY, CA 92064	SENIOR VICE PRESIDENT AND CONTROLLER
WILLIAM A ROPER, JR.	P O BOX 12221 LA JOLLA, CA 92038	SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
ROBERT A ROSENBERG	8813 STOCKTON PARKWAY ALEXANDRIA, VA 22308	EXECUTIVE VICE PRESIDENT
DOUGLAS E. SCOTT	764 CORINIA ENCINITAS, CA 92024	SENIOR VICE PRESIDENT AND GENERAL COUNSEL
EDWARD E. STRAKER	11267 CENTER HARBOR ROAD RESTON, VA 22094	EXECUTIVE VICE PRESIDENT AND DIRECTOR
MONROE E. TROUT	P O BOX 8052 RANCHO SANTA FE, CA 92062	DIRECTOR
JOSEPH P. WALKUSH	12121 CHARBONO STREET SAN DIEGO, CA 92131	SENIOR VICE PRESIDENT AND DIRECTOR
JOHN H WARNER, JR.	2687 CAMINITO PRADO LA JOLLA, CA 92037	CORPORATE EXECUTIVE VICE PRESIDENT AND DIRECTOR
JASPER A WELCH	2129 FOOTHILL ROAD SANTA FE, NM 87505	DIRECTOR
JAMES B WIESLER	605 SAN FERNANDO ROAD SAN DIEGO, CA 92106	DIRECTOR
A. THOMAS YOUNG	12921 ESWORTHY ROAD N. POTOMAC, MD 20878	DIRECTOR

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23922** 2. Name of Corporation **SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**

3. Street Address Principal Business Office

10260 Campus Point Drive

City

San Diego

State

CA.

Zip

92121

4. Business Phone No.

(619) 552-4720

5. State of Incorporation
DELAWARE

6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Scientific Research and Consulting

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name

William A. Owens

Vice President Name

Peter Pavlics

Street Address

1355 Camino Batea

Street Address

12590 Salmon River Road

City

La Jolla

State

CA.

Zip

92037

City

San Diego

State

CA.

Zip

92129

Secretary Name

J. Dennis Heipt

Treasurer Name

Daniel H. Baldwin

Street Address

10260 Campus Point Drive

Street Address

2939 Via Ipanema

City

San Diego

State

CA.

Zip

92121

City

Carlsbad

State

CA.

Zip

92009

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name

Vincent N. Cook

Director Name

Carolne K. Davis

Street Address

10829 Alloway Drive

Street Address

5480 Cayuga Lake Road

City

Potomac

State

MD.

Zip

20854

City

Romulus

State

NY.

Zip

14541

Director Name

Wolfgang H. Demisch

Director Name

Wayne A. Downing

Street Address

435 Round Hill Road

Street Address

4360 Penhurst

Place

City

Greenwich

State

CT.

Zip

06831

City

Colorado Springs

State

CO.

Zip

80906

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

100000000

Common A

.01

5,000,000

Common B

.05

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) X

ISSUED SHARES

Number of Shares

Class/Series

Par Value

51,925,344

Common A

.01

314,173

Common B

.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

File Date: 3/24

Check No.: 384498

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Peter Pavlics
Signature of Officer Date

Peter Pavlics
Print or Type Name of Officer

Senior VP and Controller
Title of Officer

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Executive Officers and Directors

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
Duane P. Andrews	Executive Vice President for Corporate Development and Director	3415 Silver Maple Place Falls Church, VA 22042
Daniel W. Baldwin	Senior Vice President and Treasurer	2939 Via Ipanema Carlsbad, CA 92009
J. Robert Beyster	Chairman of the Board, Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037
Vincent N. Cook	Director	10829 Alloway Drive Potomac, MD 20854
Carolyn K. Davis	Director	5480 Cayuga Lake Road Rt. 89 P.O. Box 175 Romulus, NY 14541
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831
Wayne A. Downing	Director	4360 Penhurst Place Colorado Springs, CO 80906
Edward A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037
John E. Glancy	Corporate Executive Vice President and Director	426 Whitewood Place Encinitas, CA 92024
J. Dennis Heipt	Senior Vice President for Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067
Donald A. Hicks	Director	6076 Via Posada Del Norte P.O. Box 675755 Rancho Santa Fe, CA 92067-7755
Bobby R. Inman	Director	3200 Riva Ridge Road Austin, TX 78746
William M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
John W. McRary	Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35801
William A. Owens	Vice Chairman of the Board, President, Chief Operating Officer and Director	1355 Camino Batea La Jolla, CA 92037
Peter N. Pavlics	Senior Vice President and Controller	12590 Salmon River Road San Diego, CA 92129
Stephen D. Rockwood	Sector Vice President and Director	13036 Decant Drive Poway, CA 92064
William A. Roper, Jr.	Senior Vice President and Chief Financial Officer	P.O. Box 12221 La Jolla, CA 92038
Robert A. Rosenberg	Executive Vice President	8813 Stockton Parkway Alexandria, VA 22308
Douglas E. Scott	Senior Vice President and General Counsel	764 Corinia Encinitas, CA 92024
Edward A. Straker	Executive Vice President and Director	11267 Center Harbor Rd. Reston, VA 22094
Monroe E. Trout	Director	P.O. Box 8052 Rancho Santa Fe, CA 92062
Joseph P. Walkush	Sector Vice President and Director	12121 Charbono Street San Diego, CA 92131
John H. Warner, Jr.	Corporate Executive Vice President and Director	2687 Caminito Prado La Jolla, CA 92037
Jasper A. Welch	Director	2129 Foothill Rd. Santa Fe, NM 87505
James B. Wiesler	Director	605 San Fernando Rd. San Diego, CA 92106
A. Thomas Young	Director	12921 Esworthy Rd. N. Potomac, MD 20878



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

23922

2. Name of Corporation

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

3. Street Address Principal Business Office

10260 Campus Point Drive

City

San Diego

State

CA

Zip

92121

4. Business Phone No.

(619) 552-4720

5. State of Incorporation

DELAWARE

6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Scientific Research and Consulting

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name

William A Owens

Vice President Name

Peter N Paulics

Street Address

1133 1st Street

Street Address

12590 Salmon River Road

City

Coronado

State

CA.

Zip

92118

City

San Diego

State

CA.

Zip

92129

Secretary Name

John D Heipt

Treasurer Name

Ward Reed

Street Address

5904 Calle Compeseco

Street Address

14025 Calle Cerdanos Ranch

City

Rancho Santa Fe

State

CA.

Zip

92067

City

Rancho Santa Fe

State

CA.

Zip

92067

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name

Carolyn K Davis

Director Name

Wayne A. Downing

Street Address

901 6th Street S.W. Apt. 407A

Street Address

4360 Penhurst Place

City

Washington

State

DC

Zip

20024

City

Colorado Springs

State

CO.

Zip

80906

Director Name

Wolfgang H Demisch

Director Name

Edward A. Fricman

Street Address

435 Round Hill Road

Street Address

6425 Muirlands Dr.

City

Greenwich

State

CT

Zip

06831

City

La Jolla

State

CA.

Zip

92037

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

100,000,000

Common A

.01

5,000,000

Common B

.05

ISSUED SHARES

Number of Shares

Class/Series

Par Value

47,938,877

Common A

.01

325,940

Common B

.05

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 9 2 2 *

File Date: 12/27/97

Check No.: 124820

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Ward Reed
Signature of Officer Date

Ward Reed
Print or Type Name of Officer

Vice President



Science Applications International Corporation
An Employee-Owned Company

NAME	TITLE	ADDRESS	TELEPHONE
J. Robert Beyster	Chief Executive Officer and Chairman of the Board	9321 La Jolla Farms RD. La Jolla, CA 92037	(619) 546-6501
John D. Heipt	Senior Vice President of Administration and Corporate Secretary	5904 Calle Compeseco Rancho Santa Fe, CA 92067	(619) 525-7323
William A. Roper	Senior Vice President and Chief Financial Officer	P.O. Box 1221 La Jolla, CA 92039	(619) 535-7711
Ward Reed	Corporate Vice President and Treasurer	P.O. Box 9715 Rancho Santa Fe, CA 92067	(619) 552-4620
Linda O. Loudon	Corporate Vice President of Taxes	3489 Overpark RD. San Diego, CA 92130	(619) 552-4720
Bryan R. Lee	Assistant Vice President and Director of Taxes	6465 Gem Lake Ave. San Diego, CA 92119	(619) 552-4791
Peter N. Pavlics	Corporate Vice President and Controller	12590 Salmon River RD. San Diego, CA 92129	(619) 458-2615

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Executive Officers and Directors

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>CITIZENSHIP</u>	<u>SOCIAL SECURITY #</u>
Duane P. Andrews	Executive Vice President for Corporate Development	3415 Silver Maple Place Falls Church, VA 22042	01-19-45	U.S.	267-70-6239
J. Robert Beyster	Chairman of the Board, Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	07-26-24	U.S.	386-14-8967
Vincent N. Cook	Director	10829 Alloway Drive Potomac, MD 20854	07-18-34	U.S.	576-32-2081
David A. Cox	Sector Vice President	298 Torrey Pines Terrace Del Mar, CA 92014	01-07-48	U.S.	225-66-3887
Michael A. Daniels	Sector Vice President	2030 Spring Branch Drive Vienna, VA 22181	03-06-46	U.S.	500-50-2654
Carolyn K. Davis	Director	901 6th Street, S.W. Apt. 407A Washington, DC 20024	01-31-32	U.S.	069-24-4599
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	09-12-44	U.S.	144-38-7686
Wayne A. Downing	Director	4360 Penhurst Place Colorado Springs, CO 80906	05-10-40	U.S.	323-32-7002
Michael T. Elliott	Sector Vice President	1220 Vista Del Canon Del Mar, CA 92014	03-04-44	U.S.	548-64-1461
Donald H. Foley	Sector Vice President	10919 Maringale Court Potomac, MD 20854	07-22-44	U.S.	048-34-4252
Edward A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037	01-19-26	U.S.	128-16-4298
John E. Glancy	Corporate Executive Vice President and Director	426 Whitewood Place Encinitas, CA 92024	04-09-46	U.S.	166-36-7951
Jack Goldstein	Sector Vice President	2042 Mayfair McLean Court Falls Church, VA 22043	08-12-32	U.S.	247-44-1613
J. Dennis Heipt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10-26-42	U.S.	049-37-2803
Allen P. Herskowitz	Sector Vice President	2409 Black Cap Lane Reston, VA 22091	03-29-41	U.S.	072-32-8380
Donald A. Hicks	Director	P.O. Box 769 Middleburg, VA 22117	02-20-25	U.S.	530-10-0587
Mark V. Hughes III	Sector Vice President	7904 River Falls Drive Potomac, MD 20854	03-09-45	U.S.	257-68-1193
David W. Hyde	Sector Vice President	4920 Caminito Exquisito San Diego, CA 92130	10-17-42	U.S.	481-50-3717
Bobby R. Inman	Director	3200 Riva Ridge Road Austin, TX 78746	04-04-31	U.S.	458-52-1453

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>CITIZENSHIP</u>	<u>SOCIAL SECURITY #</u>
Melvin R. Laird	Director Emeritus	16667 Bobcat Ct. Ft. Myers, FL 33908	09-01-22	U.S.	392-14-5736
William M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102	09-24-34	U.S.	405-42-3822
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102	05-09-36	U.S.	579-52-7246
John W. McRary	Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35801	07-16-39	U.S.	238-54-4608
William A. Owens	Vice Chairman of the Board and Director President	1133 1st Street Coronado, CA 92118	05-08-40	U.S.	502-28-1521
Peter N. Pavlica	Corporate Vice President and Controller	12590 Salmon River Road San Diego, CA 92129	04-18-60	U.S.	545-27-8218
Lawrence J. Peck	Sector Vice President	123 Dansworth Lane Oak Ridge, TN 38730	06-13-47	U.S.	232-74-8689
Stephen D. Rockwood	Sector Vice President	13036 Decant Drive Poway, CA 92064	04-08-43	U.S.	498-46-3135
William A. Roper, Jr.	Senior Vice President and Chief Financial Officer	P.O. Box 12221 La Jolla, CA 92038	03-14-46	U.S.	428-90-6946
Robert A. Rosenberg	Executive Vice President	8813 Strockton Parkway Alexandria, VA 22102	11-16-34	U.S.	486-36-2318
Douglas E. Scott	Corporate Vice President and General Counsel	764 Cornia Encinitas, CA 92024	01-20-57	U.S.	347-56-3848
Barry J. Shillito	Director Emeritus	555 San Fernando Road San Diego, CA 92106	01-01-21	U.S.	289-07-0302
Edward A. Straker	Executive Vice President and Director	11267 Center Harbor Rd. Reston, VA 22094	11-09-37	U.S.	413-52-7400
Monroe E. Trout	Director	P.O. Box 8052 Rancho Santa Fe, CA 92062	04-05-31	U.S.	172-26-9482
Joseph P. Walkush	Sector Vice President and Director	12121 Charbono Street San Diego, CA 92131	02-18-53	U.S.	163-42-2259
John H. Warner, Jr.	Corporate Executive Vice President and Director	2687 Caminito Prado La Jolla, CA 92037	03-02-41	U.S.	548-54-7506
Jasper A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	01-05-31	U.S.	555-54-3836
James B. Wiesler	Director	605 San Fernando Rd. San Diego, CA 92106	07-25-27	U.S.	560-32-6899
A. Thomas Young	Director	12921 Esworthy Rd. N. Potomac, MD 20878	04-19-38	U.S.	230-48-1457
William E. Zisch	Director Emeritus	13131 Avenida La Valencia Poway, CA 92064	12-15-17	U.S.	552-03-1195

PROFIT CORPORATION ANNUAL REPORT

1996

Filing Period: January 1-March 1
Filing Fee: \$50.00



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO 23922 2. NAME OF CORPORATION Science Applications International Corporation
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 10260 Campus Point Dr San Diego CA 92121
4. BUSINESS PHONE NO (619) 552-4720 5. STATE OF INCORPORATION Delaware 6. SIC CODE 8711
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Scientific Research & Consulting

8. NAMES AND ADDRESSES OF THE OFFICERS
PRESIDENT NAME L. A. Kull VICE PRESIDENT NAME Linda Loudon
STREET ADDRESS 2018 De Mayo Rd STREET ADDRESS 3489 Overpark Rd
CITY Del Mar STATE CA ZIP CODE 92014 CITY San Diego STATE CA ZIP CODE 92130
SECRETARY NAME J. D. Heipt TREASURER NAME Ward Reed
STREET ADDRESS 5904 Calle Compeseca STREET ADDRESS P.O. Box 9715
CITY Rancho Santa Fe STATE CA ZIP CODE 92067 CITY Rancho Santa Fe STATE CA ZIP CODE 92067

9. NAMES AND ADDRESSES OF THE DIRECTORS
DIRECTOR NAME Vincent Cook DIRECTOR NAME Wolfgang Demisen
STREET ADDRESS 10829 Alloway Dr STREET ADDRESS 435 Round Hill Rd
CITY Potomac STATE MD ZIP CODE 20854 CITY Greenwich STATE CT ZIP CODE 06831
DIRECTOR NAME Carolynne Davis DIRECTOR NAME Edward A. Frieman
STREET ADDRESS 901 6th St SW #407A STREET ADDRESS 6425 Muirlands Dr
CITY Washington STATE D.C. ZIP CODE 20024 CITY La Jolla STATE CA ZIP CODE 92037

10. SHARES AUTHORIZED AND ISSUED
NUMBER OF SHARES AUTHORIZED SHARES CLASS / SERIES PAR VALUE
100,000,000 Common A .01
5,000,000 Common B .05
3,000,000 Preferred .05
NUMBER OF SHARES ISSUED SHARES CLASS / SERIES PAR VALUE
47,904,000 Common A .01
33,259,600 Common B .05

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 4/29/96
Check No: 335583
By:

Linda Loudon
Signature of Officer

Linda Loudon
Print or Type Name of Officer

Vice President
Title of Officer

4/24/96
Date

For Secretary of State Use Only

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED:

0023922

1995

Corporate ID: _____ Annual Report for the year: _____

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Name of Corporation: _____

Business entity organized under the laws of the State of: DE

Business Entity is (check one):

☒ Business Corporation (See RIGL Chapter 7-1.1)

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:

10260 Campus Point Drive
San Diego, CA 92121

Brief statement of the character of business conducted in Rhode Island:

Scientific Research + Consulting

Phone: (619) 552-4720

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

221 Third Street
Newport, RI 02840

Phone: (401) 847-4210

THE NAMES OF THE OFFICERS ARE:

PRESIDENT STREET ADDRESS CITY/STATE ZIP CODE

See Attached

VICE PRESIDENT STREET ADDRESS CITY/STATE ZIP CODE

SECRETARY STREET ADDRESS CITY/STATE ZIP CODE

TREASURER STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

See Attached

NAME STREET ADDRESS CITY/STATE ZIP CODE

NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares	Class / Series
100,000,000	Common A .01
5,000,000	Common B .05
3,000,000	Preferred .05

Number of Shares	Class / Series
45,116,141	Common A .01
343,372	Common B .05

Date 1-30-95, 19 95

By Linda O. Loudon

Linda O. Loudon

PRINT OR TYPE NAME OF OFFICER SIGNING

Vice President
TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

OK # 239878

DD

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
PRINCIPAL OFFICERS



Name	Title	Address	Telephone
J. Robert Beyster	Chief Executive Officer and Board Chairman	9321 La Jolla Farms Rd. La Jolla, CA 92037	619/546-6501
L.A. Kull	President	2018 De Mayo Rd. Del Mar, CA 92014	619/546-6051
J.D. Heipt	Senior Vice President of Administration and Corporate Secretary	5904 Calle Compeseco Rancho Santa Fe, CA 92067	619/525-7323
William A. Roper	Senior Vice President and Chief Financial Officer	P.O. Box 1221 La Jolla, CA 92039	619/535-7711
Ward Reed	Corporate Vice President and Treasurer	P.O. Box 9715 Rancho Santa Fe, CA 92067	619/552-4620
Linda O. Loudon	Vice President	3489 Overpark Rd. San Diego, CA 92130	619/552-4720
Peter N. Pavlics	Corporate Vice President and Controller	12590 Salmon River Rd. San Diego, CA 92129	619/458-2615

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
EXECUTIVE OFFICERS AND DIRECTORS



NAME	TITLE	RESIDENCE ADDRESS	DATE OF BIRTH	CITIZENSHIP	Social SECURITY #
Allen L. Alm	Sector Vice President and Director	7533 Cleveland Cove Falls Church, VA 22042	01-27-37	U.S.	552-44-3338
J. Robert Bryner	Chairman of the Board Chief Executive Officer, and Director	8321 La Jolla Farms Rd La Jolla, CA 92037	07-28-24	U.S.	388-14-8987
Neal E. Carter	Sector Vice President	11822 Rogers Lane Reston, VA 22081	07-21-42	U.S.	478-48-8482
Vincent M. Cook	Vice Chairman and Director	10829 Albemarle Drive Potomac, MD 20854	07-18-34	U.S.	578-32-2081
Stephen J. Daskin	Executive Vice President and Director	11095 Beecher Canyon Rd. Poway, CA 92084	08-28-43	U.S.	582-58-7052
Michael A. Daniels	Sector Vice President	2930 Spring Branch Drive Vienna, VA 22181	03-06-46	U.S.	500-50-2654
Carolyn K. Davis	Director	901 8th Street, S.W. Apt. 407A Washington, D.C. 20024	01-31-32	U.S.	088-24-4598
Wolfgang M. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	08-12-44	U.S.	144-38-7688
Donald M. Foley	Sector Vice President	10818 Maringale Court Potomac, MD 20854	07-22-44	U.S.	048-34-4252
Edward A. Freeman	Director	6425 Montando Drive La Jolla, CA 92037	01-18-28	U.S.	128-18-4288
John E. Glancy	Corporate Executive Vice President	426 Whitewood Place Encinitas, CA 92024	04-09-46	U.S.	188-38-7951
J. Dennis Haupt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 9572 Rancho Santa Fe, CA 92057	10-28-42	U.S.	048-37-2803
Allen P. Horstowitz	Sector Vice President	2408 Black Cap Lane Reston, VA 22081	03-29-41	U.S.	072-32-8380
Donald A. Hicks	Director	P.O. Box 768 Middleburg, VA 22117	02-20-25	U.S.	530-10-0587
Mark V. Hughes, III	Sector Vice President	7804 River Falls Drive Potomac, MD 20854	03-08-45	U.S.	257-68-1193
David W. Hyde	Sector Vice President	4820 Camino Esquero San Diego, CA 92130	10-17-42	U.S.	481-50-3717
Bobby R. Inman	Director	3208 Rye Ridge Road Austin, TX 78746	04-04-31	U.S.	458-52-1453
Donald M. Kerr	Executive Vice President and Director	5861 Ravenswood Road La Jolla, CA 92037	04-08-38	U.S.	185-32-0074
Lorena A. Kull	President, Chief Operating Officer and Director	2018 De Mayo Road Del Mar, CA 92014	12-25-37	U.S.	335-30-6042
Melvin R. Lord	Director	400 Madison St., Apt. 2102 Alexandria, VA 22314	08-01-22	U.S.	382-14-5738
William M. Layson	Senior Vice President and Director	8301 Surranswood Drive McLean, VA 22102	08-24-34	U.S.	405-42-3822
Claudine B. Malone	Director	7570 Potomac Fall Road McLean, VA 22102	05-08-38	U.S.	578-52-7248
James J. Martin, Jr.	Sector Vice President	6803 Aranda Avenue La Jolla, CA 92037	02-03-36	U.S.	231-72-3321
John W. McRary	Vice Chairman of the Board, Executive Vice President & Director	2222 Brantiff Rd., S.E. Hartsville, AL 35801	07-16-38	U.S.	218-54-4808
Peter M. Pavlice	Corporate Vice President and Controller	1255 J. Salmon River Road San Diego, CA 92129	04-18-60	U.S.	545-21-8418
Stephen D. Rockwood	Sector Vice President	13038 Decant Drive Poway, CA 92084	04-08-43	U.S.	428-46-3135
William A. Roper, Jr.	Sector Vice President and Chief Financial Officer	P.O. Box 12221 La Jolla, CA 92038	03-14-48	U.S.	428-80-8948
Robert A. Rosenberg	Executive Vice President	8813 Strocton Parkway Alexandria, VA 22102	11-16-34	U.S.	488-38-2318
Douglas E. Scott	Corporate Vice President and General Counsel	12831 Corbett Court San Diego, CA 92130	01-20-52	U.S.	347-56-3848
Edward A. Striker	Sector Vice President and Director	11287 Castle Harbor Rd Reston, VA 22084	11-08-37	U.S.	413-52-7400
Manfred R. Thurman	Director	3821 Mill Creek Drive Annandale, VA 22003	02-18-31	U.S.	237-42-0588
Joseph P. Walkush	Sector Vice President	1212 Charbono Street San Diego, CA 92131	02-18-53	U.S.	183-42-2258
John H. Warner, Jr.	Executive Vice President and Director	2887 Camino Prado La Jolla, CA 92037	03-02-41	U.S.	548-54-7508
Jasper A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	01-05-31	U.S.	555-54-3838
James B. Wessler	Director	805 San Fernando RD San Diego, CA 92108	07-25-27	U.S.	580-32-8869
William E. Zisch	Vice Chairman of the Board and Director	13131 Avenida La Valencia Poway, CA 92084	12-15-17	U.S.	552-03-1185

Filing Fee \$50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP Jan. 1 - March

Corporate ID: 0025922 Annual Report for the year: 1994

Name of Business Entity: SCIENCE APPLICATIONS INTERNATIONAL CORP

Business entity organized under the laws of the State of DELAWARE

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

10260 CAMPUS POINT DRIVE
SAN DIEGO, CA 92121

Phone: (619) 552-4720

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

221 THIRD STREET
NEWPORT, RI 02840

Phone: (401) 847-4210

Business Entity is (check one)

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed.

FRANK NEHS
10260 CAMPUS POINT DRIVE
TAX DEPT. M2 F1-E
SAN DIEGO CA 92121

Brief statement of the character of business conducted in Rhode Island:

SCIENTIFIC RESEARCH &
CONSULTING

Date of Organization: 10-21-80

Date of Qualification to do business in Rhode Island (if foreign entity):
2/16/80-01-80 (SEE ATTACHED)

THE NAMES OF THE OFFICERS ARE:

☒ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

SEE ATTACHED

☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE

☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

SEE ATTACHED

NAME STREET ADDRESS CITY/STATE ZIP CODE

NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER 100,000,000 5,000,000 3,000,000

CLASS COMMON A COMMON B PREFERRED

SERIES A B -

PAR VALUE OR WITHOUT PAR .01 .05 .05

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 42,719,000 372,000

CLASS COMMON A COMMON B

SERIES A B

PAR VALUE OR WITHOUT PAR .01 .05

Date 2-10, 19 94

By Linda O. Loudon

LINDA O. LOUDON

PRINT OR TYPE NAME OF OFFICER SIGNING

VICE PRESIDENT

TITLE OF OFFICER SIGNING

Form 31 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

CT CORPORATION SYSTEM
135 WYER STREET
PROVIDENCE RI 02903

FILED
FEB 22 1994
By KETSBAD MCN2333

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
PRINCIPAL OFFICERS



Name	Title	Address	Telephone
J. Robert Beyster	Chief Executive Officer and Board Chairman	9321 La Jolla Farms Rd. La Jolla, CA 92037	619/546-6501
L.A. Kull	President	2018 De Mayo Rd. Del Mar, CA 92014	619/546-6051
J.D. Heipt	Senior Vice President of Administration and Corporate Secretary	5904 Calle Compeseco Rancho Santa Fe, CA 92067	619/525-7323
William A. Roper	Senior Vice President and Chief Financial Officer	P.O. Box 1221 La Jolla, CA 92039	619/535-7711
Ward Reed	Corporate Vice President and Treasurer	P.O. Box 9715 Rancho Santa Fe, CA 92067	619/552-4620
Linda O. Loudon	Vice President	3489 Overpark Rd. San Diego, CA 92130	619/552-4720
Peter N. Pavlics	Corporate Vice President and Controller	12590 Salmon River Rd. San Diego, CA 92129	619/458-2615

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

DIRECTORS



NAME	TITLE	RESIDENCE ADDRESS	DATE OF BIRTH	CITIZENSHIP	Social SECURITY #
Alvin L. Alm	Sector Vice President and Director	7533 Chrisland Cove Falls Church, VA 22042	01-27-37	U.S.	552-44-3336
J. Robert Beyster	Chairman of the Board Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	07-26-24	U.S.	386-14-8967
Vincent N. Cook	Vice Chairman and Director	10829 Alloway Drive Potomac, MD 20854	07-18-34	U.S.	576-32-2081
Carolyn K. Davis	Director	901 6th Street, S.W. Apt. 407A Washington, D.C. 20024	01-31-32	U.S.	069-24-4599
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	09-12-44	U.S.	144-38-7686
Edward A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037	01-19-26	U.S.	128-16-4298
J. Dennis Heipt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10-26-42	U.S.	049-37-2803
Donald A. Hicks	Director	P.O. Box 769 Middleburg, VA 22117	02-20-25	U.S.	530-10-0587
Bobby R. Inman	Director	3200 Riva Ridge Road Austin, TX 78746	04-04-31	U.S.	458-52-1453
Donald M. Kerr	Executive Vice President and Director	5861 Ravenswood Road La Jolla, CA 92037	04-08-39	U.S.	186-32-0074
Lorenz A. Kull	President, Chief Operating Officer and Director	2018 De Mayo Road Del Mar, CA 92014	12-25-37	U.S.	335-30-6042
Melvin R. Laird	Director	400 Madison St., Apt. 2102 Alexandria, VA 22314	09-01-22	U.S.	392-14-5736
William M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102	09-24-34	U.S.	405-42-3822
John W. McRary	Vice Chairman of the Board, Executive Vice President & Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35801	07-16-39	U.S.	238-54-4608
Barry J. Shillito	Director	555 San Fernando RD San Diego, CA 92106	01-01-21	U.S.	289-07-0302
Edward A Straker	Sector Vice President and Director	11267 Center Harbor Rd Reston, VA 22094	11-09-37	U.S.	413-52-7400
Maxwell R. Thuman	Director	3921 Mill Creek Drive Annandale, VA 22003	02-18-31	U.S.	237-42-0668
John H. Warner, Jr.	Executive Vice President and Director	2687 Caminito Prado La Jolla, CA 92037	03-02-41	U.S.	548-54-7506
Jasper A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	01-05-31	U.S.	555-54-3836
James B. Wiesler	Director	605 San Fernando RD San Diego, CA 92106	07-25-27	U.S.	560-32-6899
William E. Zisch	Vice Chairman of the Board and Director	13131 Avenida La Valencia Poway, CA 92064	12-15-17	U.S.	552-03-1195

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0029922

Annual Report for the year 1993

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL CORP

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is Scientific Research + Consulting

FOURTH: If foreign corporation, address of its principal office 10260 Campus Point Drive
San Diego, CA 92121

FIFTH: Business address in Rhode Island 221 Third St, Newport, RI 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See Attached

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
100,000,000	Common A
5,000,000	Common B
3,000,000	Preferred

Series

A

B

C

D

E

F

G

H

I

J

K

L

M

N

O

P

Q

Par Value
or statement that
shares are without
par value

.01

.05

.05

EIGHTH: Number of Shares issued:

No. of Shares	Class
42,84,235	Common
30,074	Common

SEAL OF STATE

Series

A

B

C

D

E

F

G

H

I

J

K

Par Value
or statement that
shares are without
par value

.01

.05

Dated 2-19 1993

Science Applications International Corporation
(Name of Corporation)

By Linda Louder

Title Vice President

(Report must be signed by an officer)



SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Telephone</u>
Robert Beyster 616-14-8967	Chief Executive Officer and Board Chairman	9321 La Jolla Farms Rd. La Jolla, CA 92037	619/546-6501
Dennis Heipt 619-32-2803	Secretary	5904 Calle Compeseco Rancho Santa Fe, CA 92067	619/525-7323
A. Kull 619-30-6042	President	2018 De Mayo Road Del Mar, CA 92014	619/546-6051
Linda O. Loudon 619-76-1007	Vice President	3849 Overpark Road San Diego, CA 92130	619/552-4720
Ward Reed 619-06-9474	Corporate Vice President and Treasurer	14025 Calle Cardenas Rancho Santa Fe, CA 92067	619/552-4620
William A. Roper 619-90-6946	Sr. V. President & CFO	13142 Caminito Pointe Del Mar, CA 92014	619/535-7711
Paul A. Sager 619-15-7388	Vice President & Comptroller	3979 Ocean Front Walk San Diego, CA 92109	619/458-2615

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

DIRECTORS

NAME	TITLE	RESIDENTIAL ADDRESS
ALVIN L. ALM	Senior Vice President and Director	7533 Chrisland Cove Falls Church, VA
JOHN R. BEYSTER	Chairman of the Board and Chief Executive Officer	9321 La Jolla Farms Rd. La Jolla, CA 92037
VINCENT N. COOK	Director	7010 Armat Drive Bethesda, MD 20817
STEPHEN J. DALICH	Sector Vice President and Director	11055 Beeler Canyon Rd. Poway, CA 92064
WOLFGANG H. DEMISCH	Director	435 Round Hill Rd. Greenwich, CT 06831
JOHN M. DEUTCH	Director	14 Chauncy St. #3 Cambridge, MA 02138
EDWARD A. FRIEMAN	Director	6425 Muirlands Drive La Jolla, CA 92037
DAVID R. HEEBNER	Vice Chairman of the Bd. Executive Vice President and Director	8120 Dunsiane Court McLean, VA 22102
FRANCIS HERWOOD	Director	218 La Mirada Road Pasadena, CA 91105
DONALD A. HICKS	Director	755 Potomac River Rd. McLean, VA 22102
BOBBY R. INMAN	Director	3509 Needles Drive Austin, TX 78746

NITA K. JONES	Director	RT 1, BOX 172B Barboursville, Va 22923
ORENZ A. KULL	President and Chief Operating Officer and Director	2018 De Mayo Rd. Del Mar, CA 92014
ELVIN R. LAIRD	Director	5703 Kirkwood Dr. Bathesda, MD 20016
ILLIAM M. LAYSON	Senior Vice President and Director	8301 Summerwood DR. McLean, VA 22102
OHN W. MCRARY	Executive Vice President and Director	2222 Briarcliff Rd.SE Huntsville, AL 35801
OHN J. PERRY	Director	10701 Mora Dr. Los Altos, CA 94022
GARRY J. SHILLITO	Director	555 San Fernando Rd. San Diego, CA 92106
JOHN H. WARNER	Sector Vice President and Director	2687 Caminito Prado La Jolla, CA 92037
CASPER A. WELCH	Director	1401 North Oak St. Arlington, VA 22209
JAMES B. WIESLER	Director	605 San Fernando St. San Diego, CA 92106
WILLIAM E. ZISCH	Vice-Chairman of the Board and Director	13131 Avenida LaValencia Poway, CA 92064

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

JOH 06841361

Corporate ID 0023922 Annual Report for the year 1992

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL CO

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is SCIENTIFIC RESEARCH + CONSULTING

FOURTH: If foreign corporation, address of its principal office 10260 CAMPUS POINT DRIVE

SAN DIEGO, CA 92121

FIFTH: Business address in Rhode Island 221 THIRD ST, NEWPORT RI 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

SEE ATTACHED

Director

Director

Director

President

Vice President

Secretary

Treasurer

PAID

MAR 02 1992

SECY OF STATE

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	COMMON A	A	.01
5,000,000	COMMON B	B	.05
3,000,000	PREFERRED	-	.05

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
41,548,911	COMMON	A	.01
414,047	COMMON	B	.05

Dated Feb 28 19 92

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
(Name of Corporation)

By Ward Reed

Title TREASURER + CORP. V.P.

(Report must be signed by an officer)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Principal Executive Officers and Directors.

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Date of Birth</u>	<u>Citizenship</u>	<u>Social Security #</u>
Alvin L. Alm	Senior Vice President and Director	7533 Christland Cove Falls Church, VA 22042-7558	01-27-37	U.S.	552-44-3336
J.Robert Beyster	Chairman of the Board, Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	07-26-24	U.S.	386-14-8967
Paul B. Bleiweis	Group Senior Vice President	13142 Caminito Pt. Del Mar Del Mar, CA 92014	02-27-47	U.S.	550-60-2846
Paul M. Buck	Group Senior Vice President	1794 Cross Creek Huntsville, AL 35802	06-17-49	U.S.	483-62-5715
William L. Chadsey	Group Senior Vice President	12007 Canter Lane Reston, VA 22091	09-25-42	U.S.	340-32-9353
Vincent N. Cook	Vice Chairman and Director	7010 Armet Drive Bethesda, MD 20817	07-18-34	U.S.	576-32-2081
John M. Corsello	Group Senior Vice President	5150 Alejo St. San Diego, CA 92124	10-02-47	U.S.	556-70-6512
Craig R. Cummings	Group Senior Vice President	5939 Via Zurita La Jolla, CA 92037	05-31-50	U.S.	546-82-9124
Stephen J. Dalich	Sector Vice President and Director	11055 Beeler Canyon Rd. Poway, CA 92064	09-29-43	U.S.	562-56-7052
Michael A. Daniels	Group Senior Vice President	2030 Spring Branch Drive Vienna, VA 22191	03-06-46	U.S.	500-50-2654
Wolfgang H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	09-12-44	U.S.	144-38-7686
Nicholas Del Vecchio	Group Senior Vice President	6 Green Valley Drive Chemsford, MA 01824	05-07-40	U.S.	030-32-1869
Dorian A. De Maio	Group Senior Vice President	3005 Lazy Meadow Dr. Torrance, CA 90505	12-16-46	U.S.	219-48-5998
John M. Deutch	Director	14 Chauncy St., Unit 3 Cambridge, MA 02138	07-27-38	U.S.	557-50-9981
Thomas A. Dillon	Group Senior Vice President	4545 Ocean Valley Lane San Diego, CA 92130	06-03-44	U.S.	079-34-7809
Donald H. Foley	Sector Vice President	10919 Martrnyale Potomac, MD 20854	07-22-44	U.S.	048-34-4252
Edward A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037	01-19-26	U.S.	128-16-4298
Roger A. Garrett	President of SAI Technology	13261 Silver Saddle Lane Poway, CA 92064	04-03-38	U.S.	243-56-0933
John E. Glancy	Sector Vice President	426 Whitewood Place Encinitas, CA 92024	04-09-46	U.S.	166-36-7951
Jack Goldstein	Group Senior Vice President	8910 Applecross Lane Springfield, VA 22153	08-12-32	U.S.	247-44-1613
William H. Gurley, III	Group Senior Vice President	204 Glenbrook Circle Huntsville, AL 35801	06-11-49	U.S.	428-98-4970
David R. Heebner	Vice Chairman of the Board and Director	8120 Dunsiane Court McLean, VA 22102	02-27-27	U.S.	148-20-7515

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Date of Birth</u>	<u>Citizenship</u>	<u>Social Security #</u>
J. Gennis Heipt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10-26-42	U.S.	049-37-2803
Allen P. Herskowitz	Group Senior Vice President	2409 Black Hap Lane Reston, VA 22091	03-29-41	U.S.	072-32-8380
Francis Herwood	Director	218 La Mirada Road Pasadena, CA 91105	07-24-06	U.S.	551-22-7174
Donald A. Hicks	Director	P.O. Box 769 Middleburg, VA 22117	02-20-25	U.S.	530-10-0587
H. Thomas Hicks	Corporate Vice President	654 Bonair Place La Jolla, CA 92037	12-05-50	U.S.	223-74-7244
Mark V. Hughes, III	Sector Vice President	7904 River Falls Drive Potomac, MD 20854	02-09-45	U.S.	257-48-1193
Larry H. Hunt	Group Senior Vice President	6226 Waverly Avenue La Jolla, CA 92037	07-05-36	U.S.	245-52-1923
David W. Hyde	Group Senior Vice President	4920 Caminito Exquisito San Diego, CA 92130	10-17-42	U.S.	481-50-3717
Bobby R. Inman	Director	3509 Needles Drive Austin, TX 78746	04-04-31	U.S.	458-52-1453
Anita K. Jones	Director	Route 1, Box 172B Barboursville, VA 22923	03-10-42	U.S.	456-70-3406
Robert Kirk	Group Senior Vice President (Comsystems)	1760 Hawk View Drive Leucadia, CA 92024	10-21-22	U.S.	451-12-5758
Paul A. Kouris	Corporate Vice President and General Counsel	19 Buccaneer Way San Diego, CA 92118	03-24-49	U.S.	328-38-3113
Keith H. Krammes	Group Senior Vice President	658 Flores de Oro Rancho Santa Fe, CA 92067	05-07-45	U.S.	555-62-5397
Lorenz A. Kull	President, Chief Operating Officer	2018 De Mayo Road Del Mar, CA 92014	12-23-37	U.S.	335-30-6042
Melvin R. Laird	Director	5703 Kirkwood Drive Bethesda, MD 20016	09-01-22	U.S.	392-14-5736
William M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102	09-24-34	U.S.	405-42-3822
Robert E. Mack	Sector Vice President and President of Comsystems Division	2225 Caminito del Barco Del Mar, CA 92014	01-24-32	U.S.	176-32-7137
James J. Martin, Jr.	Sector Vice President	6603 Aranda Avenue La Jolla, CA 92037	02-03-36	U.S.	231-72-3321
Peter E. McGrath	Group Senior Vice President	6122 Massachusetts Ave. Bethesda, MD 20816	03-14-42	U.S.	566-58-6414
John W. McRary	Vice Chairman of the Board, Executive Vice President & Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35803	07-16-39	U.S.	238-54-4608
Lee R. Murphy	Group Senior Vice President	18255 Hadden Hall Court San Diego, CA 92128	05-15-37	U.S.	450-58-1777
Larry J. Peck	Group Senior Vice President	123 Dansworth Lane Oak Ridge, TN 37830	06-13-47	U.S.	232-74-8689

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Date of Birth</u>	<u>Citizenship</u>	<u>Social Security #</u>
Jonh A. Pellegrino	Group Senior Vice President	11610 Bromley Village Lane Reston, VA 22094	10-27-49	U.S.	035-34-4847
John P. Penhune	Group Senior Vice President	6730 Muirlands Drive La Jolla, CA 92037	02-13-36	U.S.	060-30-6441
Joseph R. Penland	Group Senior Vice President	6017 Florey Street San Diego, CA 92122	08-05-43	U.S.	413-72-6351
William J. Perry	Director	10701 Mora Drive Los Altos, CA 94022	10-11-27	U.S.	198-20-9843
Leonard J. Porcello	Group Senior Vice President	3925 N. Pantano Road Tucson, AZ 85715	03-01-34	U.S.	124-26-3094
Howard R. Pratt, II	Group Senior Vice President	13401 Stone Canyon Rd. San Diego, CA 92064	12-10-38	U.S.	173-32-6256
Ward Reed	Corporate Vice President and Treasurer	P.O. Box 9715 Rancho Santa Fe, 92067	04-21-57	U.S.	548-06-8474
Stephen D. Rockwood	Sector Vice President	13036 Decant Drive Poway, CA 92064	04-08-43	U.S.	498-46-3135
William A. Roper	Senior Vice President and Chief Financial Officer	P.O. Box 1221 La Jolla, CA 92038	03-14-46	U.S.	428-90-6946
Robert A. Rosenberg	Sector Vice President	8813 Strickton Parkway Alexandria, VA 22102	11-16-34	U.S.	486-36-2318
Paul A. Sager	Corporate Vice President and Controller	3979 Ocean Front Walk San Diego, CA 92109	06-25-57	U.S.	561-15-7388
Barry J. Shillito	Director	555 San Fernando Road San Diego, CA 92106	01-01-21	U.S.	289-07-0302
Edward A. Straker	Sector Vice President	11267 Center Harbor Rd. Reston, VA 22094	11-09-37	U.S.	413-52-7400
William L. Strand	Group Senior Vice President	6505 Meadow Hills, N.E. Albuquerque, NM 87111	12-19-32	U.S.	530-16-4524
R.D. Thuleen	Group Senior Vice President (Comsystems)	17310 Paradise Mountain Road Valley Center, CA	03-11-35	U.S.	567-42-7894
Matthew W. Tobriner	Senior Vice President	8212 Cindy Lane Bethesda, MD 20817	05-03-39	U.S.	577-50-1054
Gerald U. Ulrikson	Group Senior Vice President	242 Gum Hollow Road Oak Ridge, TN 37830	01-12-37	U.S.	394-38-1862
Joseph P. Walkush	Group Senior Vice President	9995 Ruechantemar San Diego, CA 92131	02-18-52	U.S.	163-42-2259
John H. Warner, Jr.	Executive Vice Pres. and Director	2687 Caminito Prado La Jolla, CA 92037	03-02-41	U.S.	548-54-7506
Jasper A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	01-05-31	U.S.	555-54-3836
James B. Wiesler	Director	605 San Fernando St. San Diego, CA 92106	07-25-27	U.S.	560-32-6899
Peter L. Wise	Group Senior Vice President	743 Kentland Avenue Great Falls, VA 22066	08-07-47	U.S.	564-74-9711
Robert C. Yost	Group Senior Vice President	2050 Crossing Gate Way Vienna, VA 22180	12-26-36	U.S.	310-36-2176
William E. Zisch	Vice Chairman of the Board and Director	13131 Avenida La Valencia Poway, CA 92064	12-15-17	U.S.	552-03-1195

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023922 Annual Report for the year 1991

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL CORP

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Scientific Research and Consulting

FOURTH: If foreign corporation, address of its principal office 10260 Campus Point Drive
San Diego, CA 92121

FIFTH: Business address in Rhode Island 221 Third St., Newport, RI 02840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached

Director

Director

Director

See attached

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>100,000,000</u>	<u>Common</u>
<u>5,000,000</u>	<u>Common</u>
<u>3,000,000</u>	<u>Preferred</u>

Series

A

B

Par Value
or statement that
shares are without
par value

.01

.05

.05

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>41,417,112</u>	<u>Common</u>
<u>448,316</u>	<u>Common</u>

Series

A

B

Par Value
or statement that
shares are without
par value

.01

.05

Dated Feb 25 19 91

Science Applications International Corp.
(Name of Corporation)

By

Ward Reed

WARD Reed

Title

Corp. Vice President

(Report must be signed by an officer)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
Elected Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Business Telephone</u>
A.L. Alm	Senior Vice President and Director	7533 Chrisland Cove Falls Church, VA 22042-7558	8400 Westpark Drive McLean, VA 22102	703/821-4737
J.R. Beyster	Chairman of the Board, Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	1241 Cave Street La Jolla, CA 92037	619/546-6501
P.B. Bleiweis	Group Senior Vice President	13142 Caminito Pt. Del Mar Del Mar, CA 92014	10260 Campus Point Drive San Diego, CA 92121	619/458-3816
P.M. Buck	Group Senior Vice President	1794 Cross Creek Huntsville, AL 35802	Progress Center 6767 Old Madison Pike Suite 690 Huntsville, AL 35806	205/726-6874
J. Burke	President of Company VI	1066 Neptune Ave. Leucadia, CA 92024	10260 Campus Point Drive San Diego, CA 92121	619/546-6123
W.L. Chadsey	Group Senior Vice President	12007 Canter Lane Reston, VA 22091	1710 Goodridge Drive McLean, VA 22102	703/821-4400
V.N. Cook	Director	7010 Armat Drive Bethesda, MD 20817	7010 Armat Drive Bethesda, MD 20817	301/365-2769
J.M. Corsello	Group Senior Vice President	5150 Alejo St. San Diego, CA 92124	10260 Campus Point Drive San Diego, CA 92121	619/458-2557
S.J. Dalich	Sector Vice President and Director	11055 Beeler Canyon Rd. Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/458-2560
W.H. Demisch	Director	435 Round Hill Road Greenwich, CT 06831	UBS Securities, Inc. 299 Park Avenue New York, NY 10171	212/230-4292
N. Del Vecchio	Group Senior Vice President	6 Green Valley Drive Chenmsford, MA 01824	255 Hudson Road Stow, MA 01775	508/568-0411
D.A. De Maio	Group Senior Vice President	3005 Lazy Meadow Dr. Torrance, CA 90505	21151 Western Ave. Torrance, CA 90501-1724	213/781-8750
J.M. Deutch	Director	14 Chauncy St., Unit 3 Cambridge, MA 02138	Massachusetts Institute of Technology, Rm 6-208 Cambridge, MA 02139	617/253-1479
T.A. Dillon	Group Senior Vice President	4345 Ocean Valley Lane San Diego, CA 92130	10260 Campus Point Drive San Diego, CA 92121	619/458-5026
E.A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037	Scripps Institution of Oceanography Univ. CA San Diego 8602 La Jolla Shores Dr. La Jolla, CA 92037	619/534-2826
R.A. Garrett	President of SAI Technology	13261 Silver Saddle Lane Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/450-3900
J.E. Glancy	Group Senior Vice President	426 Whitewood Place Encinitas, CA 92024	10260 Campus Point Drive San Diego, CA 92121	619/546-6110
J. Goldstein	Group Senior Vice President	8910 Applecross Lane Springfield, VA 22153	1710 Goodridge Drive McLean, VA 22102	703/821-4468
B.J. Gordon	Sector Vice President	Suite 337 P.O. Box 3644 Rancho Santa Fe, CA 92067	10260 Campus Point Drive San Diego, CA 92121	619/458-4974

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Business Telephone</u>
D.R. Heebner	Vice Chairman of the Board, Executive Vice President, and Director	8120 Dunsiane Court McLean, VA 22102	1710 Goodridge Drive McLean, VA 22102	703/821-4340
J.D. Heipt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10260 Campus Point Drive San Diego, CA 92121	619/535-7323
L.G. Hergert, Jr.	Group Senior Vice President	2714 Dowling Huntsville, AL 35801	6725 Odyssey Drive Huntsville, AL 35806	205/721-6590
A.P. Herskowitz	Group Senior Vice President	2409 Black Map Lane Rescon, VA 22091	1710 Goodridge Drive McLean, VA 22102	703/556-7004
F. Herwood	Director	218 La Mirada Road Pasadena, CA 91105	Bank of America 555 South Flower St. Suite 4001 B Los Angeles, CA 90071	213/228-3040
D.A. Hicks	Director	P.O. Box 769 Middleburg, VA 22117	Hicks & Associates 1710 Goodridge Drive McLean, VA 22101	703/827-4728
H.T. Hicks	Corporate Vice President	654 Bonair Place La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6316
L.H. Hunt	Group Senior Vice President	6226 Waverly Avenue La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6760
D.W. Hyde	Group Senior Vice President	4920 Caminito Exquisito San Diego, CA 92130	12060 Campus Point Drive San Diego, CA 92121	619/458-2639
B.R. Inman	Director	3509 Needles Drive Austin, TX 78746	9422 Capital of Texas Highway North Arboretum Plaza One Suite 685 Austin, TX 78759	512/343-2200
A.K. Jones	Director	Route 1, Box 1728 Barboursville, VA 22923	Dept. Computer Sciences University of Virginia Thorton Hall Charlottesville, VA 22903	804/924-7605 FAX 804/924-6270
R. Kirk	Group Senior Vice President (Comsystems)	1760 Hawk View Drive Leucadia, CA 92024	1077 Wateridge Circle San Diego, CA 92121	619/552-5475
P.A. Kouris	Corporate Vice President and General Counsel	19 Buccaneer Way San Diego, CA 92118	10260 Campus Point Drive San Diego, CA 92121	619/535-7334
K.H. Krammes	Group Senior Vice President	658 Flores de Oro Rancho Santa Fe, CA 92067	10260 Campus Point Drive San Diego, CA 92121	619/546-6163
L.A. Kull	President, Chief Operating Officer and Director	2018 De Mayo Road Del Mar, CA 92014	10260 Campus Point Drive San Diego, CA 92121	619/546-6051
M.R. Laird	Director	5703 Kirkwood Drive Bethesda, MD 20016	1730 Rhode Island Ave. NW Suite 212 Washington, DC 20036	202/223-1642
W.M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101	703/821-4490

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Business Telephone</u>
R.E. Mack	Sector Vice President and President of Comsystems Division	2225 Caminito del Barco Del Mar, CA 92014	2801 Camino del Rio So. Third Floor San Diego, CA 92108	619/552-5555
E.R. Mangold	Group Senior Vice President	6015 Sandbrook Drive Rancho Palos Verdes, CA 90274	2115 Western Avenue Torrance, CA 90501-1724	213/781-8525
J.J. Martin, Jr.	Sector Vice President	6603 Aranda Avenue La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6297
P.E. McGrath	Group Senior Vice President	6122 Massachusetts Ave. Bethesda, MD 20816	1710 Goodridge Drive McLean, VA 22102	703/556-7224
J.W. McRary	Vice Chairman of the Board, Executive Vice President and Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35803	303 Williams Ave., Ste. 135 Huntsville, AL 35801	205/536-1278 FAX 205/536-1749
L.R. Murphy	Group Senior Vice President	18255 Hadden Hall Court San Diego, CA 92128	10260 Campus Point Drive San Diego, CA 92121	619/535-7075
J.P. Penhune	Group Senior Vice President	6730 Muirlands Drive La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6810
W.J. Perry	Director	10701 Mora Drive Los Altos, CA 94022	Technology Strategies & Alliances 3000 Sand Hill Road Bldg. 2, Suite 235 Menlo Park, CA 94025	415/324-5910 415/324-5900
L.J. Porcello	Group Senior Vice President	3925 N. Pantano Road Tucson, AZ 85715	5151 E. Broadway Tucson, AZ 85711	602/570-7600
H.R. Pratt, II	Group Senior Vice President	13401 Stone Canyon Rd. San Diego, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/458-2732
W. Reed	Corporate Vice President and Treasurer	P.O. Box 9715 Rancho Santa Fe, 92067	10260 Campus Point Drive San Diego, CA 92121	619/552-4620
S.D. Rockwood	Sector Vice President	13036 Decant Drive Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/458-5108
W.A. Roper	Senior Vice President and Chief Financial Officer	P.O. Box 1221 La Jolla, CA 92038	10260 Campus Point Drive San Diego, CA 92121	619/535-7711
R.A. Rosenberg	Sector Vice President	8813 Strickton Parkway Alexandria, VA 22102	1710 Goodridge Drive McLean, VA 22102	703/556-7080
P.A. Sager	Corporate Vice President and Controller	3979 Ocean Front Walk San Diego, CA 92109	10260 Campus Point Drive San Diego, CA 92121	619/458-2615
W.A. Shaffer	Group Senior Vice President (Comsystems)	1374 Virginia Way La Jolla, CA 92037	1077 Wateridge Circle San Diego, CA 92121	619/552-5502
B.J. Shillito	Director	555 San Fernando Road San Diego, CA 92106	1241 Cave Street San Diego, CA 92037	619/551-0965
D.L. Stanford	Group Senior Vice President	10606 Vickers Drive Vienna, VA 22180	1710 Goodridge Drive McLean, VA 22102	703/821-4420
E.A. Straker	Sector Vice President	3609 Monte Real Escondido, CA 92025	10260 Campus Point Drive San Diego, CA 92121	619/458-2759

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Business Telephone</u>
P.R. Tatro	Group Senior Vice President	2604 Ryegate Lane Alexandria, VA 22308	1710 Goodridge Drive McLean, VA 22102	703/821-4471
M.W. Tobriner	Senior Vice President	8212 Cindy Lane Bethesda, MD 20817	1710 Goodridge Drive McLean, VA 22102	703/556-7317
G.U. Ulrikson	Group Senior Vice President	242 Gum Hollow Road Oak Ridge, TN 37830	800 Oak Ridge Turnpike Oak Ridge, TN 37830	615/481-2103
J.P. Walkush	Corporate Vice President	9995 Ruechantenar San Diego, CA 92131	10260 Campus Point Drive San Diego, CA 92121	619/546-6055
J.H. Warner, Jr.	Executive Vice Pres. and Director	2687 Caminito Prado La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6471
H.J. Weber	Group Senior Vice President	7619 Laurelridge Road San Diego, CA 92120	10401 Roselle Street San Diego, CA 92121	619/458-3778
J.A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	1901 North Fort Myer Dr. Suite 1120 Arlington, VA 22209	703/527-8888
J.B. Wiesler	Director	605 San Fernando St. San Diego, CA 92106	605 San Fernando St. San Diego, CA 92106	619/230-5006
P.L. Wise	Group Senior Vice President	743 Kentland Avenue Great Falls, VA 22066	1710 Goodridge Drive McLean, VA 22102	703/734-2541
R.C. Yost	Group Senior Vice President	2050 Crossing Gate Way Vienna, VA 22180	1710 Goodridge Drive McLean, VA 22102	703/556-7128
W.E. Zisch	Vice Chairman of the Board and Director	13131 Avenida La Valencia Poway, CA 92064	13131 Avenida La Valencia Poway, CA 92064	619/485-1754

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

AT

Corporate ID 0023922

Annual Report for the year 1990

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL CORP

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is SCIENTIFIC RESEARCH AND CONSULTING

FOURTH: If foreign corporation, address of its principal office 10260 CAMPUS POINT DRIVE
SAN DIEGO, CA 92121

FIFTH: Business address in Rhode Island 221 THIRD ST. NEWPORT, RI 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

SEE ATTACHED

Director

Director

Director

SEE ATTACHED

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

100,000,000

COMMON

A

.01

5,000,000

COMMON

B

.05

3,000,000

PREFERRED

-

.05

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

4,693,864

COMMON

A

.01

586,034

COMMON

B

.05

Dated FEBRUARY 25 19 90

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
(Name of Corporation)

By Linda O. Loudon
LINDA LOUDON

Title ASST. VICE PRESIDENT

(Report must be signed by an officer)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
Elected Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Business Telephone</u>
A.L. Alm	Senior Vice President and Director	7533 Chrisland Cove Falls Church, VA 22042-7558	8400 Westpark Drive McLean, VA 22102	703/821-4737
J.R. Beyster	Chairman of the Board, Chief Executive Officer, and Director	9321 La Jolla Farms Rd. La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6501
P.B. Bleiweis	Group Senior Vice President	13142 Caminito Pt. Del Mar Del Mar, CA 92014	10260 Campus Point Drive San Diego, CA 92121	619/535-7238
J. Burke	Sector Vice President	1066 Neptune Ave. Leucadia, CA 92024	10260 Campus Point Drive San Diego, CA 92121	619/546-6123
W.L. Chadsey	Group Senior Vice President	12007 Canter Lane Reston, VA 22091	1710 Goodridge Drive McLean, VA 22102	703/821-4400
J.M. Corsello	Group Senior Vice President	5150 Alejo St. San Diego, CA 92124	10260 Campus Point Drive San Diego, CA 92121	619/458-2557
S.J. Dalich	Sector Vice President	11055 Beeler Canyon Rd. Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/458-2560
D.A. De Maio	Group Senior Vice President	3005 Lazy Meadow Dr. Torrance, CA 90505	21151 Western Ave. Torrance, CA 90501-1724	213/781-8750
N. Del Vecchio	Group Senior Vice President	6 Green Valley Drive Chenmsford, MA 01824	255 Hudson Road Stow, MA 01775	508/568-0411
J.M. Deutch	Director	60 Watsworth St. Apt. 280 Cambridge, MA 02139	Massachusetts Institute of Technology, Rm 3-208 Cambridge, MA 02139	617/253-1479
T.A. Dillon	Group Senior Vice President	4545 Ocean Valley Lane San Diego, CA 92130	10260 Campus Point Drive San Diego, CA 92121	619/546-6262
E.A. Frieman	Director	6425 Muirlands Drive La Jolla, CA 92037	Scripps Institution of Oceanography Univ. CA San Diego 8602 La Jolla Shores Dr. La Jolla, CA 92037	619/534-2826
R.A. Garrett	President of SAI Technology	13261 Silver Saddle Lane Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/450-3900
J.E. Glancy	Group Senior Vice President	426 Whitewood Place Encinitas, CA 92024	10260 Campus Point Drive San Diego, CA 92121	619/546-6110
B.J. Gordon	Sector Vice President	Suite 337 P.O. Box 3644 Rancho Santa Fe, CA 92067	10260 Campus Point Drive San Diego, CA 92121	619/458-4974
W.A. Hanan	Corporate Vice President and Treasurer	647 Santa Rosita Solana Beach, CA	10260 Campus point Drive San Diego, CA 92121	619/546-6779
D.R. Heebner	Vice Chairman of the Board, Executive Vice President, and Director	8120 Dunsiane Court McLean, VA 22102	1710 Goodridge Drive McLean, VA 22102	703/821-4340
J.D. Heipt	Senior Vice President of Administration and Corporate Secretary	P.O. Box 8572 Rancho Santa Fe, CA 92067	10260 Campus Point Drive San Diego, CA 92121	619/535-7323

L.G. Hergert, Jr.	Group Senior Vice President	2714 Dowling Huntsville, AL 35801	6725 Odyssey Drive Huntsville, AL 35806	205/721-6590
A.P. Herskowitz	Group Senior Vice President	2409 Black Hap Lane Reston, VA 22091	1710 Goodridge Drive McLean, VA 22102	703/556-7004
F. Herwood	Director	218 La Mirada Road Pasadena, CA 91105	Bank of America 555 South Flower St. 9th Floor, 4001-B Los Angeles, CA 90071	213/228-3040
D.A. Hicks	Director	755 Potomac River Road McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101	703/827-4728
H.T. Hicks	Corporate Vice President	654 Bonair Place La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6316
D.W. Hyde	Group Senior Vice President	2407 Little Creek Drive Richardson, TX 75080	13140 Coit Road Dallas, TX 75240	214/437-1158
B.R. Inman	Director	3509 Needles Drive Austin, TX 78746	Westmark Systems, Inc. 301 Congress Avenue Suite 2000 Austin, TX 78701	512/322-2322
A.K. Jones	Director	Route 1, Box 1728 Barboursville, VA 22923	Dept. Computer Sciences University of Virginia Thorton Hall Charlottesville, VA 22903	804/924-7605
P.A. Kouris	Corporate Vice President and General Counsel	410 Pearl Street La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/535-7334
L.A. Kull	President, Chief Operating Officer and Director	2018 De Mayo Road Del Mar, CA 92014	10260 Campus Point Drive San Diego, CA 92121	619/546-6051
M.R. Laird	Director	5703 Kirkwood Drive Bethesda, MD 20016	1730 Rhode Island Ave. NW Suite 212 Washington, DC 20036	202/223-1642
W.M. Layson	Senior Vice President and Director	8301 Summerwood Drive McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101	703/821-4490
R.E. Mack	Sector Vice President and President of Comsystems Division	2225 Caminito del Barco Del Mar, CA 92014	2801 Camino del Rio So. Third Floor San Diego, CA 92108	619/293-7500
E.R. Mangold	Group Senior Vice President	6015 Sandbrook Drive Rancho Palos Verdes, CA 90274	2115 Western Avenue Torrance, CA 90501-1724	213/781-9022
J.J. Martin, Jr.	Group Senior Vice President	6603 Aranda Avenue La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6297
P.E. McGrath	Group Senior Vice President	6122 Massachusetts Ave. Bethesda, MD 20816	1710 Goodridge Drive McLean, VA 22102	703/556-7224
J.W. McRary	Vice Chairman of the Board, Executive Vice President and Director	2222 Briarcliff Rd., S.E. Huntsville, AL 35803	6725 Odyssey Drive Huntsville, AL 35806	205/721-6550
L.R. Murphy	Group Senior Vice President	18255 Hadden Hall Court San Diego, CA 92128	10260 Campus Point Drive San Diego, CA 92121	619/535-7075
J.P. Penhune	Group Senior Vice President	6730 Muirlands Drive La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6810

W.J. Perry	Director	10701 Mora Drive Los Altos, CA 94022	Technology Strategies & Alliances 3000 Sand Hill Road Bldg. 2, Suite 235 Menlo Park, CA 94025	415/324-5910 415/324-5900
L.J. Porcello	Group Senior Vice President	3925 N. Pantano Road Tucson, AZ 85715	5151 E. Broadway Tucson, AZ 85711	602/748-7400
H.R. Pratt, II	Group Senior Vice President	13401 Stone Canyon Rd. San Diego, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/458-2732
W. Reed	Corporate Vice President and Controller	3444 Voyager Circle San Diego, CA 92130	10260 Campus Point Drive San Diego, CA 92121	619/552-4620
S.D. Rockwood	Sector Vice President	13036 Decant Drive Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121	619/546-6082
R.A. Rosenberg	Sector Vice President	8813 Stickton Parkway Alexandria, VA 22102	1710 Goodridge Drive McLean, VA 22102	703/556-7080
B.J. Shillito	Director	555 San Fernando Road San Diego, CA 92106	1241 Cave St. La Jolla, CA 92108	619/551-0965
D.L. Stanford	Group Senior Vice President	10606 Vickers Dr. Vienna, VA 22180	1710 Goodridge Dr. McLean, VA 22102	703/821-4420
E.A. Straker	Sector Vice President	3609 Monte Real Escondido, CA 92025	10260 Campus Point Drive San Diego, CA 92121	619/458-2759
P.R. Tatro	Group Senior Vice President	2604 Ryegate Lane Alexandria, VA 22308	1710 Goodridge Dr. McLean, VA 22102	703/821-4471
M.W. Tobriner	Corporate Vice President and Director	8212 Cindy Lane Bethesda, MD 20817	1710 Goodridge Drive McLean, VA 22102	703/556-7317
G.U. Ulrikson	Group Senior Vice President	242 Gum Hollow Road Oak Ridge, TN 37830	800 Oak Ridge Turnpike Oak Ridge, TN 37830	615/482-9031
J.P. Walkush	Corporate Vice President	9995 Ruechantemar San Diego, CA 92131	10260 Campus Point Drive San Diego, CA 92121	619/546-6055
J.H. Warner, Jr.	Executive Vice President and Director	2687 Caminito Prado La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121	619/546-6471
H.J. Weber	Group Senior Vice President	7619 Laurelridge Road San Diego, CA 92120	10401 Roselle Street San Diego, CA 92121	619/458-3778
J.A. Welch	Director	1401 North Oak St. #307 Arlington, VA 22209	1901 North Fort Myer Dr. Suite 1120 Arlington, VA 22209	703/527-8888
J.B. Wiesler	Director	605 San Fernando St. San Diego, CA 92106	605 San Fernando St. San Diego, CA 92106	619/230-5006
R.C. Yost	Group Senior Vice President	2050 Crossing Gate Way Vienna, VA 22180	1710 Goodridge Drive McLean, VA 22102	703/556-7128
W.E. Zisch	Vice Chairman of the Board and Director	13131 Avenida La Valencia Poway, CA 92064	13131 Avenida La Valencia Poway, CA 92064	619/485-1754

Filing fee: \$15 00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

CORPORATE ID 23922

Annual Report for the year

1989

FIRST: The name of the corporation is SCIENCE APPLICATIONS
INTERNATIONAL CORPORATION

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is SCIENTIFIC RESEARCH
AND CONSULTING

FOURTH: If foreign corporation, address of its principal office 10260
CAMPUS POINT DRIVE, SAN DIEGO, CA. 92121

FIFTH: Business address in Rhode Island

221 THIRD ST., SUITE 300, NEWPORT, RI 02840

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

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

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000,000</u>	<u>COMMON</u>	<u>A</u>	<u>.01</u>
<u>5,000,000</u>	<u>COMMON</u>	<u>B</u>	<u>.05</u>
<u>3,000,000</u>	<u>PREFERRED</u>	<u>-</u>	<u>.05</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>40,871,000</u>	<u>COMMON</u>	<u>A</u>	<u>.01</u>
<u>604,000</u>	<u>COMMON</u>	<u>B</u>	<u>.05</u>

Dated: FEBRUARY 19 89

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
(Name of Corporation)

By Anne Maharry
ANNE MAHARRY

Title ASSISTANT VICE PRESIDENT

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Elected Officers

<u>Name</u>	<u>Business Address</u>	<u>Position</u>
J.R. Beyster	10260 Campus Point Drive San Diego, CA 92121	Chairman of the Board and Chief Executive Officer
J. Burke	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
W.L. Chadsey	1710 Goodridge Drive McLean, VA 22102	Group Senior Vice President
J.M. Corsello	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
S.J. Dalich	10260 Campus Point Drive San Diego, CA 92121	Sector Vice President
L.J. Delaney	1710 Goodridge Drive McLean, VA 22102	Group Senior Vice President
R.A. Garrett	10260 Campus Point Drive San Diego, CA 92121	President of SAI Technology
J.E. Glancy	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
B.J. Gordon	10260 Campus Point Drive San Diego, CA 92121	Sector Vice President
W.A. Hanan	10260 Campus Point Drive San Diego, CA 92121	Corporate Vice President and Treasurer
D.R. Heebner	1710 Goodridge Drive McLean, VA 22102	Vice Chairman of the Board and Executive Vice President
J.D. Heipt	10260 Campus Point Drive San Diego, CA 92121	Senior Vice President of Administration and Corporate Secretary

(Cont'd)

<u>Name</u>	<u>Business Address</u>	<u>Position</u>
Louis G. Hergert, Jr.	6725 Odyssey Drive Huntsville, AL 35806	Group Senior Vice President
A.P. Herskowitz	1710 Goodridge Drive McLean, VA 22102	Group Senior Vice President
H.T. Hicks	10260 Campus Point Drive San Diego, CA 92121	Corporate Vice President
M.J. Higgins	8400 Westpark Drive McLean, VA 22102	Group Senior Vice President
D.W. Hyde	13140 Coit Road Dallas, TX 75240	Group Senior Vice President
P.A. Kouris	10260 Campus Point Drive San Diego, CA 92121	Corporate Vice President and General Counsel
L.A. Kull	10260 Campus Point Drive San Diego, CA 92121	President and Chief Operating Officer
W.M. Layson	1710 Goodridge Drive McLean, VA 22102	Senior Vice President
C.E. Lemke	10260 Campus Point Drive San Diego, CA 92121	Senior Vice President and Chief Financial Officer
R.E. Mack	2801 Camino del Rio So. Third Floor San Diego, CA 92108	Sector Vice President and President of Comsystems Division
E.R. Mangold	2615 Pacific Coast Hwy. Suite 300 Hermosa Beach, CA 90254	Group Senior Vice President
J.J. Martin, Jr.	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
Peter E. McGrath	1710 Goodridge Drive McLean, VA 22102	Group Senior Vice President
J.W. McRary	6725 Odyssey Drive Huntsville, AL 35806	Vice Chairman of the Board and Executive Vice President

(Cont'd)

<u>Name</u>	<u>Business Address</u>	<u>Position</u>
J.P. Penhune	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
L.J. Porcello	5151 E. Broadway Tucson, AZ 85711	Group Senior Vice President
H.P. Pratt, II	10260 Campus Point Drive San Diego, CA 92121	Group Senior Vice President
W. Reed	10260 Campus Point Drive San Diego, CA 92121	Corporate Vice President and Controller
V.H. Reis	1710 Goodridge Drive McLean, VA 22102	Senior Vice President
S.D. Rockwood	10260 Campus Point Drive San Diego, CA 92121	Sector Vice President
E.A. Straker	10260 Campus Point Drive San Diego, CA 92121	Sector Vice President
G.U. Ulrikson	800 Oak Ridge Turnpike Oak Ridge, TN 37830	Group Senior Vice President
J.P. Walkush	10260 Campus Point Drive San Diego, CA 92121	Corporate Vice President
J.H. Warner, Jr.	10260 Campus Point Drive San Diego, CA 92121	Sector Vice President
H.J. Weber	10401 Roselle Street San Diego, CA 92121	Group Senior Vice President
R.C. Yost	1710 Goodridge Drive McLean, VA 22102	Group Senior Vice President
W.E. Zisch	13131 Avenida La Valencia Poway, CA 92064	Vice Chairman of the Board
Anne Maharry	10260 Campus Point Drive San Diego, CA 92121	Assistant Vice President

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
TAX DEPARTMENT
DOCKET SHEET - FY 89
FYE _____

STATE:

RHODE ISLAND

TYPE OF RETURN:

ANNUAL REPORT

RETURN DUE DATE:

3/1/89

STATE EXTENSION REQUIREMENTS:

- 1) STATE FORM?
- 2) ACCEPT FED 7004?
- 3) OTHER?

NA

1ST QTR ESTIMATE DUE:

PROCESSING INSTRUCTIONS:

- 1) ACTION REQUIRED:
- 2) PAYMENT REQUIRED? AMOUNT: \$ 15.00
- 3) ATTACH FED 7004?
- 4) OFFICER'S SIGNATURE? ANNE MAHARRY
- 5) CERTIFIED CHECK?
- 6) MAILING ADDRESS ON CHECK REQUEST?
- 7) LIST OF OFFICERS? YES
- 8) LIST OF DIRECTORS? YES
- 9) XEROX PENCIL COPY TWICE ON DARK;
HAVE OFFICER SIGN BOTH COPIES,
ONE TO MAIL AND ONE TO KEEP.
- 10) OTHER:

PREPARED BY & DATE:

J. NEHS 2/24/89

From: Sandra
Eckel, Financial
Reporting - Sept
X 4622

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited, \$000)

Period 12

	Common stock		Class B		Additional paid-in capital	Retained earnings
	Class A (Par value \$.01) Shares	Amount	(Par value \$.05) Shares	Amount		
Balance at January 31, 1986	37,597	\$ 376	755	\$ 38	\$32,925	\$55,993
Issuances of common stock	2,803	28	10	1	9,953	
Repurchases of common stock	(2,242)	(23)	(64)	(3)	(4,241)	(12,528)
Income tax benefit from employee stock transactions					2,293	
Net Income						<u>18,047</u>
Balance at January 31, 1987	38,158	381	701	36	40,930	61,512
Issuances of common stock	2,919	29	5		14,296	
Repurchases of common stock	(1,796)	(17)	(98)	(6)	(4,773)	(10,973)
Income tax benefit from employee stock transactions					925	
Net income						<u>21,587</u>
Balance at January 31, 1988	39,281	393	608	30	51,378	72,126
Issuances of common stock	2,810	28	6		15,746	
Repurchases of common stock	(1,220)	(12)	(10)		(1,984)	(7,663)
Income tax benefit from employee stock transactions					436	
Net income						<u>24,016</u>
Balance at January 6, 1989	40,871	\$ 409	604	\$ 30	\$65,576	\$88,479

See accompanying notes to consolidated financial statements.

Statistical Capital:

A Common 40,871,000 shs x .01 = 408,710

B Common 604,000 shs x .05 = 30,200

**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
DIRECTORS**

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS TELEPHONE</u>
Dr. J. Robert Beyster	10260 Campus Point Drive San Diego, CA 92121	619/546-6501
Mr. John M. Deutch	Massachusetts Institute of Technology, Room 3-208 Cambridge, MA 02139	617/253-1479
Dr. Edward A. Frieman	Scripps Institution of Oceanography University of California, San Diego 8602 La Jolla Shores Drive La Jolla, CA 92037	619/534-2826
Mr. William R. Gould	Southern California Edison 2244 Walnut Grove Avenue P.O. Box 800 Rosemead, CA 91770	818/302-2268
Mr. David R. Heebner	1710 Goodridge Drive McLean, VA 22101	703/821-4340
Mr. Francis Herwood	Bank of America 555 South Flower St. Suite 901 Los Angeles, CA 90071	213/228-3040
Dr. Donald A. Hicks	Hicks & Associates 1710 Goodridge Drive McLean, VA 22101	703/827-4728
Admiral Bobby R. Inman USN (Ret)	Westmark Systems, Inc. 301 Congress Avenue Suite 2000 Austin, TX 78701	512/322-2322
Dr. Anita K. Jones	Department of Computer Sciences University of Virginia Thorton Hall Charlottesville, VA 22903	804/924-7605
	EXPRESS MAIL address: Department of Computer Sciences University of Virginia 145 Ednam Drive, Room 214 Charlottesville, VA 22901	

Dr. Lorenz A. Kull	10260 Campus Point Drive San Diego, CA 92121	619/546-6051
Mr. Melvin R. Laird	1730 Rhode Island Ave., N.W. Suite 212 Washington, DC 20036	202/223-1642
Dr. William M. Layson	1710 Goodridge Drive McLean, VA 22101	703/821-4490
Dr. John W. McRary	6725 Odyssey Drive Huntsville, AL 35806	205/721-6400 205/721-6550
Dr. William J. Perry	H&Q Technology Partners, Inc. 3000 Sand Hill Road Bldg. 2, Suite 235 Menlo Park, CA 94025	415/324-5910 415/324-5900
Dr. David S. Potter	877 Lilac Drive Santa Barbara, CA 93108-1438	805/969-9371
Mr. Barry J. Shillito	2815 Camino del Rio South San Diego, CA 92108	619/294-2911 293-7500 x3757
Mr. Matthew W. Tobriner	1710 Goodridge Drive McLean, VA 22101	703/556-7317
Dr. John H. Warner, Jr.	10260 Campus Point Drive San Diego, CA 92121	619/546-6471
General Jasper A. Welch USAF (Ret)	Jasper Welch Associates National Security Consultants 1901 North Fort Myer Drive Suite 1120 Arlington, VA 22209	703/527-8888
Mr. William E. Zisch	13131 Avenida La Valencia Poway, CA 92064	619/485-1754

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23922

Annual Report for the year 1988

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is SCIENTIFIC RESEARCH AND CONSULTING

FOURTH: If foreign corporation, address of its principal office 10260 CAMPUS POINT DR
SAN DIEGO CA 92121

FIFTH: Business address in Rhode Island 221 THIRD ST. SUITE 300
NEWPORT RI 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

SEE ATTACHED

Director

Director

Director

SEE ATTACHED

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	COMMON	A	.01
5,000,000	COMMON	B	.05
3,000,000	PREFERRED	NONE	.05

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
39,194,876	COMMON	A	.01
638,083	COMMON	B	.05

Dated FEBRUARY 25 19 88

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
(Name of Corporation)

(Report must be signed by an officer)

ANNE MAHARRY
Title ASSISTANT VICE PRESIDENT

SCIENCE APPLICATIONS INT'L CORP.

102

San Diego

OFFICERS AND DIRECTORS

NAME	TITLE	RESIDENTIAL ADDRESS	BUSINESS ADDRESS TELEPHONE NUMBER
J.R. BEYSTER	Chairman of the Board, President and Chief Executive Officer	9321 La Jolla Fares Rd. La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6501
W.L. CHADSEY	Senior Vice President	12907 Center Lane Reston, VA 22209	1710 Goodridge Dr. McLean, VA 22101 (703) 821-4400
J.M. CORSELLO	Senior Vice President	5150 Alejo St. San Diego, CA 92124	10260 Campus Point Dr. San Diego, CA 92121 (619) 458-2557
S.J. DALICH	Sector Vice President	1105 Beeley Canyon Road Poway, CA 92064	10260 Campus Point Dr. San Diego, CA 92121 (619) 458-2560
L.J. DELANEY	Senior Vice President	10809 Balantre Lane Potomac, MD 28544	1710 Goodridge Dr. McLean, VA 22101 (703) 827-4777
J.M. DEUTCH	Director	60 Madsworth St., #280 Cambridge, MA 02139	Massachusetts Institute of Technology Cambridge, MA 02139 (617) 253-1479
R.A. SARRETT	President of SAI Technology	12262-D Paseo Lucido San Diego, CA 92128	4224 Campus Point Ct. San Diego, CA 92121 (619) 450-3900
J.E. GLANCY	Senior Vice President	322 Trailview Encinitas, CA 92024	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6110
B.J. GORDON	Sector Vice President	7368 Noche Tapatia Rancho Santa Fe CA 92074	10260 Campus Point Drive San Diego, CA 92121 (619) 458-4974
W.R. GOULD	Director	6441 Shire Way Long Beach, CA 90815	Southern California Edison 2244 Walnut Grove Rosemead, CA 91770 (818) 302-2268

SCIENCE APPLICATIONS INT'L C
Tax Department
10260 Campus Point Drive
San Diego, CA 92121

D.R. HEEBNER	Executive Vice President and Director	8120 Dunsiane Court McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101 (703) 821-4340
J.D. HEIPT	Senior Vice President of Administration and Secretary	5904 Calle Compeseco Rancho Santa Fe CA 92067	10260 Campus Point Drive San Diego, CA 92121 (619) 535 7323
A.P. HERSKOWITZ	Senior Vice President	2409 Black Cap Lane Reston, VA 22091	1710 Goodridge Drive McLean, VA 22101 (703) 556-7004
F. HERWOOD	Director	218 La Mirada Road Pasadena, CA 91105	Bank of America 555 South Flower Street Los Angeles, CA 90071 (213) 228-3040
D.A. HICKS	Director	755 Potomac River Rd. McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101 (703) 821-4300
H.T. HICKS	Corporate Vice President	3356 Albatross St. San Diego, CA 92103	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6316
M.J. HIGGINS	Senior Vice President	8621 Nan Lee Dr. Springfield, VA 22152	3400 Westpark Drive McLean, VA 22102 (703) 821-4737
B.R. INMAN	Director	3509 Needles Drive Austin, TX 78746	Westark Systems, Inc. 301 Congress Avenue Austin, TX 78701 (512) 343-0860
A.J. JONES	Director	6052 Grafton Pittsburgh, PA 15207	Tartan Laboratories, Inc. 461 Melwood Avenue Pittsburgh, PA 15213 (412) 621-2210
P.A. KOURIS	Corporate Vice President and General Counsel	410 Pearl Street La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121 (619) 535-7334
L.A. KULL	Chief Operating Officer, Executive Vice President and Director	2018 De Mayo Rd. Del Mar, CA 92014	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6051

M.R.LAIRD	Director	5703 Kirkwood Dr. Bethesda, MD-20016	1730 Rhode Island Ave., NW Washington, DC 20036 (202) 223-1642
M.M.LAYSON	Senior Vice President and Director	9301 Summerwood DR. McLean, VA 22102	1710 Goodridge Drive McLean, VA 22101 (703) 821-4490
C.E.LEMKE	Senior Vice President and Chief Financial Officer	2225 Lagoon View Drive Cardiff, CA 92007	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6433
R.E.MACK	President of Comsystems Division	2225 Caminito del Barco Del Mar, CA 92014	4224 Campus Point Court San Diego, CA 92121 (619) 293-7500
ANNE MAHARRY	Assistant Vice President	3733B Balboa Terrace San Diego, CA 92117	10260 Campus Point Drive San Diego, CA 92121 (619) 535-7329
J.J.MARTIN, JR.	Senior Vice President	6603 Aranda Ave. La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6297
J.W.MCRARY	Executive Vice President and Director	2222 Briarcliff Rd. SE Huntsville, AL 35801	6725 Odyssey Drive Huntsville, AL 35806 (205) 721-6400
J.V.NEAL	Vice President	311 Shawn Elise Way Encinitas, CA 92024	10260 Campus Point Drive San Diego, CA 92121 (619) 535-7387
M.J.PERRY	Director	10701 Mora Dr. Los Altos, CA 94022	H&Q Technology Partners, Inc. 3000 Sand Hill Road Bldg. 2 Suite 235 Menlo Park, CA 94025 (415) 324-5900
D.S.POTTER	Director	877 Lilac Drive Santa Barbara, CA 93108 CA 93108-1438	877 Lilac Drive Santa Barbara, CA 93108 (805) 969-9371
M.REED	Corporate Vice President and Treasurer	3444 Voyager Circle San Diego, CA 92103	10260 Campus Point Drive San Diego, CA 92121 (619) 535-7336
B.J.SHILLITO	Director	555 San Fernando Rd. San Diego, CA 92106	2810 Camino del Rio South San Diego, CA 92108 (619) 293-7500

E.A. STRAKER	Sector Vice President	3609 Monte Real Escondido, CA 92025	10260 Campus Point Drive San Diego, CA 92121 (619) 458-2579
J.P. WALKUSH	Corporate Vice President	12121 Charboro St. San Diego, CA 92131	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6055
J.H. WARNER	Sector Vice President	2687 Caminito Prado La Jolla, CA 92037	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6471
J.A. WELCH	Director	1021 Arlington Blvd. #E-219 Arlington, VA 22209	Jasper Welch Associates National Security Consultants 1901 North Fort Myer Drive Arlington, VA 22209 (703) 527-9888
W.E. ZISCH	Vice-Chairman of the Board	13131 Avenida LaValencia Poway, CA 92064	10260 Campus Point Drive San Diego, CA 92121 (619) 546-6521

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....23922..... Annual Report for the year.....1987.....

FIRST: The name of the corporation is.....SCIENCE APPLICATIONS INTERNATIONAL.....
CORPORATION.....

SECOND: It is incorporated under the laws of.....Delaware.....

THIRD: Character of business, briefly stated, is.....Scientific Research and Consulting.....

FOURTH: If foreign corporation, address of its principal office.....10260 Campus Point Drive,
San Diego, CA 92121.....

FIFTH: Business address in Rhode Island.....221 Third Street.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
See attached	Director	
	Director	
	Director	
J.R. Beyster	President	
J.D. Shaffer	Vice President	
J.D. Heipt	Secretary	
W. Reed	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20,000,000	Common	A	.05
5,000,000	Common	B	.05
3,000,000	Preferred	-	.05

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,631,669	Common	A	.05
700,681	Common	B	.05

PAID
MAR 10 1987
SECY OF STATE

Dated.....February 25,..... 19 87.....

Science Applications International Corporation

(Name of Corporation)

By.....J.D. Shaffer.....

Title.....Vice President.....

(Report must be signed by an officer)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
DIRECTORS

<u>Name</u>	<u>Resident Address</u>
Dr. J. R. Beyster	9321 La Jolla Farms Road La Jolla, CA 92037
L. W. Benson	46 Sunset Avenue Amherst, MA 01002
Dr. J. M. Deutch	60 Watsworth St. Apt. 28D Cambridge, MA 02139
W. R. Gould	6441 Shire Way Long Beach, CA 90815
D. R. Heebner	8120 Dunsinane Court McLean, VA 22101
F. Herwood	218 La Mirada Road Pasadena, CA 91105
B. R. Inman	3509 Needles Drive Austin, TX 78746
Dr. L. A. Kull	2018 De Mayo Road Del Mar, CA 92014
M. R. Laird	5703 Kirkwood Drive Bethesda, MD 20016
Dr. W. M. Layson	8301 Summerwood Drive McLean, VA 22102
R.E. Mack	5055 Via Papel San Diego, CA 92122
Dr. J. W. McRary	2222 Briarcliff Road S.E. Huntsville, AL 35801
B. J. Shillito	555 San Fernando Road San Diego, CA 92106
J. A. Welch	1021 Arlington Blvd. Apt E-219 Arlington, VA 22209
Dr. C. G. Whittenbury	511 Trinity Avenue Yuba City, CA 95991
W. E. Zisch	13131 Avenida La Valencia Poway, CA 92064

4/9/86

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23922 Annual Report for the year 1986

FIRST: The name of the corporation is SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Scientific Consulting

FOURTH: If foreign corporation, address of its principal office 1200 Prospect Street
La Jolla, CA. 92038

FIFTH: Business address in Rhode Island 221 Third Street, Suite 300
Newport, Rhode Island 02840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
------	--------	--

SEE ATTACHED	Director	
	Director	
	Director	
J.R. Beyster	President	1200 Prospect Street, La Jolla, CA. 92038
J.D. Shaffer	Vice President	476 Prospect Street, La Jolla, CA. 92038
J.D. Heipt	Secretary	476 Prospect St., La Jolla, CA. 92038
J.P. Walkush	Treasurer	476 Prospect St., La Jolla, CA. 92038

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20,000,000	Common	A	.05
5,000,000	Common	B	.05
3,000,000	Preferred	-	.05

MAR 26 1986

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,551,369	Common	A	.05
763,016	Common	B	.05

SECY. OF STATE

Dated February 25, 19 86

Science Applications International Corporation
(Name of Corporation)

By J.D. Shaffer
Title Vice President

(Report must be signed by an officer)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

DIRECTORS

<u>Name</u>	<u>Business Address</u>	<u>Business Telephone No.</u>
J. R. Beyster	1200 Prospect Street La Jolla, CA 92037	(619) 456-6501
L. W. Benson	Benson & Associates 1611 N. Kent St., Suite 511 Arlington, VA 22209	(703) 841-1385
J. M. Deutch	Massachusetts Institute of Technology, Room 6-123 Cambridge, MA 02139	(617) 253-1479
W.R. Gould	Southern California Edison 2244 Walnut Grove Ave. P.O. Box 800 Rosemead, CA 91770	(818) 302-2268
D. R. Heebner	1710 Goodridge Dr. McLean, VA 22101	(703) 821-4340
F. Herwood	Bank of America 555 South Flower St. Suite 901 Los Angeles, CA 90071	(213) 228-3040
B. R. Inman	MCC Corporation Echelon I, Suite 200 9430 Research Blvd. Austin, TX 78759	(512)343-0860
L. A. Kull	1200 Prospect Street La Jolla, CA 92037	(619) 456-6051
M. R. Laird	1730 Rhode Island Ave., N.W. Suite 212 Washington, D.C. 20036	(202) 223-1642
W. M. Layson	1710 Goodridge Drive McLean, VA 22101	(703) 821-4490
R.E. Mack	SAI Comsystems 2801 Camino Del Rio South San Diego, CA 92108	(619) 293-7500, x305
J. W. McRary	2109 W. Clinton Ave., Suite 800 Huntsville, AL 35805	(205) 533-5900, x200

Directors (cont.)

B. J. Shillito	1200 Prospect Street La Jolla, CA 92037	(619) 456-6485
J. A. Welch	Jasper Welch Associates National Security Consultants 1901 North Fort Myer Drive Suite 1120 Arlington, VA 22209	(703) 527-8888
C. G. Whittenbury	511 Trinity Avenue Yuba City, CA 95991	(916) 743-0703 or 743-6571
W. E. Zisch	7817 Ivanhoe Avenue La Jolla, CA 92037	(619) 456-6521

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

CORPORATE ID 23922

Annual Report for the year 1985

FIRST: The name of the corporation is **SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**

SECOND: It is incorporated under the laws of **DELAWARE**

THIRD: Character of business, briefly stated, is **Scientific Consulting**

FOURTH: If foreign corporation, address of its principal office
1200 Prospect St., La Jolla, CA 92038

FIFTH: Business address in Rhode Island
221 Third St., Newport, R.I.

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
SEE ATTACHED LIST	Director	
	Director	
	Director	
J.R. Beyster	President	9321 La Jolla Farms Rd., La Jolla, CA 92037
J.D. Shaffer	Vice President	6266 Castejon Drive La Jolla, CA 92037
J.D. Heipt	Secretary	3204 Fosca Carlsbad, CA 92008
J.P. Walkush	Treasurer	12121 Charbono St., San Diego, CA 92131

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20,000,000	Common	A	.05
5,000,000	Common	B	.05
3,000,000	Preferred		.05

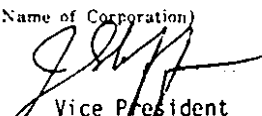
EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
7,367,579	Common	A	.05
803,485	Common	B	.05
0	Preferred		.05

Dated: February 26, 19 85

Science Applications International Corp.

(Name of Corporation)

By  J.D. Shaffer

Title Vice President

RECEIVED MAR 1985

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
DIRECTORS**

<u>Name</u>	<u>Business Address</u>	<u>Business Telephone No.</u>
J. R. Beyster	1200 Prospect Street La Jolla, CA 92037 M/S #8	(619) 456-6501
L. W. Benson	Benson & Associates 1611 N. Kent St., Suite 511 Arlington, VA 22209	(703) 841-1385
J. M. Deutch	Massachusetts Institute of Technology, Room 6-123 Cambridge, MA 02139	(617) 253-1479
W.R. Gould	Southern California Edison P.O. Box 800 Rosemead, CA 91770	(818) 572-2268
D. R. Heebner	1710 Goodridge Dr. McLean, VA 22101	(703) 821-4340
F. Herwood	Bank of America 555 South Flower St. Suite 901 Los Angeles, CA 90071	(213) 228-3040
D. A. Hicks	Northrop Corporation 1840 Century Park East Los Angeles, CA 90067-2199	(213) 201-3351
B. R. Inman	MCC Corporation 9430 Research Blvd. Austin, TX 78759	(512) 343-0860
L. A. Kull	1200 Prospect Street La Jolla, CA 92037 M/S #8	(619) 456-6051
M. R. Laird	1730 Rhode Island Ave., N.W. Suite 212 Washington, D.C. 20036	(202) 223-1642
W. M. Layson	1710 Goodridge Drive McLean, VA 22101	(703) 821-4490
R.E. Mack	SAI Comsystems 2801 Camino Del Rio South San Diego, CA 92018	(619) 293-7500, x305
J. W. McRary	2109 W. Clinton Ave., Suite 800 Huntsville, AL 35805	(205) 533-5900, x200
C. L. Nichols	1200 Prospect Street La Jolla, CA 92037 M/S #2	(619) 456-6086
B. J. Shillito	1200 Prospect Street La Jolla, CA 92037 M/S #8	(619) 456-6485

Directors (cont.)

J. A. Welch	Jasper Welch Associates National Security Consultants 1901 North Fort Myer Drive Suite 1120 Arlington, VA 22209	(703) 527-8888
C. G. Whittenbury	511 Trinity Avenue Yuba City, CA 95991	(916) 743-0703 or 743-6571
W. E. Zisch	1205 Prospect Street La Jolla, CA 92038	(619) 456-6521