

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

Annual Report for the year 1986

FIRST: The name of the corporation is Sperry Corporation
Corporate ID #24457

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is
Diversified Manufacturer

FOURTH: If foreign corporation, address of its principal office
1290 Avenue of the Americas, New York, NY 10104

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)
111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

| Name | Office | Address |
|------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

SEE SCHEDULE ATTACHED

(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 |
|---------------|-----------|--------|--|
| 5,000,000 | Preferred | | No Par |
| 100,000,000 | Common | | \$0.50 |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|--------|--------|--|
| 56,747,940 | Common | | \$0.50 |

FEB 22 1986

Dated: January 17 19 86

By *[Signature]*
Title Assistant Controller

(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

15.00

December 18, 1984

SPERRY CORPORATION

(DELAWARE)

DIRECTORS

Willard S. Boothby, Jr.
Frank C. Carlucci
Edward A. Feigenbaum

James D. Finley
Joseph J. Kroger
Vincent R. McLean
Norma T. Pace

Gerald G. Probst
Donald V. Seibert
Richard R. Shinn
William L. Wearly

CORPORATE OFFICERS

| | | | |
|----------------------|--|----------------------|-----------------------------|
| Gerald G. Probst | Chairman of the Board and Chief Executive Officer | Raymond L. Colotti | Vice President |
| | | Edwin D. Decker | Vice President |
| Joseph J. Kroger | Executive Vice President | John Greifenberger | Vice President & Controller |
| Vincent R. McLean | Executive Vice President & Chief Financial Officer | Thomas V. Hirschberg | Vice President |
| | | Gerald K. Howard | Vice President |
| John A. Huston | Senior Vice President & General Counsel | Horace G. McCarty | Vice President |
| | | Kurt Merl | Vice President |
| Abner B. Martin | Senior Vice President | Paul J. Spillane | Vice President |
| | | Robert L. Wendt | Vice President |
| Frank D. Sweeten | Senior Vice President | John H. Forsgren | Treasurer |
| Joseph J. Campanella | Vice President | Charles H. Schmitter | Secretary |

ASSISTANT TREASURER

Theodore K. Thornton

ASSISTANT CONTROLLER

Joseph A. Piro

ASSISTANT SECRETARIES

Betty Jane Ames
David K. Anderson
Ronald C. Anderson
Patricia M. Barnes
E. T. Battjer

J. A. Brown
J. M. Caro
F. F. Castaldi
James H. Cherouny
L. L. Gean

J. J. Kennedy
R. J. Marchek
M. J. McNerney
A. J. Roman
H. P. Terry
M. M. Truex

NOTE: THE BUSINESS ADDRESS FOR ALL THE AFOREMENTIONED DIRECTORS AND OFFICERS IS 1290 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10104

(Addresses must include street and number, if any)

Name Office Address

Director

Director

Director SEE SCHEDULE

President ATTACHED

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 |
|---------------|-----------|--------|--|
| 5,000,000 | PREFERRED | | NO PAR |
| 100,000,000 | COMMON | | \$0.50 |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|--------|--------|--|
| 54,347,911 | COMMON | | \$0.50 |

Dated: FEBRUARY 21 1985 SPERRY CORPORATION

(Name of Corporation)

RECEIVED

[Signature]

By *[Signature]*

Title ASSISTANT CONTROLLER

(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. 277-3747

December 18, 1984

SPEERY CORPORATION

(DELAWARE)

DIRECTORS

| | | |
|-------------------------|-------------------|-------------------|
| Willard S. Boothby, Jr. | James D. Finley | Gerald G. Probst |
| Frank C. Carlucci | Joseph J. Kroger | Donald V. Seibert |
| Edward A. Feigenbaum | Vincent R. McLean | Richard R. Shinn |
| | Norma T. Pace | William L. Wearly |

CORPORATE OFFICERS

| | | | |
|----------------------|--|----------------------|-----------------------------|
| Gerald G. Probst | Chairman of the Board and Chief Executive Officer | Raymond L. Colotti | Vice President |
| | | Edwin D. Decker | Vice President |
| Joseph J. Kroger | Executive Vice President | John Greifenberger | Vice President & Controller |
| Vincent R. McLean | Executive Vice President & Chief Financial Officer | Thomas V. Hirschberg | Vice President |
| | | Gerald K. Howard | Vice President |
| John A. Huston | Senior Vice President & General Counsel | Horace G. McCarty | Vice President |
| | | Kurt Merl | Vice President |
| Abner B. Martin | Senior Vice President | Paul J. Spillane | Vice President |
| | | Robert L. Wendt | Vice President |
| Frank D. Sweeten | Senior Vice President | John H. Forsgren | Treasurer |
| Joseph J. Campanella | Vice President | Charles H. Schmitter | Secretary |

ASSISTANT TREASURER

Theodore K. Thornton

ASSISTANT CONTROLLER

Joseph A. Piro

ASSISTANT SECRETARIES

| | | |
|--------------------|-------------------|----------------|
| Betty Jane Ames | J. A. Brown | J. J. Kennedy |
| David K. Anderson | J. M. Caro | R. J. Marchek |
| Ronald C. Anderson | F. F. Castaldi | M. J. McNerney |
| Patricia M. Barnes | James H. Cherouny | A. J. Roman |
| E. T. Battjer | L. L. Gean | H. P. Terry |
| | | M. M. Truex |

OTE: THE BUSINESS ADDRESS FOR ALL THE AFOREMENTIONED DIRECTORS AND OFFICERS IS 1290 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10104

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

Annual Report for the year 1984

FIRST: The name of the corporation is Sperry Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Diversified Manufacture

FOURTH: If foreign corporation, address of its principal office
1290 Avenue of the Americas, New York, New York 10104

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 111 Westminster Street, Providence 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

| Name | Office | Address |
|------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

SEE SCHEDULE ATTACHED

(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 |
|---------------|-----------|--------|--|
| 100,000,000 | Common | | .50 |
| 5,000,000 | Preferred | | NPV |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|--------|--------|--|
| 45,536,635 | Common | | .50 |

Dated: February 15 1984

Sperry Corporation
(Name of Corporation)

By *Jul Grifenburger*
Title Vice President and Controller

(Report must be signed by an officer)

MAR 27 1984
SW

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

SPERRY CORPORATION

January 9, 1984

(DELAWARE)

DIRECTORS

Willard S. Boothby, Jr.
Edward A. Feigenbaum
James D. Finley

J. Paul Lyet
Vincent R. McLean
Norma T. Pace

Gerald Probst
Donald V. Siebert
Richard R. Shinn
William L. Wearly

CORPORATE OFFICERS

| | | | |
|-------------------|--|----------------------|-------------------------------|
| Gerald G. Probst | Chairman of the Board and Chief Executive Officer | Raymond L. Colotti | Vice President |
| | | John Greifenberger | Vice President and Controller |
| Vincent R. McLean | Executive Vice President & Chief Financial Officer | Thomas V. Hirschberg | Vice President |
| | | Gerald K. Howard | Vice President |
| Joseph J. Kroger | Group Vice President - Information Systems | Horace G. McCarty | Vice President |
| | | Paul J. Spillane | Vice President |
| Abner B. Martin | Group Vice President - Defence & Aerospace | John H. Forsgren | Treasurer |
| John A. Huston | Senior Vice President and General Counsel | Charles H. Schmitter | Secretary |
| Frank D. Sweeten | Senior Vice President | | |

ASSISTANT CONTROLLER

Joseph A. Piro

ASSISTANT SECRETARIES

Betty Jane Ames
David K. Anderson
Ronald C. Anderson
Patricia M. Barnes
E. T. Battjer
J. A. Brown

J. M. Caro
F. F. Castaldi
James H. Cherouny
L. L. Gean
Edward M. Joyce

J. J. Kennedy
R. J. Marchek
Z. J. Papazissimos
H. P. Terry
M. M. Truex

NOTE: THE BUSINESS ADDRESS FOR ALL THE AFOREMENTIONED DIRECTORS AND OFFICERS IS 1290 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10104

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

Annual Report for the year 1983

FIRST: The name of the corporation is

SPERRY CORPORATION

SECOND: It is incorporated under the laws of

DELAWARE

THIRD: Character of business, briefly stated, is

DIVERSIFIED
MANUFACTURING

FOURTH: If foreign corporation, address of its principal office

1290 AVE. OF THE AMERICAS, NEW YORK, N.Y. 10104

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)

111 WESTMINSTER STREET, PROVIDENCE, 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

| Name | Office | Address |
|----------------|----------------|----------------|
| | Director | |
| | Director | |
| | Director | |
| SEE ATTACHMENT | President | SEE ATTACHMENT |
| | 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 |
|---------------|-----------|--------|--|
| 60,000,000 | COMMON | | \$ 0.50 |
| 5,000,000 | PREFERRED | | NO PAR |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|-----------|--------|--|
| 42,950,606 | COMMON | | \$ 0.50 |
| NONE | PREFERRED | | NONE |

Dated: FEBRUARY 2, 1983

FEB 14 1983
JB

2
SPERRY CORPORATION
(Name of Corporation)

By: [Signature]
Title: VICE PRESIDENT & CONTROLLER

(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

NAMES AND ADDRESSES OF DIRECTORS AND
PRINCIPAL OFFICERS OF SPERRY CORPORATION

| <u>NAME</u> | <u>ADDRESS</u> | <u>BUSINESS CAPACITY</u> |
|-------------------------|---|--|
| Gerald G. Probst | 1290 Avenue of the Americas New York, New York 10104 | Chairman of the Board and Chief Executive Officer |
| J. Paul Lyet | 1290 Avenue of the Americas New York, New York 10104 | Director |
| Willard S. Boothby, Jr. | 1221 Avenue of the Americas New York, New York 10020 | Director |
| James D. Finley | 1185 Avenue of the Americas New York, New York 10036 | Director |
| Clifton C. Garvin, Jr. | 1251 Avenue of the Americas New York, New York 10020 | Director |
| H. Myles Jacob | Flemington, New Jersey 18822 | Director |
| Alfred J. Moccia | 1290 Avenue of the Americas New York, New York 10104 | Director, Vice Chairman of the Board and Chief Financial Officer |
| Norma T. Pace | 260 Madison Avenue New York, New York 10016 | Director |
| Donald V. Seibert | 1301 Avenue of the Americas New York, New York 10019 | Director |
| Richard R. Shinn | 1 Madison Avenue New York, New York 10010 | Director |
| Kenneth F. Thompson | 1290 Avenue of the Americas New York, New York 10104 | Director and Vice Chairman of the Board |
| William L. Wearly | P.O. Box 636 Woodcliff Lake, N.J. 07675 | Director |
| Richard L. Gehring | P.O. Box 500 Blue Bell, Pennsylvania 19422 | Executive Vice President |
| John A. Huston | 1290 Avenue of the Americas New York, New York 10104 | Senior Vice President and General Counsel |
| Frank D. Sweeten | 1290 Avenue of the Americas | Senior Vice President |

NAMES AND ADDRESSES OF DIRECTORS
AND PRINCIPAL OFFICERS OF
SPERRY CORPORATION (Cont'd)

| <u>NAME</u> | <u>ADDRESS</u> | <u>BUSINESS CAPACITY</u> |
|----------------------|---|----------------------------------|
| Thomas Beaver, Jr. | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Vincent R. McLean | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| John Greifenberger | 1290 Avenue of the Americas New York, New York 10104 | Vice President and Controller |
| Thomas V. Hirschberg | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Abner B. Martin | 1290 Avenue of the Americas New York, New York 10104 | Group Vice President |
| Richard R. Mau | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Horace G. McCarty | Franklin Street New Holland, Pennsylvania 17557 | Vice President |
| Gerald K. Howard | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Charles H. Schmitter | 1290 Avenue of the Americas New York, New York 10104 | Secretary |
| Carlton B. Crenshaw | 1290 Avenue of the Americas New York, New York 10104 | Treasurer |

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

Annual Report for the year 1982

FIRST: The name of the corporation is

SPERRY CORPORATION

SECOND: It is incorporated under the laws of

DELAWARE

THIRD: Character of business, briefly stated, is

DIVERSIFIED
MANUFACTURING

FOURTH: If foreign corporation, address of its principal office

1290 AVE OF THE AMERICAS, NEW YORK, N.Y. 10104

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)

111 WESTMINSTER STREET, PROVIDENCE, 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

| Name | Office | Address |
|----------------|----------------|----------------|
| | Director | |
| | Director | |
| | Director | |
| SEE ATTACHMENT | President | SEE ATTACHMENT |
| | 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 |
|---------------|-----------|--------|--|
| 60,000,000 | COMMON | | \$0.50 |
| 5,000,000 | PREFERRED | | NO PAR |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|-----------|--------|--|
| NONE | PREFERRED | | NONE |
| 41,279,218 | COMMON | | \$0.50 |

Dated: 19

SPERRY CORPORATION
(Name of Corporation)

By *Carlton B. Crenshaw*

Title *TREASURER*

(Report must be signed by an officer)

MAR 24 1982

HP

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

NAMES AND ADDRESSES OF DIRECTORS AND
PRINCIPAL OFFICERS OF SPERRY CORPORATION

| <u>Name</u> | <u>Address</u> | <u>Business Capacity</u> |
|-------------------------|---|---|
| Paul Lyet | 1290 Avenue of the Americas New York, New York 10104 | Chairman of the Board & Chief Executive Officer |
| Willard S. Boothby, Jr. | 1221 Avenue of the Americas New York, New York 10020 | /Director |
| James D. Finley | 1185 Avenue of the Americas New York, New York 10036 | /Director |
| Clifton C. Garvin, Jr. | 1251 Avenue of the Americas New York, New York 20020 | /Director |
| W. Myles Jacob | Flemington, New Jersey 08822 | /Director |
| Alfred J. Moccia | 1290 Avenue of the Americas New York, New York 10104 | /Director, Vice Chairman of the Board and Chief Financial Officer |
| Norma T. Pace | 260 Madison Avenue New York, New York 10016 | /Director |
| Gerald G. Probst | 1290 Avenue of the Americas New York, New York 10104 | /Director, President & Chief Operating Officer |
| Donald V. Seibert | 1301 Avenue of the Americas New York, New York 10019 | /Director |
| Richard R. Shinn | 1 Madison Avenue New York, New York 10010 | /Director |
| Kenneth F. Thompson | 1290 Avenue of the Americas New York, New York 10104 | /Director and Group Executive Vice President |
| William L. Wearly | P. O. Box 636 Woodcliff Lake, N. J. 07675 | /Director |
| Richard L. Gehring | P. O. Box 500 Blue Bell, Pennsylvania 19422 | Executive Vice President |
| John A. Huston | 1290 Avenue of the Americas New York, New York 10104 | Senior Vice President and General Counsel |
| Frank D. Sweeten | 1290 Avenue of the Americas New York, New York 10104 | Senior Vice President |

NAMES AND ADDRESS OF DIRECTORS
AND PRINCIPAL OFFICERS OF
PERRY CORPORATION (Cont'd.)

| <u>Name</u> | <u>Address</u> | <u>Business Capacity</u> |
|----------------------|---|----------------------------------|
| Thomas Beaver, Jr. | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Richard R. Brown | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| John Greifenberger | 1290 Avenue of the Americas New York, New York 10104 | Vice President and Controller |
| Thomas V. Hirschberg | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Robert B. Martin | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Richard R. Mau | 1290 Avenue of the Americas New York, New York 10104 | Vice President |
| Horace G. McCarty | Franklin Street New Holland, Pennsylvania 17557 | Vice President |
| Charles H. Schmitter | 1290 Avenue of the Americas New York, New York 10104 | Secretary |
| Carlton B. Crenshaw | 1290 Avenue of the Americas New York, New York 10104 | Treasurer |

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
ANNUAL REPORT
OF

SPERRY CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is

SPERRY CORPORATION

SECOND: It is incorporated under the laws of

DELAWARE

THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER STREET, PROVIDENCE, 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

100 WEST TENTH STREET, WILMINGTON, DE 18999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *TO MANUFACTURE, PURCHASE, SELL, LEASE AND OTHERWISE DEAL IN AND WITH PERSONAL PROPERTY OF ALL KINDS AND TO RENDER SERVICE TO ALL KINDS*

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

| Name | Office | Address |
|-----------------------|----------------|-----------------------|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| <i>SEE ATTACHMENT</i> | Director | <i>SEE ATTACHMENT</i> |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|-------------------|------------------|--------|--|
| <i>60,000,000</i> | <i>COMMON</i> | | <i>\$0.50</i> |
| <i>5,000,000</i> | <i>PREFERRED</i> | | <i>NO PAR</i> |

APR 20 1981

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-----------------------------|--------------|---------------|---|
| 39,867,376 | COMMON | - | \$0.50 |
| NONE | PREFERRED | - | NO PAR |

Dated FEBRUARY 24, 1981.

SPERRY CORPORATION
(NAME OF CORPORATION)

By *Ronald C. Anderson*
Its ASST. SECRETARY

December 1, 1980

(DELAWARE)

PERRY CORPORATION

DIRECTORS

| | | |
|-------------------------|------------------|---------------------|
| Willard S. Boothby, Jr. | H. Myles Jacob | Gerald G. Probst |
| James D. Finley | J. Paul Lyet | Donald V. Seibert |
| E. Shelton Fisher | Alfred J. Moccia | Richard R. Shinn |
| Clifton C. Garvin, Jr. | Norma T. Pace | Kenneth F. Thompson |
| | | William L. Wearly |

CORPORATE OFFICERS

| | | | |
|---------------------|--|----------------------|-------------------------------|
| J. Paul Lyet | Chairman of the Board and Chief Executive Officer | Richard R. Brown | Vice President |
| Alfred J. Moccia | Vice Chairman of the Board and Chief Financial Officer | John Greifenberger | Vice President and Controller |
| Gerald G. Probst | President and Chief Operating Officer | Thomas V. Hirschberg | Vice President |
| Kenneth F. Thompson | Group Executive Vice President | Abner B. Martin | Vice President |
| Richard L. Gehring | Executive Vice President | Richard R. Mau | Vice President |
| John A. Huston | Senior Vice President | Horace G. McCarty | Vice President |
| Frank D. Sweeten | Senior Vice President | Carlton B. Crenshaw | Treasurer |
| Thomas Beaver, Jr. | Vice President | Charles H. Schmitter | Secretary |

ASSISTANT TREASURER

Gerald K. Howard

ASSISTANT CONTROLLER

Joseph A. Piro

ASSISTANT SECRETARIES

| | | |
|----------------------|-----------------|--------------------|
| F. Douglas Adams | F. F. Castaldi | Z. J. Papazissimos |
| Betty Jane Ames | Leon L. Gean | Richard R. Smith |
| X Ronald C. Anderson | Edward M. Joyce | H. P. Terry |
| Wasson Baird | R. D. Klages | M. M. Truex |
| E. T. Battjer | R. J. Marchek | Theodore Van Meter |
| J. A. Brown | C. D. Naudi | |

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

ANNUAL REPORT
OF

SPERRY CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is

SPERRY CORPORATION

SECOND: It is incorporated under the laws of

STATE OF DELAWARE

THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER STREET, PROVIDENCE, R.I. 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

100 WEST TENTH STREET, WILMINGTON, DEL. 19801

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *TO MANUFACTURE, PURCHASE, SELL, LEASE AND OTHERWISE DEAL IN AND WITH PERSONAL PROPERTY OF ALL KINDS AND TO RENDER SERVICE OF ALL KINDS*

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

Name Office Address

Director

Director

Director

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEE SCHEDULE
ATTACHED

SEE SCHEDULE
ATTACHED

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|--------|--|
| 6,000,000 | COMMON | | \$ 0.50 |
| 5,000,000 | PREFERRED | | NO PAR |

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APR 16 1980

[Signature]

3

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 35,346,189 | Common | | \$ 0.50 |
| NONE | PREFERRED | | NO PAR |

Dated FEBRUARY 27, 1980

SPERRY CORPORATION
(NAME OF CORPORATION)

By *Carl J. Schmitt*
its SECRETARY *LE*

SPERRY CORPORATION

DIRECTORS

Willard S. Boothby, Jr.
James D. Finley
E. Shelton Fisher
Clifton C. Garvin, Jr.

H. Myles Jacob
J. Paul Lyet
Robert E. McDonald
Alfred J. Moccia

Norma T. Pace
Donald V. Seibert
Richard R. Shinn
William L. Wearly

CORPORATE OFFICERS

| | | | |
|---------------------|---|----------------------|----------------------------------|
| Paul Lyet | Chairman of the Board and Chief Executive Officer | John Greifenberger | Vice President and Controller |
| Robert E. McDonald | Vice Chairman of the Board | Thomas V. Hirschberg | Vice President |
| Alfred J. Moccia | Vice Chairman of the Board and Chief Financial Officer | John A. Huston | Senior Vice President |
| Erald G. Probst | Group Executive Vice President | Abner B. Martin | Vice President |
| Kenneth F. Thompson | Group Executive Vice President | Richard R. Mau | Vice President |
| Richard L. Gehring | Executive Vice President | Horace G. McCarty | Vice President |
| Thomas Beaver, Jr. | Vice President | Frank D. Sweeten | Senior Vice President |
| Richard R. Brown | Vice President | Charles H. Schmitter | Secretary |
| | | Carlton B. Crenshaw | Treasurer |

ASSISTANT OFFICERS

Assistant Treasurers

G. K. Howard
M. R. Itkin

Assistant Secretaries

F. Douglas Adams
Betty Jane Ames
Ronald C. Anderson
Wasson Baird
E. T. Battjer
J. A. Brown

F. F. Castaldi
Leon L. Gean
Edward M. Joyce
R. D. Klages
R. J. Marchek
C. D. Naudi

Z. J. Papazissimos
Philip E. Raezer
Richard R. Smith
H. P. Terry
M. M. Truex
Theodore Van Meter

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

ANNUAL REPORT

OF

SPERRY RAND CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is
SPERRY RAND CORPORATION

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

THIRD: The address of its registered office in Rhode Island is
111 WESTMINSTER STREET, PROVIDENCE 02903
and the name of its registered agent in Rhode Island at such address is
JOSEPH E. ADOLSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is
100 WEST TENTH STREET, WILMINGTON, DE. 19801

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *TO MANUFACTURE, PURCHASE, SELL, LEASE AND OTHERWISE DEAL IN AND WITH PERSONAL PROPERTY OF ALL KINDS AND TO RENDER SERVICE TO ALL KINDS.*

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

| Name | Office | Address |
|-----------------------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| <i>SEE ATTACHMENT</i> | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

*1290 AVE OF THE AMERICAS
NEW YORK, NEW YORK 10019*

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|---------|--|
| 60,000,000 | COMMON | 3 | \$0.50 |
| 5,000,000 | PREFERRED | 79 | NO PAR |
| | | 8901A14 | |
| | | 09 | |
| | | 1500 | |
| | | 15008L | |

MAR 5 1979

[Handwritten Signature]

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 35,297,115 | COMMON | | \$0.50 |
| NONE | PREFERRED | | NO PAR |

Dated *FEBRUARY 26, 1979*

SPERRY KNOX CORPORATION
(NAME OF CORPORATION)

By *Ronald O. Anderson*

Its *Asst. Secretary*

SPERRY RAND CORPORATION

DIRECTORS

Willard S. Boothby, Jr.
James D. Finley
E. Shelton Fisher
Clifton C. Garvin, Jr.

H. Myles Jacob
J. Paul Lyet
Robert E. McDonald
Alfred J. Moccia

Norma T. Pace
Donald V. Seibert
Richard R. Shinn

CORPORATE OFFICERS

| | | | |
|---------------------|--|----------------------|----------------------------------|
| J. Paul Lyet | Chairman of the Board and Chief Executive Officer | Thomas Beaver, Jr. | Vice President |
| Robert E. McDonald | President and Chief Operating Officer | Richard R. Brown | Vice President and Treasurer |
| Alfred J. Moccia | Senior Vice President and Chief Financial Officer | John R. Carbon | Vice President and Controller |
| Richard L. Gehring | Executive Vice President | John A. Huston | Vice President |
| Gerald G. Probst | Group Executive Vice President | Richard R. Mau | Vice President |
| Kenneth F. Thompson | Executive Vice President | Frank D. Sweeten | Vice President |
| | | Charles H. Schmitter | Secretary |

ASSISTANT OFFICERS

Assistant Treasurers

C. B. Crenshaw
T. V. Hirschberg
G. K. Howard
M. R. Itkin

Assistant Secretaries

F. Douglas Adams
Betty Jane Ames
→ Ronald C. Anderson
Wasson Baird
E. T. Battjer
J. A. Brown
J. J. Ciasullo
R. Y. Cooke, Jr.

Leon L. Gean
Katherine Harrington
Edward M. Joyce
R. D. Klages
R. J. Marchek
E. F. Mensing
C. R. Miranda

C. D. Naudi
Z. J. Papazissimos
Philip E. Raezer
Richard R. Smith
H. P. Terry
M. M. Truex
Theodore Van Meter

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

ANNUAL REPORT

OF

SPERRY RAND CORPORATION

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FIRST: The name of the corporation is

SPERRY RAND CORPORATION

SECOND: It is incorporated under the laws of STATE OF DELAWARE

THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER STREET, PROVIDENCE, RHODE ISLAND 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

100 WEST 10TH STREET, WILMINGTON, DELAWARE 18999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is To MANUFACTURE, PURCHASE, SELL, LEASE, AND OTHERWISE DEAL IN AND WITH PERSONAL PROPERTY OF ALL KINDS AND TO RENDER SERVICE TO ALL KINDS

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

| Name | Office | Address |
|----------------|----------------|---|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| SEE ATTACHMENT | Director | 1290 AVE. OF THE AMERICAS NEW YORK, N.Y. 10019 |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|--------|--|
| 60,000,000 | COMMON | | \$ 0.50 |
| 5,000,000 | PREFERRED | | NO PAR |

1500

FEB 24 1978
JW

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

3/31/1977

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 34,714,170 | COMMON | | \$ 0.50 |
| NONE | PREFERRED | | NO PAR |

Dated FEBRUARY 13TH, 1978

SPERRY RAND CORPORATION
(NAME OF CORPORATION)

By

Richard O. Anderson

ASST. SECRETARY

RE

SPERRY RAND CORPORATION

DIRECTORS

| | | |
|-------------------------|--------------------|-------------------|
| Willard S. Boothby, Jr. | H. Myles Jacob | Norma T. Pace |
| James D. Finley | J. Paul Lyet | Donald V. Seibert |
| Shelton Fisher | Robert E. McDonald | Richard R. Shinn |
| Sherman Hazeltine | Alfred J. Moccia | |

CORPORATE OFFICERS

| | | | |
|---------------------|---|----------------------|--|
| J. Paul Lyet | Chairman of the Board and Chief Executive Officer | Thomas Beaver, Jr. | Vice President |
| Robert E. McDonald | President and Chief Operating Officer | Richard R. Brown | Vice President and Treasurer |
| Alfred J. Moccia | Senior Vice President and Chief Financial Officer | John R. Carbon | Vice President Controller and Assistant Treasurer |
| Richard L. Gehring | Executive Vice President | John A. Huston | Vice President |
| Gerald G. Probst | Executive Vice President | Richard R. Mau | Vice President |
| Kenneth F. Thompson | Executive Vice President | Frank D. Sweeten | Vice President |
| | | Charles H. Schmitter | Secretary |

ASSISTANT OFFICERS

Assistant Treasurers

C. B. Crenshaw
T. V. Hirschberg
G. K. Howard

Assistant Secretaries

| | | |
|--------------------|----------------------|--------------------|
| F. Douglas Adams | Leon L. Coan | C. D. Naudi |
| Betty Wane Ames | Katherine Harrington | Z. J. Papazissimos |
| Ronald C. Anderson | Edward M. Joyce | Philip E. Raezer |
| Wasson Baird | R. D. Klages | Richard R. Smith |
| J. A. Brown | E. F. Mensing | H. P. Terry |
| J. J. Ciasullo | C. R. Miranda | M. M. Truex |
| R. Y. Cooke, Jr. | Dale C. Nathan | Theodore Van Meter |

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

ANNUAL REPORT

OF

SPERRY RAND CORPORATION

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THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER STREET, PROVIDENCE, RHODE ISLAND 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

100 WEST 10TH STREET, WILMINGTON, DELAWARE 18999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *TO MANUFACTURE, PURCHASE, SELL, LEASE, AND OTHERWISE DEAL IN AND WITH PERSONAL PROPERTY OF ALL KINDS AND TO RENDER SERVICE TO ALL KINDS*

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

| Name | Office | Address |
|-----------------------|----------------|--|
| | Director | } <i>1290 AVE OF THE AMERICAS NEW YORK, N.Y. 10019</i> |
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| <i>SEE ATTACHMENT</i> | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|------------------|--------|--|
| <i>6,000,000</i> | <i>COMMON</i> | | <i>\$0.50</i> |
| <i>5,000,000</i> | <i>PREFERRED</i> | | <i>NO PAR</i> |

FEB - 7 1977
\$15.00

FEB 7 1977
[Signature]

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|------------------|---------------|---|
| <u>34,648,380</u> | <u>COMMON</u> | | <u>\$0.50</u> |
| <u>NONE</u> | <u>PREFERRED</u> | | <u>NO PAR</u> |

Dated FEBRUARY, 1977

SPERRY RAND CORPORATION
(NAME OF CORPORATION)

By Donald C. Anderson
RE Asst. Secretary

SPERRY RAND CORPORATION

DIRECTORS

Willard S. Boothby, Jr.
James D. Finley
Shelton Fisher

Sherman Hazeltine
H. Myles Jacob
J. Paul Lyet
Robert E. McDonald

Alfred J. Moccia
Norma T. Pace
Richard R. Shinn
James E. Webb

CORPORATE OFFICERS

| | | | |
|--------------------|---|----------------------|---------------------------------|
| Paul Lyet | Chairman of the Board and Chief Executive Officer | Kenneth E. Thompson | Executive Vice President |
| Robert E. McDonald | President and Chief Operating Officer | Thomas Beaver, Jr. | Vice President |
| Alfred J. Moccia | Senior Vice President and Chief Financial Officer | Richard R. Brown | Vice President and Treasurer |
| Harold G. Probst | Executive Vice President | Richard L. Gehring | Vice President |
| | | John A. Huston | Vice President |
| | | Richard R. Mau | Vice President |
| | | Frank D. Sweeten | Vice President |
| | | Charles H. Schmitter | Secretary |

ASSISTANT OFFICERS

Assistant Treasurers

J. R. Carbon
C. B. Crenshaw
T. V. Hirschberg
G. K. Howard

Assistant Secretaries

| | | |
|--------------------|----------------------|--------------------|
| F. Douglas Adams | R. Y. Cooke, Jr. | C. D. Naudi |
| Betty Jane Ames | Leon L. Gean | Z. J. Papazissinos |
| Ronald C. Anderson | Katherine Harrington | Philip E. Raezer |
| Wasson Baird | Edward M. Joyce | H. P. Terry |
| J. A. Brown | R. D. Klages | M. M. Truex |
| James H. Cherouny | E. F. Mensing | Theodore Van Meter |
| J. J. Ciasullo | C. R. Miranda | |
| | Dale C. Nathan | |

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

ANNUAL REPORT
OF

SPERRY RAND CORPORATION

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is SPERRY RAND CORPORATION

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

THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is
Joseph E. Adelson

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is
100 West 10th Street, Wilmington, Delaware 19999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is to manufacture, purchase, sell, lease, and otherwise deal in and with personal property of all kinds and to render service to all kinds.

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

| Name | Office | Address |
|-------------------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| See Attached List | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|--------|--|
| 60,000,000 | Common | | \$.50 |
| 5,000,000 | Preferred | | No Par |

J.S.

FEB 23 1976

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 34,493,858 | Common | | \$.50 |
| None | Preferred | | No Par |

Dated February 19, 1976

Sperry Rand Corporation
(NAME OF CORPORATION)

By Ronald C. Anderson
Its Assistant Secretary

JUL 14-76 11:48 AM '76 * 15.00

SPERRY RAND CORPORATION

DIRECTORS

Willard S. Boothby, Jr.
James D. Finley
Shelton Fisher

Sherman Hazeltine
H. Myles Jacob
J. Paul Lyet
Robert E. McDonald

Alfred J. Moccia
Norma T. Pace
Richard R. Shinn
James E. Webb

CORPORATE OFFICERS

| | | | |
|--------------------|---|---|---|
| J. Paul Lyet | Chairman of the Board and Chief Executive Officer | Gerald G. Probst | Executive Vice President |
| Robert E. McDonald | President and Chief Operating Officer | Thomas Beaver, Jr. Richard R. Brown | Vice President Vice President and Treasurer |
| Alfred J. Moccia | Senior Vice President and Chief Financial Officer | Richard L. Gehring John A. Huston Richard R. Mau Frank D. Sweeten Kenneth F. Thompson Charles H. Schmitter | Vice President Vice President Vice President Vice President Vice President Secretary |

ASSISTANT OFFICERS

Assistant Treasurers

J. R. Carbon
C. B. Crenshaw
T. V. Hirschberg
G. K. Howard
M. U. Wiser

Assistant Secretaries

F. Douglas Adams
Betty Jane Ames
Ronald C. Anderson
Wasson Baird
J. A. Brown
James H. Cherouny
J. J. Ciasullo

R. Y. Cooke, Jr.
Leon L. Gean
Katherine Harrington
Edward M. Joyce
R. D. Klages
E. F. Mensing
C. R. Miranda
Dale C. Nathan

C. D. Naudi
D. A. Norton
Philip E. Raezer
A. J. Roman
M. M. Truex
Theodore Van Meter
S. C. Yeaton

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

ANNUAL REPORT
OF

SPERRY RAND CORPORATION

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THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is
Joseph E. Adelson

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is
100 West 10th Street, Wilmington, Delaware 18999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is to manufacture, purchase, sell, lease and otherwise deal in and with personal property of all kinds and to render services of all kinds.

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

| Name | Office | Address |
|-------------------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| See Attached List | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|--------|--|
| 60,000,000 | Common | | \$.50 |
| 5,000,000 | Preferred | | No Par |

MAR 1 1975
[Signature]

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 34,469,678 | Common | | \$.50 |
| None | Preferred | | No Par |

Dated February 28, _____, 1975

SPERRY RAND CORPORATION
(NAME OF CORPORATION)

By

R.C. Anderson *WBA*

Its Assistant Secretary

111-6-75 STATE 7750 AR*****15.00

SPERRY RAND CORPORATION

DIRECTORS

Willard S. Boothby, Jr.
Stannard Dunn
James D. Finley
Shelton Fisher

Sherman Hazeltine
H. Myles Jacob
J. Paul Lyet
Robert E. McDonald

Alfred J. Moccia
Norma T. Pace
James E. Webb

CORPORATE OFFICERS

| | | | |
|--------------------|---|----------------------|----------------|
| J. Paul Lyet | Chairman of the Board and Chief Executive Officer | Thomas Beaver, Jr. | Vice President |
| Robert E. McDonald | President and Chief Operating Officer | John A. Huston | Vice President |
| Alfred J. Moccia | Senior Vice President and Chief Financial Officer | Richard R. Mau | Vice President |
| | | Gerald G. Probst | Vice President |
| | | Frank D. Sweeten | Vice President |
| | | Richard R. Brown | Treasurer |
| | | Charles H. Schmitter | Secretary |

ASSISTANT OFFICERS

Assistant Treasurers

J. R. Carbon
C. B. Crenshaw
T. V. Hirschberg
W. J. Stetter
M. U. Wiser

Assistant Secretaries

F. Douglas Adams
Betty Jane Ames
David K. Anderson
Ronald C. Anderson
Wasson Baird
J. A. Brown
James H. Cherouny
J. J. Ciasullo
R. Y. Cooke, Jr.

B. G. Feord
Leon L. Gean
G. J. Hannon
Katherine Harrington
Floyd E. Johnson
Edward M. Joyce
T. Kinden
R. D. Klages
E. F. Mensing

C. R. Miranda
D. A. Norton
Philip E. Raezer
James E. Riley
M. M. Truex
Theodore Van Meter
S. C. Yeaton

Filing fee: \$15.00

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

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OFFICE OF THE SECRETARY OF STATE

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OF

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111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is
Joseph E. Adelson

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 100 West 10th Street, Wilmington, Delaware 19999

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is to manufacture, purchase, sell, lease and otherwise deal in and with personal property of all kinds and to render services of all kinds.

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

| Name | Office | Address |
|-------------------|----------------|---------|
| | Director | |
| | Director | |
| | Director | |
| | Director | |
| See Attached List | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

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

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-----------|--------|--|
| 60,000,000 | Common | | \$.50 |
| 5,000,000 | Preferred | | No Par |

FEB 26 1974

M. K.

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

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 34,365,219 | Common | | \$.50 |
| None | Preferred | | No Par |

Dated February 25, 1974.

SPERRY RAND CORPORATION

(NAME OF CORPORATION)

By *Ronald C. Harrison*

Its Assistant Secretary: *WPH*

MAY 16-74 SEC. OF STATE 1619 AR*****15.00

NAMES, RESIDENCE AND BUSINESS ADDRESSES OF DIRECTORS AND
PRINCIPAL OFFICERS OF SPERRY RAND CORPORATION

| NAME | RESIDENCE ADDRESS | BUSINESS ADDRESS | BUSINESS CAPACITY |
|-------------------------|--|---|---|
| J. Paul Lyot | 24 Ridge Road Bronxville, New York 10708 | 1290 Avenue of the Americas New York, New York 10019 | Chairman of the Board and Chief Executive Officer |
| Robert E. McDonald. | 1125 Robin Road Gladwyne, Pa. 19035 | P. O. Box 500 Blue Bell, Pa. 19422 | Director and President |
| Willard S. Boothby, Jr. | 460 W. Chestnut Hill Avenue Philadelphia, Pa. 19118 | 1 Chase Manhattan Plaza New York, New York 10005 | Director |
| Stennard Dunn | 45 Tudor City Place New York, New York 10017 | 1290 Avenue of the Americas New York, New York 10019 | Director |
| James D. Finley | 12 Blossom Cove Road Red Bank, N. J. 07701 | 1185 Avenue of the Americas New York, New York 10036 | Director |
| Shelton Fisher | 29 Raiders' Lane Darien, Connecticut 06820 | 1221 Avenue of the Americas New York, New York 10020 | Director |
| Sherman Hazeltine | 2921 W. Manor Drive Phoenix, Arizona 85014 | First National Bank of Arizona P. O. Box 20551 Phoenix, Arizona 85036 | Director |
| H. Myles Jacob | R. D. #5, Box 140 Flemington, N. J. 08822 | P. O. Box #2247-R Morristown, N. J. 07960 | Director |
| John F. Merriam | 999 Green Street San Francisco, California 94133 or P. O. Box 1246 Aspen, Colorado 81611 | 999 Green Street San Francisco, California 94133 | Director |
| Alfred J. Moccia | 23 Dante Street Larchmont, New York 10538 | 1290 Avenue of the Americas New York, New York 10019 | Director, Vice President and Chief Financial Officer |
| James E. Webb | 2800 36th Street, N. W. Washington, D. C. 20007 | 1771 N Street, N. W. Washington, D. C. 20036 | Director |
| George C. Delp | 1905 Millersville Pike Lancaster, Pa. 17604 | New Holland, Pa. 17557 | Vice President |
| John J. Grela | 11 Echo Bay Drive New Rochelle, New York 10801 | 1290 Avenue of the Americas New York, New York 10019 | Vice President |
| John A. Huston | 240 Ryder Rd. Manhasset, New York 11030 | 1290 Avenue of the Americas New York, New York 10019 | Vice President |
| Bert T. Oakley | 14 Tappentown Lane Brookville, Glen Head, N.Y. 11545 | 1290 Avenue of the Americas New York, New York 10019 | Vice President |
| Richard R. Brown | 58 Penwood Rd. Basking Ridge, N. J. 07920 | 1290 Avenue of the Americas New York, New York 10019 | Treasurer |
| Charles H. Schmitter | 420 East 51st Street New York, New York 10022 | 1290 Avenue of the Americas New York, New York 10019 | Secretary |