

No. C 74977	Annual Report Form 1998 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct if Not Correct SCIENCE APPLICATIONS INTERNA ATTN: TAX DEPARTMENT 10260 CAMPUS PT. DR. SAN DIEGO CA 92121		C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE ID 83701 3. Organized Under the Laws of: DE C 74977													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one) <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; vertical-align: middle;"> <i>PLEASE SEE ATTACHED</i> </td> </tr> </tbody> </table>					Office held	Name	Street or P.O. Address	City	State	Zip	<i>PLEASE SEE ATTACHED</i>					
Office held	Name	Street or P.O. Address	City	State	Zip											
<i>PLEASE SEE ATTACHED</i>																
5. Signature of New Registered Agent		6. Signature <u>Peter Pavlics</u> Date <u>7-16-98</u> Name (Typed or Printed) <u>PETER N. PAVLICS</u> Title <u>SENIOR V.P. & CONTROLLER</u>														

ISSUED: 07-03-1998

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
PRINCIPAL OFFICER LISTING

<u>Name - Office</u>	<u>Business Address</u>	<u>Residential Address</u>
J. Robert Beyster CEO & Board Chairman	1241 Cave Street La Jolla, CA 92037	9321 La Jolla Farms Rd. La Jolla, CA 92037
William A. Owens President, Chief Operating Officer and Board Vice Chairman	10260 Campus Point Dr. San Diego, CA 92121	1355 Caminito Batea La Jolla, CA 92037
William A. Roper, Jr. Senior Vice President & Chief Financial Officer	1241 Cave Street La Jolla, CA 92037	13142 Caminito Pointe Del Mar Del Mar, CA 92014
Daniel W. Baldwin Senior Vice President and Treasurer	10260 Campus Point Dr. San Diego, CA 92121	2939 Via Ipanema Rd. Carlsbad, CA 92009
John Dennis Heipt Senior Vice President and Corporate Secretary	10260 Campus Point Dr. San Diego, CA 92121	5904 Calie Campeseco Rancho Santa Fe, CA 92067
Linda O. Loudon Vice President, Director of Tax	10260 Campus Point Dr. San Diego, CA 92121	3489 Overpark Rd. San Diego, CA 92130
Peter N. Pavlics Senior Vice President and Controller	10260 Campus Point Dr. San Diego, CA 92121	12590 Salmon River Rd. San Diego, CA 92129
Duane P. Andrews Executive Vice President	1710 Goodridge Drive McLean, VA 22102	3415 Silver Maple Place Falls Church, VA 22042
John E. Glancy Corporate Executive Vice President	1241 Cave Street La Jolla, CA 92037	426 Whitewood Place Encinitas, CA 92024
William M. Layson Senior Vice President	1710 Goodridge Drive McLean, VA 22102	8301 Summerwood Drive McLean, VA 22102
Robert A. Rosenberg Executive Vice President	1710 Goodridge Drive McLean, VA 22102	8813 Stockton Parkway Alexandria, VA 22308
Douglas E. Scott Senior Vice President and General Counsel	10260 Campus Point Drive San Diego, CA 92121	764 Corinia Encinitas, CA 92024
Edward A. Straker Executive Vice President	11251 Roger Bacon Drive Reston, VA 22090	11267 Center Harbor Rd. Reston, VA 22094
John H. Warner, Jr. Corporate Executive Vice President	10260 Campus Point Dr. San Diego, CA 92121	2687 Caminito Prado La Jolla, CA 92037
Kevin A. Werner Associate General Counsel and Assistant Secretary	10260 Campus Point Dr. San Diego, CA 92121	4719 Reedley Terrace San Diego, CA 92130

**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
DIRECTORS**

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS TELEPHONE</u>	<u>FAX NUMBER</u>
Mr. Duane P. Andrews	1710 Goodridge Drive M/S 1-14-9 McLean, VA 22102-3799	703/556-7143	703/821-2619
Dr. J. Robert Beyster	1241 Cave Street (M/S L-1) La Jolla, CA 92037	619/546-6658	619/546-6165
Mr. Vincent N. Cook	1000 South Frontage Road-West Glen Lyon Building, Suite 200 Vail, CO 81657 Attn: Julie Grimm Reeves <u>Secondary Business Office:</u> P.O. Box 4390 Beaver Creek/Avon, CO 81620	970/476-7564 <u>Secondary:</u> 970/845-8422	970/476-7928 <u>Secondary:</u> 970/845-9686
Dr.Carolyn K. Davis	5480 Cayuga Lake Road Rt. 89 P.O. Box 175 Romulus, NY 14541	315/549-8741	
Mr. Wolfgang H. Demisch	Bankers Trust Company 130 Liberty St., 32nd Floor New York, NY 10006	212/250-8895	212/250-8898
General Wayne A. Downing USA (Ret)	2860 S. Circle Drive Suite 2400 Colorado Springs, CO 80906	719/576-6388 or -6397	719/576-6397
Dr. Edward A. Frieman	1241 Cave Street (M/S L-1) La Jolla, CA 92037	619/546-6757	619/546-6357
Dr. John E. Glancy	1241 Cave Street (M/S L-1) La Jolla, CA 92037	619/535-7740	619/546-6660
*Mr. Francis Herwood	218 La Mirada Road Pasadena, CA 91105	818/584-7179	

Continued on next page

* Director Emeritus

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS TELEPHONE</u>	<u>FAX NUMBER</u>
*Dr. Donald A. Hicks	<i>Send all Board and Board Committee documents to his residence:</i> Regular Mail: P.O. Box 675755 Rancho Santa Fe, CA 92067-7755 Express Mail: 6076 Via Posada Del Norte Rancho Santa Fe, CA 92062 <i>Send any non-Board correspondence to Betty Hollander at:</i> Hicks & Associates M/S 1-13-7 1710 Goodridge Drive McLean, VA 22102-3799	619/759-8702 703/827-4728	619/759-0210 703/356-7876
Admiral Bobby R. Inman USN (Ret)	701 Brazos Suite 500 Austin, TX 78701	512/320-9040	512/320-1405
Mr. Harry M. Jansen Kraemer, Jr.	President Baxter International Inc. One Baxter Parkway Deerfield, IL 60015	847/948-4500	847/948-4595
*Mr. Melvin R. Laird	1730 Rhode Island Ave., N.W. Suite 212 Washington, DC 20036	202/223-1642	202/785-5332
Dr. William M. Layson	1710 Goodridge Drive M/S 1-14-1 McLean, VA 22102-3799	703/821-4490	703/356-2731
Ms. Claudine B. Malone	7570 Potomac Fall Road McLean, VA 22102-1401	703/821-8861 (Home: 703/821-3879)	703/821-8860
Dr. John W. McRary	MCC 3500 West Balcones Center Dr. Austin, TX 78759-5398	512/338-3950	512/338-3891

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<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS TELEPHONE</u>	<u>FAX NUMBER</u>
Mr. William A. Owens	10260 Campus Point Drive M/S D7 San Diego, CA 92121-1578	619/546-6126	619/546-6043
Dr. Stephen D. Rockwood	10260 Campus Point Drive M/S C5 San Diego, CA 92121-1578	619/546-6554	619/546-6443
*Mr. Barry J. Shillito	1200 Prospect Street Suite 400, M/S L-3 La Jolla, CA 92037	619/546-6655	619/546-6648
Dr. Edward A. Straker	11251 Roger Bacon Drive M/S R-4-1 Reston, VA 22090	703/318-4517	703/709-1045
Dr. Monroe E. Trout	Regular Mail: P.O. Box 8052 Rancho Santa Fe, CA 92067 Express Mail: 6135 Via Posada Del Norte Rancho Santa Fe, CA 92062	619/756-0568	619/756-9630
Mr. Joseph P. Walkush	1241 Cave Street (M/S L-1) La Jolla, CA 92037	619/546-6055	619/546-6165
Dr. John H. Warner, Jr.	10260 Campus Point Drive M/S D5 San Diego, CA 92121-1578	619/546-6471	619/535-7830
General Jasper A. Welch USAF (Ret)	2129 Foothill Rd. Santa Fe, NM 87505 1401 North Oak St., #307 Arlington, VA 22209	505/986-9684 703/525-1338	505/983-6679 703/525-6034
Mr. James B. Wiesler	450 B Street, Suite 1420 San Diego, CA 92101 SEND CORRESPONDENCE TO RESIDENTIAL ADDRESS: 605 San Fernando Rd. San Diego, CA 92106	619/515-5938 Primary #: Home: 619/223-5992 Borrego: 760/767-5025	619/515-5943

* Director Emeritus

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS TELEPHONE</u>	<u>FAX NUMBER</u>
Mr. A. Thomas Young	12921 Esworthy Road North Potomac, MD 20878	301/926-2318	301/926-0265
*Mr. William E. Zisch	13131 Avenida La Valencia Poway, CA 92064	619/485-1754	

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<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>RESIDENCE TELEPHONE</u>
Mr. Duane P. Andrews	3415 Silver Maple Place Falls Church, VA 22042	703/876-5636
Dr. J. Robert Beyster	9321 La Jolla Farms Road La Jolla, CA 92037	619/452-6912
Mr. Vincent N. Cook	55 Holden Road Beaver Creek/Avon, CO 81620	970/949-1084
Dr. Carolyn K. Davis	5480 Cayuga Lake Road Rt. 89 P.O. Box 175 Romulus, NY 14541	315/549-8741
Mr. Wolfgang H. Demisch	435 Round Hill Road Greenwich, CT 06831	203/661-5212 FAX: 203/661-1196
General Wayne A. Downing USA (Ret)	4360 Penhurst Place Colorado Springs, CO 80906	719/576-6388 or -6397 FAX: 719/576-6397
Dr. Edward A. Frieman	6425 Muirlands Dr. La Jolla, CA 92037	619/454-4864 FAX: 619/454-7770
Dr. John E. Glancy	426 Whitewood Place Encinitas, CA 92024	619/942-0233
*Mr. Francis Herwood	218 La Mirada Road Pasadena, CA 91105	818/584-7179
*Dr. Donald A. Hicks	Regular Mail: P.O. Box 675755 Rancho Santa Fe, CA 92067-7755 Express Mail: 6076 Via Posada Del Norte Rancho Santa Fe, CA 92062	619/759-8702 FAX: 619/759-0210
Admiral Bobby R. Inman USN (Ret)	3200 Riva Ridge Road Austin, TX 78746	512/328-0444 Colo. Home: 970/845-7105 Colo. FAX: 970/845-7715
Mr. Harry M. Jansen Kraemer, Jr.	936 Seneca Road Wilmette, IL 60091	847/251-3940

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*Mr. Melvin R. Laird	16667 Bobcat Court Ft. Myers, FL 33908	941/482-4534
Dr. William M. Layson	8301 Summerwood Drive McLean, VA 22102	703/790-8652
Ms. Claudine B. Malone	7570 Potomac Fall Road McLean, VA 22102-1401	703/821-3879
Dr. John W. McRary	2222 Briarcliff Road S.E. Huntsville, AL 35801	205/533-6101
Mr. William A. Owens	1355 Caminito Batea La Jolla, CA 92037	619/551-2075
Dr. Stephen D. Rockwood	13036 Decant Drive Poway, CA 92064	619/487-1486
*Mr. Barry J. Shillito	555 San Fernando Road San Diego, CA 92106 Borrego Springs, CA	619/222-4313 760/767-5907
Dr. Edward A. Straker	11267 Center Harbor Rd. Reston, VA 22094	703/709-0324
Dr. Monroe E. Trout	Regular Mail: P.O. Box 8052 Rancho Santa Fe, CA 92067 Express Mail: 6135 Via Posada Del Norte Rancho Santa Fe, CA 92062	619/756-0568 FAX: 619/756-9630
Mr. Joseph P. Walkush	9995 Rue Chantemar San Diego, CA 92131	619/695-3483
Dr. John H. Warner, Jr.	2687 Caminito Prado La Jolla, CA 92037	619/454-0063
General Jasper A. Welch USAF (Ret)	2129 Foothill Rd. Santa Fe, NM 87505 1401 North Oak St., #307 Arlington, VA 22209	505/986-9684 FAX: 505/983-6679 703/525-1338 FAX: 703/525-6034

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