

Last updated 1 December 2020

BOEING C-97 AERO SPACELINES GUPPY CONVERSIONS

This listing includes the complete Guppy series, although the early models were based on retired airline Boeing 377 Stratocruisers, the civilian equivalent of the Boeing C-97 transport/tanker.

Aero Spacelines Corporation chronology at the end.

15924	Boeing 377	N1024V	Pan American World Airways: del. <i>Clipper America/ Bald Eagle/ Cathay</i>	12.6.49/61
			Boeing Airplane Co, Seattle WA: trade-in	25.1.61
			Lee Mansdorf & Co, Sun Valley CA	.61
			Aero Spacelines Inc, Van Nuys CA	.61
	377PG Pregnant Guppy		(rebuilt as 377PG at Van Nuys CA .61/62 by On Mark Engineering Co, using parts of B377 N102Q)	
		N1024V	Aero Spacelines: ff Van Nuys CA	19.9.62/74
			dam. on ground LAX by taxiing B707	10.9.63
			Twin Fair Inc, Buffalo NY	22.1.74
			American Jet Industries Inc, Van Nuys CA	23.10.74
		N126AJ	American Jet Industries Inc, Van Nuys CA	.75/79
			struck-off USCR	5.2.79
			broken-up Van Nuys CA	c80

*First test flight Van Nuys 19.9.62 pilots Jack Conroy and Clay Lacy;
N1024V noted Van Nuys 1.63 "Aero Spacelines Largest Airplane in the World";
Report 10.63: N1024V under contract to NASA at Huntsville AL carrying Saturn IV and Apollo sections;
N1024V noted Long Beach CA 28.6.65 "Aero Spacelines" titles;
N1024V photo Santa Barbara CA .66 "Aero Spacelines/Largest Airplane in the World" titles;
N1024V noted Van Nuys 30.8.71; Santa Barbara CA 5.6.73;
N1024V noted Van Nuys CA 4.75 at American Jet Industries;*

*N126AJ noted Van Nuys CA 14.10.75 with N422AJ, also 28.11.75;
N126AJ noted Van Nuys 10.76 retired props feathered, ramp gear stacked up against it;
N126AJ noted Van Nuys 6.77 complete,
N126AJ noted Van Nuys 23.9.77 in American Jet Industries compound;
N126AJ noted Van Nuys 6.78 some engines removed;
N126AJ noted Van Nuys CA 2.3.79 stored in derelict condition;
N126AJ noted Van Nuys 28.8.79 "due to be broken up soon"; Van Nuys 9.11.79;
Reportedly broken-up for parts by American Jet Industries to keep N422AJ airworthy;*

15938	Boeing 377	N1038V	Pan American World Airways: del. <i>Clipper Constitution/ Hotspur</i>	29.9.49/60
			Boeing Airplane Co, Seattle WA: trade-in	4.8.60
			Lee Mansdorf & Co, Sun Valley CA	63
			Aero Spacelines Inc, Van Nuys CA	.63
	377SG Super Guppy		(rebuilt as 377SG at Van Nuys CA, using wings, power plants, forward fuselage of YC-97J 52-2693, parts of B377s c/ns 15944 & 15945)	
		N1038V	Aero Spacelines Corp: ff Van Nuys CA	31.8.65/74
			fuselage skin failed during certification dive tests, redesigned and flying within 5 weeks)	
			NASA, Houston TX: leased	3.66/73
			Twin Fair Inc, Buffalo NY	22.1.74/79
		N940NA	NASA, Houston TX	20.2.79
		N940NS	NASA, Houston TX	3.81/91
			(retired, stored Davis-Monthan AFB AZ by 93) Pima Air & Space Museum, Tucson AZ	98/20

Boeing YC-97J 52-2693 purchased by Aero Spacelines in 1964 from USAF disposals. It was one of two

YC-97J prototypes, rebuilt from KC-97Gs, powered by four P&W YT34-P-5 turbine engines with 3 bladed props. Both YC-97Js had long transport careers with MATS. 52-2693 airframe and turbine power plants were used in the construction of Super Guppy N1038V, ff Van Nuys 31.8.65;
 N1038V photo Van Nuys CA "Aero Spacelines, a division of Unexcelled Inc" titles;
 N1038V visited Mather AFB CA often in 67 to collect rocket motors built by nearby Aerojet General;
 N1038V noted George AFB CA 6.76 turbines;
 N1038V noted Santa Barbara CA 10.77 "Aero Spacelines";
 report 11.78: N1038V will be sold by Aero Spacelines, a subsidiary of Twin Fair Inc, Buffalo NY to NASA for over \$2.5;
 N1038V noted Las Vegas-McCarran NV 2.79;
 N1038V visited Houston Int'l TX 25.2.79 "Aero Spacelines" titles;

N940NS noted Ellington AFB TX 21.8.79 & 9.79 NASA colour scheme, "NASA 940" on tail;
 N940NS noted Kelly AFB TX 29.10.79 "NASA 940" on tail;
 N940NS noted Beaumont TX 17.10.80;
 N940NS noted Long Beach CA 6.5.82;
 N940NS noted Phoenix AZ 2.5.85 "NASA 940" on tail;
 N940NS noted Miami FL 2.86 "NASA 940" on tail, N940NS on fuse;
 N940NS noted Dobbins AFB GA 6.86 i/s "NASA" on tail;
 N940NS noted Houston-Ellington Field TX 31.10.86 "NASA";
 N940NS noted El Paso TX 20.4.90 "NASA";
 N940NS noted Davis Monthan AFB 10.93, 10.94 cocooned;
 N940NS noted Pima Air Museum 9.98 10.99, 11.99, 8.00 "NASA 940" on tail; 10.03, 4.04, 8.04; 10.05 full NASA scheme; also 10.06 ;

15937	Boeing 377	N1037V	Pan American World Airways: del. <i>Clipper Fleetwings</i>	8.9.49/60
			Boeing Airplane Co, Seattle WA: trade-in	4.8.60
			Lee Mansdorf & Co, Sun Valley CA	63
			Aero Spacelines Inc, Van Nuys CA	.63
	377MG		(rebuilt as 377MG at Santa Barbara CA	
	Mini Guppy		using parts from B377 N106Q c/n 15967)	
	N1037V		Aero Spacelines Corp, Santa Barbara CA	5.67/74
			<i>Spirit of Santa Barbara</i> : ff Santa Barbara	24.5.67
			(displayed at Paris Air Show 5.67)	
			American Jet Industries, Van Nuys CA	.74/75
		N422AJ	American Jet Industries, Van Nuys CA	.75/79
			lost hydraulic power landing Van Nuys CA,	
			struck 3 parked light aircraft	9.10.77
			Airtime Corp, Portland OR	5.81
			Aero Union Corp, Chico CA	8.81
		N422AU	Aero Union Corp, Chico CA	10.81/89
			Erickson Air Crane Co, Medford OR	5.89/16
			Tillamook NAS Museum, Tillamook OR: loan	00/16
			(displ. with "Erickson Air Crane" on left side,	
			"Tillamook Air Museum" as sign board on right)	
			Port of Tillamook Bay, Tillamook OR	12.16/20

N1037V at Paris Air Show 6.67 "Aero Spacelines, Spirit of Santa Barbara";
 N1037V arr. Sydney-Mascot 13.9.67 as "LH639" with one engine feathered,
 departed Sydney 20.9.67 to RAAF Edinburgh SA, then Darwin, Kuala Lumpur;
 N1037V noted Miami 22.12.68 "Aero Spacelines";
 N1037V noted Heathrow 4-18.11.69 "Aero Spacelines";
 N1037V noted Van Nuys CA 30.8.71,
 N1037V arrived Thurleigh, England 15.12.71 carrying gondola for the Goodyear blimp;
 noted London-Gatwick 14 & 15.12.71;
 N1037V noted Tulsa OK 16.12.72;
 N1037V noted Santa Barbara CA 5.6.73;
 report 2.75 377MG N1037V for sale by American Jet Industries;

N422AJ & N126AJ noted Van Nuys CA 14.10.75, 28.11.75;
 N422AJ noted Van Nuys 23.9.77 in American Jet Industries compound;

N422AJ flew Keflavik to Paris-Le Bourget 2.6.81 carrying parts for No.3 & No.4 Super Guppies being built at Paris;
 N422AJ noted Paris-Le Bourget 15.6.81 Aero Union, all metallic;
 N422AU noted Chico CA 4.9.83 "Aero Union" titles;
 N422AU arrived Aberdeen Scotland 14.12.84, "Aero Union" titles, departed Aberdeen 18.12.84 carrying wreck of Chinook G-BISD on delivery to Columbia Helicopters, Oregon for parts;
 N422AU noted Toronto ONT 8.3.85 "Aero Union", carrying wing sections for damaged CP Air DC-10: previous reg N1037V and Pan Am titles discernable etched into the metal;
 N422AU noted Cincinatti OH 3.85 "Aero Union" titles;
 N422AU noted Chico CA 4.88 "Aero Union" titles, also 8.88, 9.88;
 N422AU noted Seattle-Boeing Field c12.89 "Erickson Air Crane" titles, had carried S-64 N164AC from Alaska to Seattle;
 N422AU noted Tillamook Museum 8.01, 8.02, 25.4.04; 6.8.04 "Erickson Air Crane, Central Point OR" on port side, "Tillamook Air Museum" on starboard; same 5.9.05, 25.9.15,
 In 2014 Jack Erickson began moving his aircraft collection from Tillamook to his newly-built Erickson Aircraft Collection at Madras, Oregon, which opened on 22.8.14; The Mini Guppy could not be made airworthy for the move, so it was left with the Tillamook museum;

101	Boeing 377 B377MGT Mini Guppy Turbine	N111AS	(rebuilt as B377MGT at Santa Barbara CA by Aero Spacelines Inc) Aero Spacelines Inc: ff Santa Barbara crashed during test flight, Edwards AFB CA	13.3.70 12.5.70
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First flight date has also been quoted as 31.3.70;
 Crash report 12.5.70 during sixth flight of its test program, No.1 engine was deliberately shut down on takeoff, aircraft rolled and wing struck ground. Cpt Van H. Shepherd and 3 crew killed;

201	KC-97L 377SGT-201 Super Guppy 201 (c/n 001)	N211AS	(rebuilt as 377SGT-201 at Van Nuys CA by Aero Spacelines Corp) Aero Spacelines Corp: ff Van Nuys (FAA certification flight tests for a year) Airbus Industrie, Toulouse (rolled-out "Aeromaritime Airbus Industrie" scheme, Van Nuys 30.8.71, repainted as F-BTGV at Van Nuys 15.9.71) arr. Paris-Le Bourget on del. 29.9.71)	24.8.70 8.71
		F-BTGV	Airbus Skylink (fleet #1) retired, struck-off reg. del. to Bruntingthorpe, England for display (static displ. as "Airbus Skylink #1")	11.71/96 7.2.97 7.96/20

F-BGTV noted Manchester-Ringway 22.11.71, to Toulouse with Airbus wings;
 F-BTGV noted Le Bourget 27.3.73 Aero Maritime;
 F-BGTV noted Le Bourget 8.76 "Aeromartime"; Le Bourget 4.78 "Aeromaritime";
 F-BGTV noted Le Bourget 27.12.83 "Airbus Skylink #1";
 F-BGTV noted Le Bourget 13.8.87 "Airbus Skylink #1";
 F-BTGV noted Hamburg 10.88 "Airbus Skylink" #1"
 F-BGTV noted Bruntingthorpe 15.7.01 "Airbus Skylink" #1"; same 6.5.06;

202	KC-97L 377SGT-201 Super Guppy 201 (c/n 002)	N212AS F-BPPA	(rebuilt as 377SGT-201 at Santa Barbara CA by Aero Spacelines Corp) Aero Spacelines Corp, Santa Barbara: ff Airbus Industrie, Toulouse Airbus Skylink (fleet #2) op. by Aeromaritime 73/79 undercarriage collapsed landing, Toulouse nose section structural failure during unloading, Hamburg (testflown after repairs Hamburg 22.11.81) Airbus Inter Transport, Toulouse-Blagnac retired Toulouse, held for museum struck-off Register	24.8.72 8.73 21.12.73 5.11.81 95/96 96 5.12.96
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N212AS noted London-Heathrow 24.5.73 "Aero Spacelines/ASI" titles, grounded due blown electrical systems after incorrect starting equipment used;
N212AS noted Shannon 15.6.73;

F-BPPA noted Manchester-Ringway 19.5.75;
F-BPPA noted Paris-Le Bourget 6.79;
F-BPPA noted Birmingham and Manchester 14.12.80;
F-BPPA noted Indianapolis IN 1.11.80 Aeromaritime;
F-BPPA noted Paris-Le Bourget 7.3.81 Aeromaritime titles;
F-BPPA visited Shannon 3.8.81 Aeromaritime;
F-BPPA noted Indianapolis IN 27.7.82 Aeromaritime;
F-BPPA noted Phoenix AZ 31.7.82 Aeromaritime;
F-BPPA noted Hatfield 7.86 "Airbus Skylink 2";
F-BPPA noted Le Bourget 27.12.83 "Airbus Skylink #2; also 24.11.84;
F-BPPA noted Manchester 4.94 #2 regular visitor;
F-BPPA noted Hamburg 20.8.95 i/s "Airbus Skylink #2";
F-BPPA noted Toulouse 7.5.04 #2;
F-BPPA noted Toulouse 10.8.96 in museum compound;
F-BPPA noted in AA museum Toulouse 4.1.03, 27.2.04, 15.5.04;

203	KC-97L		(rebuilt as 377SGT-201F at Paris-Le Bourget by UTA/Tracor Aviation, rolled-out 1.4.82)	
	377SGT-201F	F-WDSG	Airbus Industrie, Toulouse: ff Le Bourget	1.7.82
	Super Guppy 201	F-GDSG	Airbus Industrie "Airbus Skylink #3"	.82
	(c/n 003)		op. Aeromaritime for Airbus Skylink	
			Airbus Inter Transport, Toulouse-Blagnac	95/97
			nose gear collapsed landing, Lyons France	10.93
			retired, struck-off reg.	10.97
			Daimler Benz Airbus Sports & Flying Society, Hamburg: del. for display	24.10.97/20

F-WDSG rolled-out Le Bourget 1.4.82 "Airbus Skylink" titles, conv. by UTA Industries;
F-GDSG noted Le Bourget 1.8.82, 12.04 "Airbus Skylink" #3,
F-GDSG noted Le Bourget 20.4.86 #3 "Airbus Skylink" titles;
F-GDSG #3 noted Manchester 15.7.90, regular visitor;
F-GDSG 10.93 nosewheel collapsed Lyons-St Exuperey where diverted from Toulouse due cross wind, minimal damage;
F-GDSG #3 visited Hamburg-Finkenwerder 27.8.05 for Airbus factory open day
F-GDSG noted Hamburg 10.88 in service "Airbus Skylink #3";

204	KC-97L		(rebuilt as 377SGT-201F at Paris-Le Bourget by UTA/Tracor Aviation; kit parts airfreighted to Le Bourget by Mini Guppy N422AJ 6.81)	
	377SGT-201F	F-WEAI	Airbus Industrie, Toulouse: ff Le Bourget	21.6.83
	Super Guppy	F-GEAI	Airbus Skylink (fleet #4)	.83/97
	(c/n 004)		sold to USA, struck-off reg.	10.97
		N941NA	NASA, Houston-Ellington Field TX	10.97/20
			(dep. Toulouse 18.10.97 on del. to USA)	

c/n quoted as 004, 204 & 11004!
F-WEAI noted Le Bourget 18.5.83;
F-GEAI noted Le Bourget 25.7.83;
F-GEAI noted Hamburg 27.9.83 "Airbus Skylink" #4;
F-GEAI noted Le Bourget 27.12.83 "Airbus Skylink" #4;
F-GEAI noted Le Bourget 20.4.86 "Airbus Skylink 4";
F-GEAI "Airbus Skylink" #4 noted Filton 30.4.86 loading first wings for A320 Airbus;
F-GEAI "Airbus Skylink" #4 visited Manchester 17.8.95, collecting Airbus wing sections;
N941NA noted Ellington AFB, Houston TX 28.8.98, bare metal with "Airbus Airlink" titles removed but just buffed metal, "NASA" on tail;

N941NA at airshow Huntsville AL 30.3.03, highly polished;
 N941NA noted Dayton OH 7.03;
 N941NA visited Dover DE 5.9.03 "NASA" highly polished, fuel stop after delivering an Osprey to Philadelphia;
 N941NA visited Philadelphia PA 1.4.04 to collect an Osprey;
 N941NA noted Johnson Space Centre, Houston-Ellington Field TX 29.2.04, 128.5.04, 6.10.04; 13.3.05, all "NASA" titles;
 N941NA visited Philadelphia PA 26.7.05 bringing Osprey fuselage to Boeing;
 N941NA noted at NASA base El Paso TX 4.8.15 in service;
 N941NA flies 100 hrs a year (2017) for NASA and other US Govt agencies'

17062	KC-97L	53-0280	Davis Monthan AFB AZ: retired, stored	80/84
		N49548	Dross Metals Inc, Tucson AZ	4.84
			Airbus Industrie, Toulouse, France	10.84
			(ferried Tucson-Paris, arr. Le Bourget 2.10.84)	
			sold to France, struck-off USCR	20.11.84
			(planned conv to Guppy #5 not commenced)	
			Musee de l'Air, Paris-Le Bourget	88/95
			Musee de l'Aeronautique, Nancy-Essey: del.	96/04
			burnt out by fire Nancy-Essey	1.04
			Zruc Air Park, Zruc-Senec, Czech Republic	05/20
			(rear fuse with tail only, marked "R")	

53-0280 noted at Musee at Le Bourget 2.95 original "Missouri Air Guard" markings;
 noted Nancy-Essey 4.96 & 9.97 on loan ex Le Bourget, parked outside;

[Aero Spacelines Inc](#) was incorporated during 1961 as a partnership between aeronautical designer [Jack Conroy](#) and [Lee Mansdorf](#), a Californian aircraft dealer who had purchased a large number of retired airline Boeing 377 Stratocruisers. Mansdorf had the original concept of the "Guppy" conversion for outsize cargo and Conroy had the engineering concepts for the ambitious project.

Work commenced on the first conversion December 1961 at Van Nuys Airport, California. The construction was contracted to On Mark Engineering: designated [Aero Spacelines 377PG Pregnant Guppy](#), the fuselage was lengthened by 16 feet 8 inches using a fuselage section from another Stratocruiser and an enlarged cabin was constructed. It retained the original P&W R-4360 Wasp Major engines. Registered N1024V it made its first flight at Van Nuys on 19 September 1962. The 377PG was contracted to NASA for transportation of rocket components for the space program.

NASA required a larger Guppy for the Apollo program to carry parts of the Saturn booster rocket. Aero Spacelines Inc designed the turboprop [377SG Super Guppy](#) and purchased an ex USAF YC-97J to utilize its P&W T-34 turboprop power plants. Construction began in 1964 at Van Nuys, extra length and 15 feet wider wing span with an opening swing nose. Registered N1038V it first flew on 31 August 1965. In March 1966 it joined the 377PG on contract to NASA and by 1973 these two Guppies had flown 2 million miles for NASA

Aero Spacelines Inc was refinanced in August 1965 when Unexcelled Corp, a New York conglomerate purchased the company but Jack Conroy continued as President of the renamed [Aero Spacelines Corp](#). In 1966 Aero Spacelines moved its base to Santa Barbara Airport CA and in December 1966 Conroy launched the [377MG Mini Guppy](#) program, based on a Stratocruiser airframe retaining the original P&W R4360 piston engines with swing tail opening cargo system. The 377MG received full FAA type certification which allowed commercial sales: first aircraft N1037V was converted at Santa Barbara where it made its first flight 24 May 1967.

Jack Conroy left Aero Spacelines in late 67 to form his own company to market turboprop power plants for DC-3s. Unexcelled Inc hired Tex Johnston in November 1967 as President of Aero Spacelines Corp. Johnston was a former Boeing test pilot ,who had been in charge of Boeing' s operation at Cape Canaveral. He launched a new series of Guppies powered by Allison turboprops with major aerodynamic and systems improvements. An expansion program included a modern new hangar and workshop complex on Santa Barbara airport, which was completed late 1968. Projects outside the Guppy series included the Convair 580 Total In Flight Simulator TIFS, the prototype flying on 16 July 1969. Tex Johnston left Aero Spacelines at the end of 1969, replaced by Bill Lawrence from American Airlines.

Two more Guppies were completed during 1970:

- 337 MGT Mini Guppy Turbine built at Santa Barbara as N111AS first flight 13.3.70. Destroyed two months later during its test flight program at Edwards AFB CA on 12.5.70;

- 337 SGT Super Guppy 20 N211AS. Its construction had begun earlier at Van Nuys so was completed there. First flight Van Nuys 24.8.70, received FAA type certification 26.8.71. This was originally planned to be retained by Aero Spacelines and chartered to Douglas and Lockheed to carry major sub-sections of their DC-10 and L1011 airliner production. However Aero Spacelines was in a serious financial situation so instead sold it prior to completion in March 1970 to the Airbus Industrie consortium. It would be used to carry A300 sub-assemblies from manufacturing plants in Europe and Britain to the final assembly plant at Toulouse, France. N211AS was delivered to Airbus Industrie in 9.71, a month after FAA certification.

Airbus Industrie then ordered another SGT Super Guppy 201. This was 337 SGT N212AS, which was first flown at Santa Barbara 24.8.71 and delivered to Airbus the following year.

A former USAF KC-97L 53-0280 was ferried to Paris from Tucson AZ in October 1984 to be stored pending a decision on whether Airbus required another Super Guppy conversion. It was not needed and later donated to the Musee de l'Air at Le Bourget.

Aero Spacelines' continuing financial difficulties during 1970 had resulted in a corporate restructure of the parent company Unexcelled Inc. An Unexcelled shopping centre subsidiary Twin Fair Inc took over ownership of ASC. By the end of 1973 Twin Fair Inc decided to shut down Aero Spacelines. However debt-settlement to General Motors for the Allison turbine engines for the TIFS and Super Guppies required operations to continue. Aero Spacelines entered into sub-contract manufacturing for Ted Smith Aircraft Co at Santa Maria CA also automotive and engineering companies. Hangar and plant space at Santa Barbara was leased out.

During 1977 there was a potential for two more SGT Super Guppy 201s for Airbus Industrie due to increased A300 sales. Aero Spacelines by now had fewer than 50 employees, and it was not viable to increase to the 600-700 staff level required to build the two aircraft at Santa Barbara in the required time frame. Aero Spacelines thus signed a licencing agreement to have additional aircraft built in France. UTA Industries at Paris-Le Bourget was contracted to produce the aircraft. Aero Spacelines in turn sub-contracted from UTA approximately 50% of the work, with the new program commencing in 1979.

A corporate review by Twin Fair during 1977 decided that Aero Spacelines would continue operations in the aircraft parts sub assembly, airframe modifications, aircraft seating manufacture, and an extensive new aircraft painting facility at Santa Barbara. By 1981 Aero Spacelines Corp had 325 employees, and turned over \$17M in business.