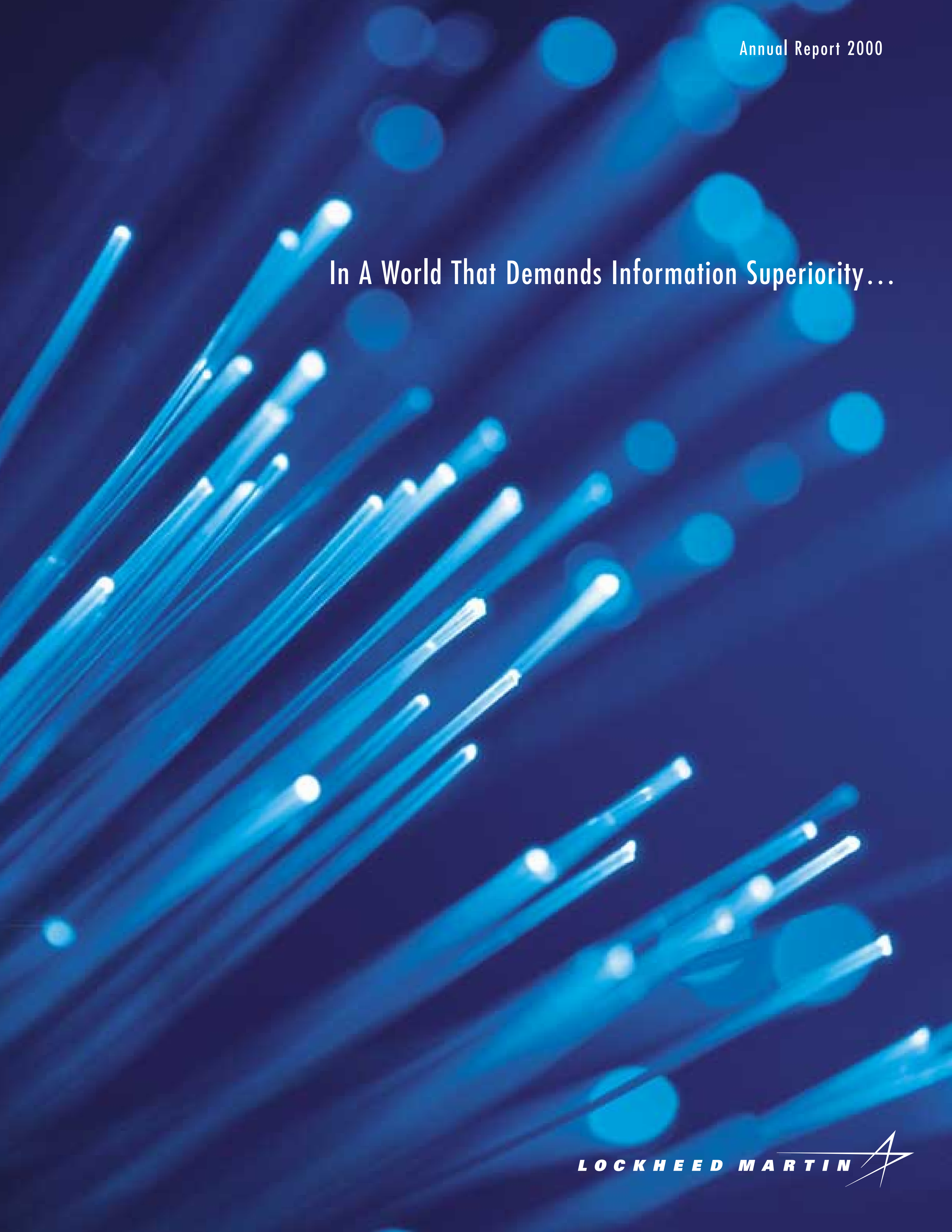
Annual Report 2000



In A World That Demands Information Superiority…

LOCKHEED MARTIN

Financial Highlights

(In millions, except per share data and number of employees)	**2000**	1999	1998
Net sales	**$25,329**	$25,530	$26,266
Operating profit	**1,205**	2,009	2,522
Operating profit before amortization of intangibles	**1,655**	2,449	2,958
Net (loss) earnings	**(519)**	382	1,001
Diluted (loss) earnings per share	**(1.29)**	.99	2.63
Pro forma diluted earnings per share excluding nonrecurring and unusual items	**1.07**	1.50	2.99
Cash dividends per common share	**.44**	.88	.82
Total assets	**30,349**	30,261	28,744
Short-term borrowings	**12**	475	1,043
Long-term debt (including current maturities)	**9,947**	11,479	9,843
Stockholders' equity	**7,160**	6,361	6,137
Negotiated backlog	**$56,424**	$45,913	$45,345
Employees	**130,000**	147,000	165,000

Note: For a discussion of nonrecurring and unusual items and other matters affecting the comparability of the information presented above, refer to Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 23 through 41 of this Annual Report.

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On The Cover: *In a world that increasingly demands information superiority, Lockheed Martin applies its advanced technologies as well as the commitment of its talented and dedicated people to meeting our customers' priorities.*

Lockheed Martin Applies Its Vision, Its Purpose And Its Values To Customer Priorities

Our Vision:

- *To be the world's best advanced technology systems integrator.*

Our Purpose:

- *To achieve Mission Success by attaining total customer satisfaction and meeting all our commitments.*

Our Values:

- *Ethics*
- *Excellence*
- *"Can-Do"*
- *Integrity*
- *People*
- *Teamwork*

Achieving Results Through…

- *Leadership And Teamwork*
- *Commitment Of Our People To Our Customers*
- *Excellence As A Premier Systems Integrator*
- *Innovation In Technology And Business*
- *Partnerships Worldwide*

Leadership And Teamwork

From left to right: (seated) Robert J. Stevens, *Lockheed Martin President and Chief Operating Officer;* Vance D. Coffman, *Lockheed Martin Chairman and Chief Executive Officer;* (standing) Robert B. Coutts, *Executive Vice President, Lockheed Martin Systems Integration;* Dain M. Hancock, *Executive Vice President, Lockheed Martin Aeronautics Co.;* Albert E. Smith, *Executive Vice President, Lockheed Martin Space Systems Co.;* John V. Sponyoe, *Lockheed Martin Global Telecommunications Chief Executive Officer;* Michael F. Camardo, *Executive Vice President, Lockheed Martin Technology Services.*

Dear Fellow Shareholder:

We began 2000 with firm commitments to serve customers better, improve financial performance, manage for cash, drive operational improvements, and improve planning quality.

We are pleased to report that we have met these commitments and, in so doing, have achieved significantly higher levels of customer satisfaction and enhanced shareholder value. We exceeded all financial goals set for 2000, including achieving record orders and backlog, record free cash flow generation, substantial debt reduction, and the receipt of full and fair value for our divestitures.

Of nearly 550 operational and developmental "Mission Success" events measured, 95% were successful. Two other important measures of customer satisfaction and confidence—award fees for current programs and orders representing future business—each increased substantially during 2000. Average award fees increased from 85% in 1999 to 93% in 2000, while we received more than $37 billion in new orders during 2000, some 33% higher than 1999. As a result, backlog expanded from $45.9 billion at the end of 1999 to $56.4 billion at the end of 2000, an increase of 23%. We believe that the realignment of our businesses, and careful focus by senior executive leadership and our dedicated employees directly contributed to this performance. This realignment was intended to increase accountability throughout our organization while, at the same time, intensify the focus on our customers as we deliver consistency and quality. We are gratified that our customers continue to place such trust in us, and fulfilling their needs remains our number one priority.

In 2000, we committed the Corporation to managing for cash and reducing debt. Free cash flow increased from approximately $875 million in 1999 to $1.8 billion in 2000, our best performance ever. This accomplishment was achieved mainly through the reduction of days working capital as we focused on the management of receivables, customer advances, payables and inventory throughout all our business areas. By combining free cash flow with the $2 billion of cash proceeds from our divestitures, we reduced our debt by $2 billion and increased our cash invested by $1 billion. This brought our net-debt-to-capital ratio down from 64% to 54% and we are making rapid progress toward bringing this ratio within a preferred range of 40% to 50%. In 2000, we committed to drive operational improvements and improve planning quality. Our LM-21 Operating Excellence Program has been significantly expanded to all elements of our enterprise. Our annual savings targets are now $3.7 billion. We have expanded the use of shared services across all our business areas to drive savings and efficiencies from using common practices, reengineered processes, and e-commerce-based management tools in our administrative functions. In September of 2000 the aerospace and defense business-to-business exchange named "Exostar™", of which we were a founding partner, was activated. Our streamlining initiatives in Aeronautics and Space are providing additional annual savings of approximately $200 million, and our business planning process is sound as we met or exceeded all projections in 2000. We provided our shareholders with a total return of 58% for 2000.

Looking forward, we see opportunities as well as risks and challenges. We have defined a set of leadership and management imperatives that will extend our vision, evolve our strategy, and further drive our culture of performance as we continue the transition from recovery to disciplined growth and sustained value creation.

We continue to pursue our goal of being the world's best systems integrator. We believe our proven competencies and capabilities, which enable the seamless integration and exploitation of complex technologies, will be under increasing demand. Governments are increasingly likely to turn to private sector partners for solutions to national and global challenges. It is our objective to be the partner of choice that has driven us to aggressively realign customer interfaces, streamline operations, reduce costs, enhance responsiveness, expand support, focus on innovation, and deliver as promised. Through our systems and information technology skills, we intend to meet our commitment to be the preferred private sector partner and superior infrastructure supplier to the U.S. Government.

Also, around the globe corporations continue to consolidate resulting in enterprises of unprecedentedly large scale and complexity, whose appetite for comprehensive solutions based on the application of advanced technology is also rapidly expanding. Here too our competencies can be applied. Our actions will be guided by a disciplined focus on customers and markets that value total systems solutions, enabling us to consistently generate returns above the cost of capital.

More than any other attribute, however, the degree to which we continue to build our value based performance culture will determine our future and the well being of the customers we are committed to serve. We assembled this Corporation to perform, and we are going to do so. As we leverage the fully integrated resources of "Team Lockheed Martin", performance is our key discriminator and shareholder value our key measure. The heritage of where we've been individually is much less important than the future we create together.

As we create that future, we are first committed to achieving continuous operational improvements, including increased profit margins, with commensurate increases to free cash flow generation. Our goal of driving operating margins toward double-digit performance levels remains and we have challenged our entire leadership team to contribute to this very demanding objective. As we work additional pathways to profitability, we remain committed to our average annual recurring EPS expansion goal of 15% to 25%.

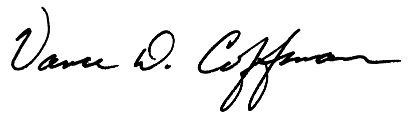
Second, we must sustain our disciplined deployment of cash. We have made good progress on restoring flexibility and accelerating a return to a targeted net debt to total capital range of 40% to 50%, and we will continue to rigorously prioritize investments to assure the adequacy of returns.

Third, we must concentrate on achieving higher levels of profitable organic growth in our businesses that have demonstrated the ability to consistently achieve solid profit margins and returns.

And fourth, we must continue to examine an array of strategic actions to enhance shareholder value. We will follow through with our exploration of alternatives for our state and local services business, as well as examining the best ways to yield value from Global Telecommunications. Such businesses require strategic partners, outside capital and entrepreneurial management to achieve their full potential. We have reported to you on imbalances between capacity and market demand in selected businesses and markets, and will work to resolve those imbalances provided shareholder value considerations are preserved. And we remain firmly committed to generating additional value by increasing the return on our intellectual capital through the more aggressive management of "technology mining" activities. Working with venture capital firms, we completed several transactions in the year 2000 to create startup companies in which we hold significant equity stakes.

In closing, we are proud of our leadership team and the 130,000 Lockheed Martin professionals for their performance in 2000. It was, by every measure, a very good start to this millennium. We have the energy and excitement of being affiliated with a truly wonderful, high performance enterprise and we are committed to building on the momentum we have created as we drive forward to apply increasingly sophisticated technologies through integrated systems solutions to meet our customers' most demanding challenges. This is a great company…our company…Lockheed Martin. While year 2000 was a year of recovery, we are sure our best days remain ahead of us.

March 1, 2001



Vance D. Coffman
Chairman and Chief Executive Officer

Robert J. Stevens
President and Chief Operating Officer

Commitment Of Our People To Our Customers

The X-35A logged 27 flights in 30 days, setting records and breaking the sound barrier.

Our customers in the Department of Defense, NASA, other agencies of the federal government, governments worldwide, and a variety of commercial customers depend on products that perform. For our customers who defend the peace, who rely on mission critical systems, or depend on large information networks—performance is key to achieving their goals and missions.

As a world-class advanced-technology systems integrator, we are continually improving on that performance with innovations in science and technology. In the month following its first flight on October 24, our next-generation Joint Strike Fighter (JSF) demonstrator aircraft set new performance standards for a flight-test program, and we look forward to a successful JSF program in 2001. As proven performers, Lockheed Martin aircraft, like the F-16 tactical fighter and C-130J airlifter, serve the strategic interests of America and its allies. The U.S. Air Force, Greece, Israel, Republic of Korea, Singapore, and United Arab Emirates were among those customers that ordered 234 F-16s last year valued at $10.6 billion—a testament to the Fighting Falcon's affordability, versatility and continuing technological advancement. In another successful flight test program, the F-22 air superiority fighter met all requirements to begin Low Rate Initial Production.

The Joint Strike Fighter X-35A performed brilliantly in its flight demonstration program, validating the Lockheed Martin team design approach.

Evolving With Customer Priorities

As a world-class advanced-technology systems integrator, we are continually improving on performance with innovations in science and technology.

Performance as a systems integrator led to Lockheed Martin's selection as warfare systems integrator for the U.S. Navy's new aircraft carrier, CVN-77. Systems integration is also key to missile defense programs. The Patriot Advanced Capability-3 (PAC-3) missile extended its record of successful performance to eight successful test flights and six consecutive intercepts, including the destruction of targets simulating low-flying cruise missiles. In addition, the Theater High Altitude Area Defense (THAAD) program entered the Engineering and Manufacturing Development phase, and the Joint Air-to-Surface Standoff Missile successfully conducted its first flight and has demonstrated its performance successfully in subsequent flights.

For our customers who defend the peace, who rely on mission critical systems, or depend on large information networks—performance is key.

The Lockheed Martin team is a partner with NASA to consolidate mission operations at major NASA centers. The Consolidated Space Operations Contract (CSOC) successfully demonstrated last year its OpStar prototype, which promises significant mission operations cost reductions. This state-of-the-art technology allows scientists to literally command their spacecraft safely from anywhere, using laptop computers or hand-held devices instead of being tied to large computing centers. In addition, CSOC delivered the new Training Flight Control room in just six months—ahead of schedule and within budget.

As systems integrators, our team was instrumental in tallying the Year 2000 Census with an accuracy rate of 99.8%. Lockheed Martin's Data Capture System (DCS) 2000 processed the nearly 148 million forms that will provide an updated picture of the United States as the new century begins.

Excellence As A Premier Systems Integrator

Transmitting more bits of data daily than all U.S. cable companies combined.

Lockheed Martin is committed to excellence—to be the company that customers around the world trust most to work with them on their vitally important projects. Our vision recognizes that our core expertise is systems integration—working with governments and commercial customers worldwide to help accomplish their goals.

Our Department of Defense customers know that in peace and in conflict, information superiority is critical. In 2000, the U.S. Air Force selected Lockheed Martin to modernize the command and control architectures for NORAD (North American Aerospace Defense) and U.S. Space Command. The result: a complete integrated view of America's airspace for those who defend it. In 2000, Lockheed Martin, Hughes Space and Communications Co., and TRW Inc. formed a National Team to build the Department of Defense's next generation of highly secure communication satellites known as the Advanced Extremely High Frequency system. In addition, the U.S. Navy chose Lockheed Martin last year to provide a variety of logistics information management support services at 12 sites for the Naval Air Systems Command.

Under the Integrated Space Command and Control (ISC2) program, a Lockheed Martin-led team will integrate approximately 40 separate air, missile, and space command systems into one common command and control infrastructure.

Systems Solutions For Our Customers

As systems integrators, our team was instrumental in tallying the nearly 148 million forms of the Year 2000 Census with an accuracy rate of 99.8%.

The U.S. Postal Service relies on Lockheed Martin technology to help reach its objectives from automatically processing letters, flats, and parcels to fully integrating entire mail processing facilities. Advances completed during 2000 in handwritten address recognition are boosting the successful read rate of first-pass, hand-addressed envelopes to 75%—a dramatic gain over the 3% accuracy read rate in 1996.

In 2000, Lockheed Martin completed deployment of 20 new Display System Replacement (DSR) installations at Federal Aviation Administration facilities across the nation. The program was completed ahead of schedule and within budget. In recognition of our customer-focused approach to air traffic management solutions and advanced technologies, Lockheed Martin Air Traffic Management was selected for the third time in four years to receive the Air Traffic Control Association's Industry Award.

The civilian agencies of the federal government are important customers for information technology and systems integration solutions that make their operations faster, more efficient and less costly. We provide information systems support to the U.S. Census Bureau, Social Security Administration, IRS, Patent and Trademark Office, and other agencies of the federal government, as well as automation solutions for the U.S. Postal Service. Lockheed Martin's handwriting recognition technology has made it possible for the Postal Service customer to boost the successful read rate of first-pass, hand-addressed envelopes to 75%, compared to the 3% accuracy read rate in 1996.

Our technology solutions are matched by an equal commitment to excellence in business practices, such as our LM21 Operating Excellence initiative. This is our on-going corporate-wide program to cut waste, reduce costs, and improve competitiveness. We have measurable results on productivity, performance and quality. The savings have exceeded our original expectations. Last year, Lockheed Martin Aeronautics Company's success in implementing LM21 lean manufacturing principles in all its tactical fighter programs was recognized with the Shingo Prize for Excellence in Manufacturing.

As a leader in air traffic management services, Lockheed Martin works toward transitioning today's airspace environment to future state-of-the-art technologies. The United Kingdom's New En Route Centre (NERC) at Swanwick will enter operational service in 2002, when it will handle up to 6,000 flights a day employing 360 controllers.

Innovation In Technology And Business

Helping customers focus on their core competencies.

Lockheed Martin trains astronauts for future missions to the International Space Station.

Lockheed Martin's Science, Engineering, Analysis, and Test (SEAT) operation is a leading engineering and scientific support services contractor to NASA at the Johnson Space Center (JSC). For more than three decades, the SEAT operation has supported NASA/JSC in all of its major endeavors—from the Moon landings, to the Space Shuttle era, and more recently in missions to service the Hubble Space Telescope, dock with the Mir space station, and develop and fly the International Space Station (ISS).

SEAT is a prime example of how Lockheed Martin supports its NASA customer to meet vitally important national goals in space exploration, and to open new opportunities for international cooperation in space.

Lockheed Martin is applying its spirit of innovation to the next generation of advanced systems, including launch vehicles. Powered by the Russian RD-180 engine, Atlas III successfully launched for the first time last year. With the Atlas III launch, up to 80% of the advanced Atlas V design and hardware was proven, leading to a first Atlas V liftoff set for 2002.

Achievements in Lockheed Martin's training and simulation business last year included successful efforts for the U.S. Army's Intermediate New Generation Army Training System; U.S. Marine Corps aircraft; the Czech Republic Third Generation Multiple Integrated Laser Engagement

System; U.S. Air Force Special Operations Command combat aircrew training and mission rehearsal operations; the U.S. Navy's first reconfigurable EA-6B weapon systems trainer; and a new commercial flight training center.

As manager and operator of Sandia National Laboratories for the Department of Energy, Lockheed Martin is at the forefront of scientific discovery. Last year, Sandia, partnered with the U.S. Council for Automotive Research, developed software to model metal parts at close to the molecular level to predict mechanical failures.

Lockheed Martin has earned a reputation for innovation—in technology solutions and in the way we conduct business. In 2000, Exostar™, an electronic aerospace/defense business-to-business exchange, was inaugurated and became operational. Exostar™ is a partnership of Lockheed Martin, BAE SYSTEMS plc, Boeing Co., and Raytheon Co. The goal: To streamline and modernize our procurement systems as well as lower costs to our customers. That same commitment to lowering costs is evident in our new Shared Services team which consolidates and rationalizes transactional activities across the Corporation.

Completion of the combination with COMSAT in 2000 gives Lockheed Martin Global Telecommunications significant capabilities in connectivity, network services, infrastructure management, and applications solutions.

Leveraging reconfigurable trainer technology, Lockheed Martin last year captured U.S. Marine Corps and Navy aircraft training programs.

Managing the skies for customers in the United States and worldwide is the primary mission for Lockheed Martin's air traffic management business.

Technology Mining transactions are innovative in both a business and a technology sense—they are a means to derive additional shareholder value without financial investment or exposure, and often include Lockheed Martin obtaining the rights to technical improvements for reapplication in our core businesses. We are building a portfolio of equity positions, some as high as 40% ownership, in commercial firms where our sole contribution is a technology license.

We continue to position ourselves to unlock the value of closely related businesses. The merger of COMSAT Corporation and Lockheed Martin Global Telecommunications (LMGT), completed in August, was a major step to achieving our objectives in the telecommunications services marketplace. Shortly thereafter, the Corporation's commercial information technology unit, Integrated Business Solutions, also was combined with LMGT. LMGT's vision is to be the partner of choice for delivering highly secure, reliable solutions for opportunities created by the convergence of telecommunications and information technology.

Partnerships Worldwide

Lockheed Martin has more than 300 partnerships in over 30 countries.

In its global approach to business, Lockheed Martin's goals are to establish and maintain enduring international partnerships with governments and advanced technology companies around the world, and to be seen as their international partner of choice. With 300 partnerships in more than 30 countries, Lockheed Martin seeks to establish a long-term presence, earn the trust of customers, develop industrial alliances for growth, and match corporate breadth and depth with customer priorities.

Last year, we delivered the first of four Aegis combat systems for the Spanish Navy's F-100-class frigates under construction by the Spanish shipbuilder Izar. In addition, Lockheed Martin will provide the Integrated Weapon System (IWS) for five new frigates for the Royal Norwegian Navy. As a subcontractor to Izar, Lockheed Martin and its Norwegian partners will develop the IWS as a derivative of the Aegis combat system. With our industrial partners in Italy and Germany, Lockheed Martin continues to develop 21st century air and missile defense through the Medium Extended Air Defense System (MEADS).

In a joint venture start-up last year with the United Kingdom's Serco Limited and British Nuclear Fuels plc, Lockheed Martin will maintain and manage the nuclear weapons stockpile of the United Kingdom. Additionally, in the United Kingdom last year Lockheed Martin demonstrated to its Royal Navy customer the awesome potential of the Merlin HM Mk1 helicopter to detect, hunt, locate and ultimately attack submarines. Merlin remains on schedule to enter full service in 2002.

In sea trials last year, Lockheed Martin demonstrated to its UK Royal Navy customer the awesome potential of the Merlin HM Mk1 helicopter. Merlin completed six major tests and nearly 200 flight hours with excellent performance throughout.

Global Partnerships Leading To Global Opportunities

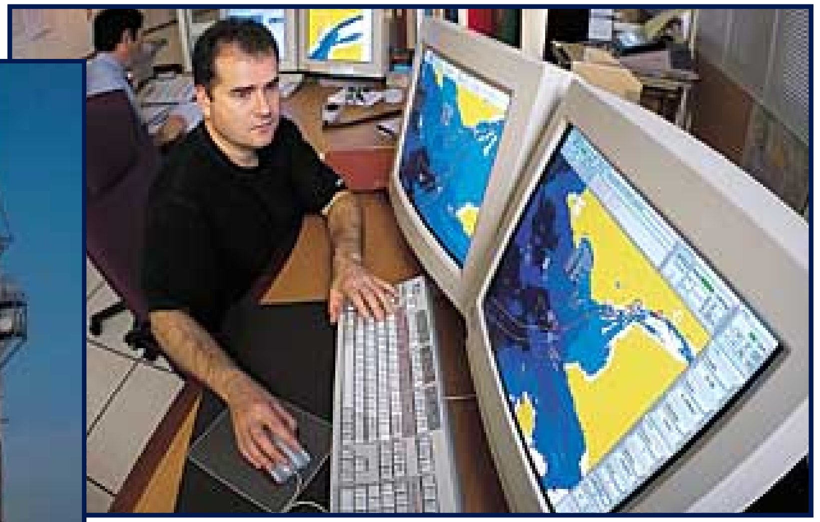
Building on our expertise in traffic management solutions worldwide, Lockheed Martin will develop and install an air traffic management system at the New Scottish Centre at Prestwick. In addition, Lockheed Martin supplies the Vessel Traffic Management Information System (VTMIS) to the U.S. Coast Guard and customers in 14 other countries to improve safety and efficiency at busy harbors and ports. A VTMIS for the Strait of the Bosphorus at Istanbul will include advanced radar and operator aids integrating video, meteorological, hydrographic and navigational sensors. With Lockheed Martin's VTMIS, vessel traffic in the busiest waters is provided orderly and safe passage.

In the area of aircraft maintenance, the government of Argentina awarded Lockheed Martin a five-year contract to continue performing maintenance and modification services for Argentine Air Force aircraft, as well as for other military and commercial customers. One of Lockheed Martin's most successful joint ventures is the Guangzhou Aircraft Maintenance Engineering Company (GAMECO), in China. Since 1988 GAMECO has developed into one of the largest and most successful aircraft maintenance centers in China. In the United States, operations at Kelly Air Force Base were streamlined by restructuring from a military to a commercial environment, while maintaining production on two engine lines.

In the United States and worldwide, Lockheed Martin is committed to strong partnerships and innovative solutions for our government and commercial customers. At Lockheed Martin, we also recognize that excellence and performance in every product and service are the ingredients for continued success in 2001.

Lockheed Martin provides vessel traffic management for ports and harbors globally, and in 2000 a contract was awarded at one of the world's busiest waterways—the Strait of the Bosphorus at Istanbul.

The Atlas III launcher, powered by the Russian RD-180 engine, successfully launched for the first time last year. Atlas III represents the fifth consecutive Atlas model—all of which launched successfully on their first missions. Between 1993 and 2000 Atlas launchers have flown a total of 54 consecutive successful missions.



Lockheed Martin seeks to establish a long-term presence, earn the trust of customers, and match corporate breadth and depth with customer priorities.

Lockheed Martin Corporation (Lockheed Martin or the Corporation) is engaged in the conception, research, design, development, manufacture, integration and operation of advanced technology systems, products and services. The Corporation serves customers in both domestic and international defense and commercial markets, with its principal customers being agencies of the U.S. Government. The following discussion should be read in conjunction with the audited consolidated financial statements included herein.

Strategic and Organizational Review

In September 1999, as part of a strategic and organizational review, the Corporation announced plans to evaluate the divestiture of certain non-core business units and the repositioning of certain businesses to maximize their value and growth potential.

In connection with its decision to evaluate the divestiture of certain non-core business units, the Corporation completed the sale of its Aerospace Electronics Systems (AES) businesses to BAE SYSTEMS, North America Inc. (BAE SYSTEMS) in November 2000. In addition, in September 2000, the Corporation completed the sale of Lockheed Martin Control Systems (Control Systems) to BAE SYSTEMS. These transactions are discussed in more detail under the caption "Divestiture Activities" below.

In January 2001, the Corporation completed the divestiture of two business units in the environmental management line of business. The impact of these divestitures was not material to the Corporation's consolidated results of operations, cash flows or financial position due to the effects of nonrecurring and unusual impairment losses recorded in 2000 and 1999 related to these business units. These losses were included in other portfolio shaping activities. The Corporation is continuing to evaluate alternatives relative to the disposition of all or a portion of its investment in a business unit in the state and municipal services line of business, subject to appropriate valuation, negotiation and approval. Net sales for the year ended December 31, 2000 related to this business unit were $564 million. Management cannot predict whether or when a potential divestiture will take place or the amount of proceeds that may ultimately be realized.

In addition, on an ongoing basis, the Corporation will continue to explore the sale of various investment holdings and surplus real estate. If the Corporation were to decide to sell any of its investment holdings or surplus real estate, the resulting gains, if any, would be recorded when the transactions are consummated and losses, if any, would be recorded when they are estimable. The Corporation will also continue to review its businesses on an ongoing basis to identify ways to improve organizational effectiveness and performance, and to clarify and focus on its core business strategy.

In the third quarter of 2000, the Corporation completed its evaluation of alternatives relative to maximizing the value of two business units that serve the commercial information technology markets. In October 2000, the operations of one of the two business units, Integrated Business Solutions (IBS), were combined with the operations of Lockheed Martin Global Telecommunications (LMGT), a wholly-owned subsidiary of the Corporation. The remaining business unit, which provides Lockheed Martin's internal information technology needs, will continue to be operated as part of Lockheed Martin's Corporate and Other segment, consistent with prior periods.

Business Combination with COMSAT Corporation

In September 1998, the Corporation and COMSAT Corporation (COMSAT) announced that they had entered into an Agreement and Plan of Merger (the Merger Agreement) to combine the companies in a two-phase transaction (the Merger). Subsequent to obtaining all regulatory approvals necessary for the first phase of the transaction and approval of the Merger by the stockholders of COMSAT, the Corporation completed a cash tender offer for 49 percent of the outstanding stock of COMSAT (the Tender Offer) on September 18, 1999. The total value of this phase of the transaction was $1.2 billion, and such amount was included in investments in equity securities in the consolidated balance sheet prior to consummation of the Merger as discussed below. The Corporation accounted for its 49 percent investment in COMSAT under the equity method of accounting.

On August 3, 2000, pursuant to the terms of the Merger Agreement, the second phase of the transaction was accomplished and the Merger was consummated. On that date, each share of COMSAT common stock outstanding immediately prior to the effective time of the Merger (other than shares held by the Corporation) was converted into the right to receive one share of Lockheed Martin common stock. The total amount recorded related to this phase of the transaction was approximately $1.3 billion based on the Corporation's issuance of approximately 27.5 million shares of its common stock at a price of $49 per share. This price per share represents the average of the price of Lockheed Martin's common stock a few days before and after the announcement of the transaction in September 1998.

The total purchase price for COMSAT, including transaction costs and amounts related to Lockheed Martin's assumption of COMSAT stock options, was approximately $2.6 billion, net of cash balances acquired. The COMSAT transaction was accounted for using the purchase method of accounting. Purchase accounting adjustments were recorded in 2000 to allocate the purchase price to assets acquired and liabilities assumed based on their fair values. These adjustments included certain amounts totaling approximately $2.1 billion, composed of adjustments to record investments in equity securities acquired at their fair values and cost in excess of net assets acquired, which will be amortized over an estimated life of 30 years.

The operations of COMSAT have been consolidated with the results of operations of LMGT since August 1, 2000. Given the substantial investment necessary for the growth of the global telecommunications services business, support from strategic partners for the Corporation's global telecommunications business area may be sought and public equity markets may be accessed to raise capital, although the Corporation cannot predict the timing or the outcome of these efforts.

Divestiture Activities

In connection with its strategic and organizational review, the Corporation decided in July 2000 to sell its AES businesses to BAE SYSTEMS for $1.67 billion in cash (the AES Transaction). The AES Transaction closed in November 2000. The Corporation recorded a nonrecurring and unusual loss, including state income taxes, of $598 million related to this transaction which is included in other income and expenses. The loss negatively impacted the net loss for 2000 by $878 million, or $2.18 per diluted share. Although the AES Transaction resulted in the Corporation recording a pretax loss, it resulted in a gain for tax purposes primarily because cost in excess of net assets acquired (goodwill) is not deductible for tax purposes and therefore was not included in the tax basis of the net assets of AES. Accordingly, the Corporation is required to make state and federal income tax payments associated with the divestiture. The AES Transaction is expected to generate net cash proceeds of approximately $1.2 billion after related transaction costs and federal and state income taxes which are expected to be paid in 2001. Net sales included in the year 2000 related to the AES businesses totaled approximately $655 million, excluding intercompany sales.

In September 2000, the Corporation completed the sale of Control Systems to BAE SYSTEMS for $510 million in cash. This transaction resulted in the recognition of a nonrecurring and unusual gain, net of state income taxes, of $302 million which is reflected in other income and expenses. The gain favorably impacted the net loss for the year ended December 31, 2000 by $180 million, or $.45 per diluted share. Net sales for the first nine months of 2000 related to Control Systems totaled approximately $215 million, excluding intercompany sales. This transaction generated net cash proceeds of $350 million after related transaction costs and federal and state income tax payments.

In September 2000, the Corporation completed the sale of approximately one-third of its interest in Inmarsat Ventures Limited (Inmarsat) for $164 million. The investment in Inmarsat was acquired as part of COMSAT in conjunction with the Merger. As a result of the transaction, the Corporation's interest in Inmarsat was reduced from approximately 22% to 14%. The sale of shares in Inmarsat did not impact the Corporation's results of operations. The transaction generated net cash proceeds of approximately

$115 million after transaction costs and federal and state income tax payments.

In 1997, the Corporation repositioned 10 of its non-core business units as a new independent company, L-3 Communications Holdings, Inc. (L-3), in which the Corporation retained an approximate 35 percent ownership interest at closing. The Corporation's ownership percentage was reduced to approximately 25 percent in the second quarter of 1998 as a result of an initial public offering of L-3's common stock. This transaction resulted in the recognition of a nonrecurring and unusual gain, net of state income taxes, of $18 million, and increased 1998 net earnings by $12 million, or $.03 per diluted share. In 1999, the Corporation sold its remaining shares of L-3 in two separate transactions. On a combined basis, these two transactions resulted in a nonrecurring and unusual gain, net of state income taxes, of $155 million, and increased 1999 net earnings by $101 million, or $.26 per diluted share.

In September 1999, the Corporation sold its interest in Airport Group International Holdings, LLC which resulted in a nonrecurring and unusual gain, net of state income taxes, of $33 million. In October 1999, the Corporation exited its commercial 3D graphics business through a series of transactions which resulted in the sale of its interest in Real 3D, Inc., a majority-owned subsidiary, and a nonrecurring and unusual gain, net of state income taxes, of $33 million. On a combined basis, these transactions increased 1999 net earnings by $43 million, or $.11 per diluted share.

Industry Considerations

The Corporation's primary lines of business are in advanced technology systems, products and services for aerospace and defense, serving both government and commercial customers. In recent years, domestic and worldwide political and economic developments have strongly affected these markets, requiring significant adaptation by market participants.

The U.S. aerospace and defense industry has experienced years of pressures and uncertainties relative to budgets for research, development, test and evaluation, and procurement. After over a decade of downward trends in the U.S. defense budget, the portion of the Federal budget devoted to defense is at one of its lowest levels in modern history. In addition, worldwide defense budgets have been declining, with the limited funds available for such budgets targeted for operational readiness and personnel issues instead of acquisition programs. An increasing portion of expenditures for defense is used for upgrading and modernizing existing equipment rather than acquisition of new equipment. Such trends in defense spending have created risks associated with demand and timing of orders relative to certain of the Corporation's existing programs. For example, though the Corporation received several new orders for C-130J airlift aircraft in 2000, the program since inception has not experienced the level of orders anticipated which has resulted in lower than expected production levels. The Corporation is continuing to focus its efforts on new orders from domestic and foreign customers, although it cannot predict the outcome of these efforts.

The industry participants reacted to shrinking defense budgets by combining to maintain critical mass and attempting to achieve significant cost savings. The U.S. Government was supportive of industry consolidation activities through 1997, and the Corporation had been at the forefront of those activities. Through its own consolidation activities, the Corporation has been able to pass along savings to its customers, principally the U.S. Department of Defense (DOD). More recently, major aerospace companies have focused their efforts on cost savings and efficiency improvements, as well as generation of cash to repay debt incurred during the period of consolidation. Further domestic consolidation is possible, as evidenced by the proposed acquisition of Litton Industries, Inc. by Northrop Grumman Corporation announced in 2000.

Ongoing consolidation continues within the European aerospace industry resulting in fewer but larger and more capable competitors, potentially resulting in an environment where there could be less demand for products from U.S. companies. Such an environment could affect opportunities for European partnerships and sales potential for U.S. products outside the U.S. In addition, consolidation is beginning to occur between U.S. and European aerospace companies, as evidenced by the acquisition in 2000 of the Corporation's AES and Control Systems businesses by a U.S. subsidiary of BAE SYSTEMS plc.

There are signs that the continuing decline in the defense budget may have ended, with proposals being made for modest increases in the next several years. However, the change of administration in Washington, D.C. may result in significant alterations to current defense budgets and goals. A new administration typically begins by reviewing existing programs and priorities, and President Bush has instructed the Secretary of Defense to perform a "top-to-bottom" review of all defense expenditures. He has also indicated a willingness to curtail spending on programs that may become technologically obsolete in the near future and may allocate additional funding for research and development projects as well as personnel needs. The Corporation cannot predict whether the defense budget will increase or the magnitude of such increases, if any.

If there are moderate increases in defense spending, the Corporation's broad mix of programs and capabilities makes it a likely beneficiary of any such increases. However, there are risks associated with certain of the programs for which the Corporation is competing and which may be the primary recipients of significant future U.S. Government spending. These programs are very large and likely to be well-funded, but may only involve one prime contractor. For example, the Corporation is involved in the competition for the Joint Strike Fighter (JSF) tactical aircraft program. Because of the magnitude of this program, being unsuccessful in the competition would be significant to any of the competitors' future fighter aircraft operations. Additionally, the JSF program and other large, highly visible programs, such as the Corporation's F-22 fighter aircraft program, will likely receive significant attention in the Administration's "top-to-bottom" review, and will continue to attract substantial Congressional focus as potential targets for reductions and/or extensions of their funding to pay for other programs. However, the JSF and F-22 programs remain a high priority for the DOD and the armed services, as well as for the Corporation.

In February 2001, the F-22 program completed the eleven test criteria established by the Defense Acquisition Board (DAB) which were required to be completed prior to the full contract award for the production of Lot 1 (10 aircraft) and the long lead procurement authorization for Lot 2. The Corporation is currently awaiting further direction from the U.S. Government regarding authorization to begin initial production (Lot 1). In January 2001, the Corporation received partial funding of Lot 1 which is adequate to continue necessary activities through the end of March 2001. Also in January 2001, the Corporation received advance procurement funds to protect Lot 2 cost, schedule and the supplier base. The U.S. Air Force has advised the Corporation of its intent to provide additional Lot 2 advance procurement funds in monthly increments prior to the F-22 DAB's final decision. The second increment was received in February 2001 which covers efforts through the end of February. The Corporation cannot predict whether or when full funding will be received for the Lot 1 and Lot 2 phases of the F-22 program.

As a government contractor, the Corporation is subject to U.S. Government oversight. The government may investigate and make inquiries of the Corporation's business practices and conduct audits of contract performance and cost accounting. Depending on the results of these investigations, the government may make claims against the Corporation. Under U.S. Government procurement regulations and practices, an indictment of a government contractor could result in that contractor being fined and/or suspended for a period of time from eligibility for bidding on, or for award of, new government contracts. A conviction could result in debarment for a specified period of time. Similar government oversight exists in most other countries where the Corporation conducts business. Although the outcome of such investigations and inquiries cannot be predicted, in the opinion of management, there are no claims, audits or investigations pending against the Corporation that are likely to have a material adverse effect on the Corporation's business or its consolidated results of operations, cash flows or financial position.

The Corporation remains exposed to other inherent risks associated with U.S. Government contracting, including technological uncertainties and obsolescence, changes in government policies, and dependence on annual Congressional appropriation and allotment of funds. Many of the Corporation's programs involve development and application of state-of-the-art technology aimed at achieving challenging goals. As a result, setbacks and failures can occur. It is important for the Corporation to resolve performance issues related to such programs in a timely manner to achieve success on these programs.

The nature of the Corporation's business also makes it subject to export control regulation by the U.S. Department of State and the Department of Commerce. Violations of these regulations can result in monetary penalties and denial of export privileges. Management is currently unaware of any violations of export control regulations which could have a material adverse effect on the Corporation's business or its consolidated results of operations, cash flows or financial position.

The Corporation also conducts business in related commercial and non-defense markets. Although these lines of business are not dependent on defense budgets, they share many of the risks associated with the Corporation's defense businesses, as well as other risks unique to the commercial marketplace. Such risks include development of competing products, technological feasibility and product obsolescence.

Industry-wide, the launch vehicle industry experienced a reduction in demand beginning in 1999 primarily reflecting start-up issues for certain satellite systems with which the Corporation was not involved and delays in completing certain satellite systems due to excess transponder capacity in some regions. These factors have resulted in pricing pressures in the launch vehicle industry associated with increased competition. This comes at a time when the Corporation is making significant investments in the Evolved Expendable Launch Vehicle (Atlas V) program, the Corporation's next generation of launch vehicles. This program has required investment of funds for research and development, start-up costs, certain other nonrecurring costs, and launch facilities. A portion of these expenditures have been funded under an agreement with the U.S. Government. Orders to date relative to the program have been lower than expected, resulting in lower production levels than anticipated.

The above factors relative to start-up issues and delays in completion of satellite systems also contributed to delays in commercial satellite orders. In addition, similar to the launch vehicle industry, the commercial satellite industry is experiencing pricing pressures due to excess capacity as well as industry consolidation. Further impacting demand have been the business difficulties encountered by certain satellite systems, such as the bankruptcies of the Iridium and ICO systems in 1999, which have resulted in increased investor scrutiny of new ventures and a reduction in the total market size in the near term. The Corporation has established cost objectives related to its launch vehicle and commercial satellite programs intended to allow it to continue to compete in these markets while maintaining its focus on successful operations, though it cannot predict the outcome of these efforts.

The Corporation's Global Telecommunications segment is subject to regulation by the Federal Communications Commission (FCC) with respect to various aspects of the telecommunications services it provides. FCC decisions and policies have had, and may continue to have, a significant impact on the segment. In March 2000, Congress passed the ORBIT Act which permitted the Corporation to complete its acquisition of COMSAT. The ORBIT Act also established deadlines for the privatization and completion of initial public offerings by the International Telecommunications Satellite Organization (INTELSAT), Inmarsat and New Skies Satellites, N.V. (New Skies), as well as specific criteria for determining whether the privatizations of those entities are pro-competitive. If those criteria are not met, the FCC may limit access by U.S. users to the satellite capacity of the privatized entities for certain services. The Corporation owns 22.5% of INTELSAT, 14% of Inmarsat, and 14.3% of New Skies. INTELSAT is working to complete a timely privatization in 2001 and plans to conduct an initial public offering in the future as mandated by the ORBIT Act. Inmarsat privatized in 1999 and also plans to access the public capital markets. New Skies privatized in 1998 and completed an initial public offering in 2000. If INTELSAT and Inmarsat were unable to satisfy the ORBIT Act criteria and were denied U.S. market access, the value of the Corporation's investment in those entities could be adversely affected.

In addition, pursuant to the ORBIT Act, the FCC commenced a proceeding in 2000 to determine whether "sufficient opportunities" exist to directly access INTELSAT from the U.S. If the FCC determines that such opportunities do not exist, it may take actions that could adversely affect the Corporation's ability to utilize contractually committed future capacity on the INTELSAT system. A decision is expected in 2001.

The Global Telecommunications segment is also subject to substantial and increasing competition on a variety of fronts. There has been an increase in the number of competing satellite systems and other telecommunications services providers in recent years, including a substantial deployment of undersea fiber cables. Many of those companies have plans to substantially increase capacity. A number of the new satellite systems have had difficulty attracting customers and financing at the levels contemplated by their business plans following the bankruptcies of the Iridium and ICO satellite systems mentioned previously. LMGT has investments in a number of new or development-stage satellite systems, such as ACeS International, Ltd. (ACeS) and Astrolink International, LLC. In addition, the Corporation owns approximately 15% of Loral Space & Communications Ltd. (Loral Space), which is a major investor in Globalstar Telecommunications Limited (Globalstar). There can be no assurance that these ventures will be successful in attracting the financing necessary to complete and operate their systems or the customer bases required for profitable operations.

In connection with expanding its portfolio of offered products and services in commercial space and telecommunications activities, the Corporation has entered into various joint venture, teaming and other business arrangements. Such arrangements generally include a formal plan for funding of the business which typically requires commitments for funding from the partners, and may require the business to obtain financing from other sources. To the extent the business is unable to obtain such financing, the business partners, including the Corporation, would be required to assess alternatives relative to further funding for the business. In addition, some of these business arrangements include foreign partners. The conduct of international business introduces other risks into the Corporation's operations, including fluctuating economic conditions, fluctuations in relative currency values, regulation by foreign jurisdictions and the potential for unanticipated cost increases and timing issues resulting from the possible deterioration of political relations.

In 1992, the Corporation entered into a joint venture with two Russian government-owned space firms to form Lockheed-Khrunichev-Energia International, Inc. (LKEI). Lockheed Martin owns 51 percent of LKEI and consolidates the operations of LKEI into its financial statements. LKEI has exclusive rights to market launches of commercial, non-Russian-origin space payloads on the Proton rocket from a launch site in Kazakhstan. In 1995, another joint venture was formed, International Launch Services (ILS), with the Corporation and LKEI each holding a 50 percent ownership. ILS was formed to market commercial Atlas and Proton launch services worldwide. Contracts for Proton launch services typically provide for substantial advances from the customer in advance of launch, and a sizable percentage of these advances are forwarded to Khrunichev State Research and Production Space Center (Khrunichev), the manufacturer in Russia, to provide for the manufacture of the related launch vehicle. Significant portions of such advances would be required to be refunded to each customer if launch services were not successfully provided within the contracted time frames. At December 31, 2000, approximately $409 million related to launches not yet provided was included in customer advances and amounts in excess of costs incurred, and approximately $602 million of payments to Khrunichev for launches not yet provided was included in inventories. Through year-end 2000, launch services provided through LKEI and ILS have been in accordance with contract terms.

The Corporation has entered into agreements with RD AMROSS, a joint venture of the Pratt & Whitney division of United Technologies Corporation and the Russian firm NPO Energomash, for the development and purchase, subject to certain conditions, of up to 101 RD-180 booster engines for use in two models of the Corporation's Atlas launch vehicle. Terms of the agreements call for payments to be made to RD AMROSS upon the achievement of certain milestones in the development and manufacturing processes. Approximately $55 million of payments made under these agreements were included in the Corporation's inventories at December 31, 2000.

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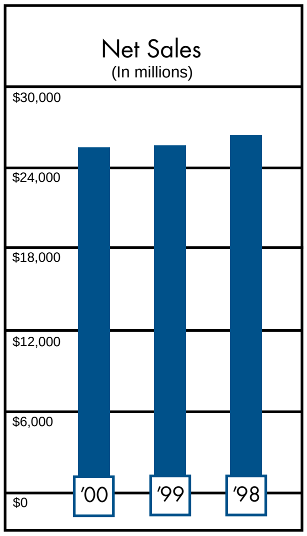


Results of Operations

The Corporation's operating cycle is long-term and involves many types of production contracts with varying production delivery schedules. Accordingly, the results of a particular year, or year-to-year comparisons of recorded sales and profits, may not be indicative of future operating results. The following comparative analysis should be viewed in this context.

The Corporation's consolidated net sales for 2000 were $25.3 billion, a decrease of one percent compared to 1999. Net sales for 1999 were $25.5 billion, a decrease of three percent compared to 1998. During 2000, increases in net sales in the Systems Integration, Technology Services and Global Telecommunications segments compared to 1999 were more than offset by decreases in the remaining business segments. In 1999, net sales decreases in the Space Systems and Corporate and Other segments more than offset increases in the remaining business segments. The U.S. Government remained the Corporation's largest customer, comprising approximately 70 percent of the Corporation's net sales for 2000 compared to 71 percent in 1999 and 70 percent in 1998.

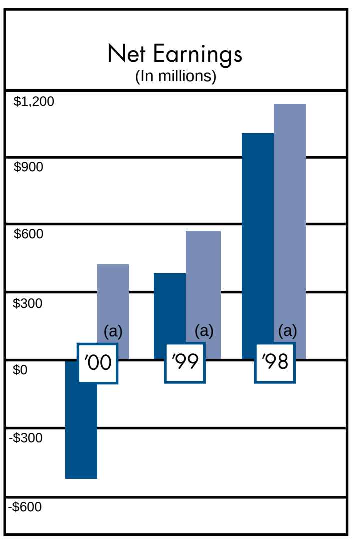
The Corporation's operating profit (earnings before interest and taxes) for 2000 was approximately $1.2 billion, a decrease of 40 percent compared to 1999. Operating profit for 1999 was approximately $2.0 billion, a decrease of 20 percent compared to 1998. The reported amounts for the three years presented include the financial impacts of various nonrecurring and unusual items. The impact of these items on operating profit, net (loss) earnings and (loss) earnings per diluted share is as follows:

Effects of nonrecurring and unusual items:

(In millions)	Operating (loss) profit	Net (loss) earnings	(Loss) earnings per diluted share
Year ended December 31, 2000			
Loss related to AES Transaction (see Note 3)	**$(598)**	**$ (878)**	**$(2.18)**
Gain on sale of Control Systems (see Note 3)	**302**	**180**	**.45**
Charge related to Globalstar guarantee (see Note 10)	**(141)**	**(91)**	**(.23)**
Impairment charge related to ACeS (see Note 9)	**(117)**	**(77)**	**(.19)**
Partial reversal of CalComp reserve (see Note 4)	**33**	**21**	**.05**
Gain on sales of surplus real estate	**28**	**19**	**.05**
Other portfolio shaping items	**(46)**	**(30)**	**(.07)**
Extraordinary loss on early extinguishment of debt (see Note 10)	**—**	**(95)**	**(.24)**
	$(539)	**$ (951)**	**$(2.36)**
Year ended December 31, 1999			
Divestiture of interest in L-3 (see Note 3)	$ 155	$ 101	$ .26
Gain on sales of surplus real estate	57	37	.10
Partial reversal of CalComp reserve (see Note 4)	20	12	.03
Divestitures and other portfolio shaping items	17	12	.03
Cumulative effect of change in accounting principle (see Note 1)	—	(355)	(.93)
	$ 249	$(193)	$ (.51)
Year ended December 31, 1998			
Charge for shutdown of CalComp (see Note 4)	$(233)	$(183)	$ (.48)
Gain on sales of surplus real estate	35	23	.06
Initial public offering of L-3 (see Note 3)	18	12	.03
Divestitures and other portfolio shaping items	18	12	.03
	$(162)	$(136)	$ (.36)

The note references in the preceding table refer to the Notes to Consolidated Financial Statements included in this Annual Report.

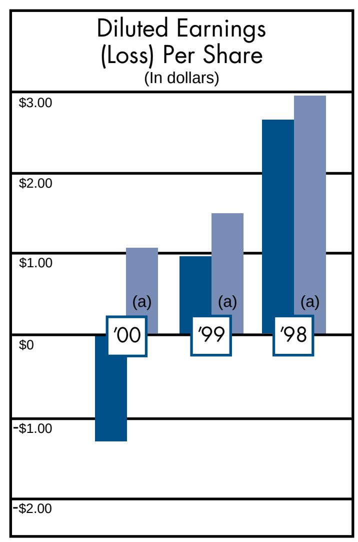
Excluding the effects of these nonrecurring and unusual items for each year, operating profit for 2000 would have decreased by one percent compared to 1999, and would have decreased by 34 percent for 1999 compared to 1998. For 2000 compared to 1999, reductions in operating profit at the Space Systems, Global Telecommunications and Corporate and Other segments more than offset increases in operating profit at the remaining business segments. Operating profit for 2000 compared to 1999 in the Aeronautics and Space Systems segments were favorably impacted by the absence in 2000 of negative adjustments recorded in 1999 on the C-130J airlift aircraft and Titan IV



a. Excluding the effects of the items presented in the preceding table entitled "Effects of nonrecurring and unusual items," net earnings for 2000, 1999 and 1998 would have been $432 million, $575 million and $1,137 million, respectively.

launch vehicle programs, respectively. In addition, as more fully discussed in Note 14, "Post-Retirement Benefit Plans," operating profit for 2000 was favorably impacted by an increase in net pension income of $213 million as compared to 1999. This increase was due primarily to an increase in the expected return on plan assets resulting from an increase in the fair value of plan assets at the beginning of 2000 as compared to the beginning of 1999, in accordance with the provisions of SFAS No. 87, "Employers' Accounting For Pensions." Additionally, favorable actual investment returns in comparison to expected returns on plan assets in 1999 resulted in an increase in the recognition of actuarial gains in 2000. These increases were partially offset by an increase in the interest cost component of pension income associated with the Corporation's total estimated benefit obligation.

For 1999 compared to 1998, decreases in operating profit at the Space Systems, Aeronautics and Global Telecommunications segments more than offset the increases in operating profit at the remaining business segments. Operating profits for 1999 compared to 1998 in the Aeronautics and Space Systems segments were negatively impacted by the adjustments recorded on the C-130J and Titan IV programs mentioned above, and by the absence in 1999 of a favorable adjustment recorded during 1998 in the Space Systems segment related to the Atlas launch vehicle program.



a. Excluding the effects of the items presented in the preceding table entitled "Effects of nonrecurring and unusual items," diluted earnings per share for 2000, 1999 and 1998 would have been $1.07, $1.50 and $2.99, respectively.

For a more detailed discussion of the operating results of the business segments, see "Discussion of Business Segments" below.

(Continued)

The Corporation reported a net loss for 2000 of $519 million, a decrease of approximately $900 million compared to 1999 results. Reported net earnings for 1999 were $382 million, a decrease of 62 percent compared to 1998. The 2000 reported amount included the combined after-tax effects of the nonrecurring and unusual items presented above. The combination of these nonrecurring and unusual items reduced 2000 net earnings by $951 million, or $2.36 per diluted share. The after-tax effects of the 1999 and 1998 nonrecurring and unusual items are also presented above. On a combined basis, these nonrecurring and unusual items decreased 1999 and 1998 net earnings by $193 million, or $.51 per diluted share, and $136 million, or $.36 per diluted share, respectively.

The Corporation reported diluted (loss) earnings per share of $(1.29), $.99, and $2.63 for 2000, 1999, and 1998, respectively. If the nonrecurring and unusual items described above were excluded from the calculation of earnings per share, diluted earnings per share for 2000, 1999 and 1998 would have been $1.07, $1.50, and $2.99, respectively.

Discussion of Business Segments

The Corporation operates in five principal business segments: Systems Integration, Space Systems, Aeronautics, Technology Services and Global Telecommunications. All other activities of the Corporation fall within the Corporate and Other segment. The following tables of financial information and related discussions of the results of operations of the Corporation's business segments correspond to additional segment information presented in "Note 17—Information on Industry Segments and Major Customers" of the Notes to Consolidated Financial Statements.

In the third quarter of 2000, Lockheed Martin began presenting LMGT, which includes the operations of COMSAT and IBS, as a separate segment called Global Telecommunications. The operations of LMGT and IBS were previously included in the Corporate and Other segment. Earlier in 2000, the Corporation reassigned the Management & Data Systems business unit and the space applications systems line of business from the Systems Integration segment to the Space Systems segment. Prior period amounts have been reclassified to conform to these organizational changes.

(In millions)	**2000**	1999	1998
Net sales			
Systems Integration	**$ 9,647**	$ 9,570	$ 9,334
Space Systems	**7,127**	7,209	8,600
Aeronautics	**4,885**	5,499	5,459
Technology Services	**2,318**	2,261	1,935
Global Telecommunications	**766**	389	251
Corporate and Other	**586**	602	687
	$25,329	$25,530	$26,266

(In millions)	**2000**	1999	1998
Operating profit (loss)			
Systems Integration	**$ 583**	$ 880	$ 858
Space Systems	**416**	561	1,045
Aeronautics	**343**	247	649
Technology Services	**126**	137	135
Global Telecommunications	**(215)**	(97)	(4)
Corporate and Other	**(48)**	281	(161)
	$ 1,205	$ 2,009	$ 2,522

The following table displays the total impact on each segment's operating profit (loss) of the nonrecurring and unusual items presented earlier for each of the three years presented:

(In millions)	**2000**	1999	1998
Segment effects of nonrecurring and unusual items—operating (loss) profit			
Systems Integration	**$ (304)**	$ 13	$ 4
Space Systems	**25**	21	—
Aeronautics	**—**	—	—
Technology Services	**(34)**	—	—
Global Telecommunications	**(117)**	—	—
Corporate and Other	**(109)**	215	(166)
	$ (539)	$ 249	$ (162)

In an effort to make the following discussion of significant operating results of each business segment more understandable, the effects of these nonrecurring and unusual items have been excluded. The Space Systems and Aeronautics segments generally include programs that are substantially larger in terms of sales and operating results than those included in the other segments. Accordingly, due to the large number of relatively smaller programs in the Systems Integration, Technology Services and Global Telecommunications segments, the impacts of performance by individual programs typically are not as significant to these segments' overall results of operations.

Systems Integration

Net sales of the Systems Integration segment increased by one percent in 2000 compared to 1999, and increased by three percent in 1999 compared to 1998. For the year ended December 31, 2000 compared to 1999, net sales increased by approximately $360 million as a result of volume increases in the segment's Naval Electronic and Surveillance Systems product line and electronic platform integration activities. Net sales also increased by approximately $115 million in the segment's Missiles & Air Defense product line, primarily as a result of the Theater High Altitude Area Defense (THAAD) program's movement into the engineering, manufacturing and development (EMD) phase. These increases were partially offset by a reduction in net sales of approximately $410 million related to the AES and Control Systems businesses primarily due to the divestiture of these businesses in 2000. The increase in 1999 was comprised of a $100 million increase related to increased volume on surface systems activities, an $80 million increase in volume on tactical training systems and a $65 million increase in postal systems program activities. These increases were partially offset by a decrease of $100 million in classified activities and space electronics programs. The remaining increase was primarily attributable to increased electronics activities in the United Kingdom.

Operating profit for the segment increased by two percent both in 2000 compared to 1999 and in 1999 compared to 1998. In 2000, the previously mentioned volume increases in the segment's Naval Electronic and Surveillance Systems product line and electronic platform integration activities contributed approximately $40 million to the increase in operating profit from 1999. This increase was partially offset by an approximate $20 million decline in operating profit related to the AES and Control Systems businesses due to their divestiture in 2000. Also during 2000, increases in operating profit attributable to the THAAD program's movement into the EMD phase, as well as the absence in 2000 of a $15 million penalty recorded on that program in the second quarter of 1999, were offset by declines in operating profit on certain fire control and sensor programs due to program maturity. The 1999 increase was comprised of a $50 million increase related to the tactical training systems and postal systems volume increases discussed in the preceding paragraph as well as improved performance on missile and fire control programs. These increases were offset by the aforementioned $15 million penalty on the THAAD program and the absence in 1999 of a $16 million favorable arbitration resolution recorded in 1998. The remaining fluctuation in 1999 year-over-year operating profit related to declines in volume on various other systems integration activities.

Space Systems

Net sales of the Space Systems segment decreased by one percent in 2000 compared to 1999, and by 16 percent in 1999 compared to 1998. In 2000, net sales decreased by approximately $440 million due to volume declines in military, civil, and classified satellite activities, and by $180 million due to decreased ground systems activities. An additional $140 million decrease related to reduced volume in government launch vehicle programs. These decreases were partially offset by approximately $490 million related to increased volume on commercial space activities as well as an approximate $50 million increase in various other space system activities. Year-over-year net sales also increased due to the absence in 2000 of approximately $90 million in negative adjustments recorded during 1999 related to the Titan IV program. These adjustments included the effects of changes in estimates for award and incentive fees resulting from a second quarter 1999 Titan IV launch failure, as well as a more conservative assessment of future program performance. In addition, 2000 net sales were also favorably impacted by an approximate $50 million adjustment recorded in 2000 on the Titan IV program as a result of contract modifications and improved performance on the program. The contract modifications, which resulted primarily from the U.S. Government's Broad Area Review team recommendations, provided for a more balanced sharing of risk in the future. The improved performance on the program resulted from the successful implementation of corrective actions and initiatives taken since the previously mentioned 1999 Titan IV launch failure. During 1999, almost half of the segment's net sales decrease resulted from volume decreases on military satellite programs and classified activities. Net sales were also reduced by a $185 million decrease in commercial and civil satellite activities as a result of the maturity of certain programs and lower market demand. Net sales were further reduced by an approximate $175 million decrease from 1998 related to ground systems activities, and by a $50 million decrease in launch vehicle activities. As mentioned previously, during 1999 the segment recorded a negative adjustment related to the Titan IV program which reduced net sales by approximately $90 million. The remaining decrease in 1999 net sales was related to a decline in volume on various other space systems activities.

Operating profit for the segment decreased by 28 percent in 2000 compared to 1999, and decreased by 48 percent in 1999 compared to 1998. Continued market and pricing pressures on commercial space programs, increased investment in certain launch vehicle programs and reduced margins on commercial satellites decreased 2000 operating profit by approximately $180 million from 1999. This decrease included charges of approximately $85 million recorded in 2000 on the Atlas launch vehicle program related to continued market and pricing pressures. In addition, 2000 operating profit was further reduced by approximately $35 million due to the impact of the volume declines on military, civil, and classified satellite programs mentioned previously. Consistent with the change in net sales, the absence in 2000 of the negative adjustments recorded during 1999 on the Titan IV program, combined with the favorable adjustments recorded in 2000 on the same program, had an approximate $140 million positive impact on 2000 operating profit. The remainder of the decrease is primarily attributable to an approximate $55 million decrease in operating profit related to a more conservative assessment of future performance on government launch vehicle programs. A contributing factor to the decrease in the segment's operating profit in 1999 compared to 1998 was the impact of a third quarter 1998 favorable adjustment of approximately $120 million, net of state income taxes, which resulted from a significant improvement in the Atlas program related to the retirement of technical and program risk. In addition, 1999 operating profit was adversely affected by the impact of the $90 million Titan IV program adjustment discussed above. Operating profit in 1999 was also adversely impacted by increased period costs (principally start-up costs) related to launch vehicle investments which accounted for approximately 15 percent of the decrease, by a reduction in Trident fleet ballistic missile activities that reduced operating profit by approximately $30 million, and by a launch vehicle contract cancellation which resulted in a charge of $30 million. The remainder of the decrease is attributable to the decline in sales related to military satellite and classified activities mentioned above as well as a reduction in commercial satellite activities.

Aeronautics

Net sales of the Aeronautics segment decreased by 11 percent in 2000 compared to 1999, after having increased by one percent in 1999 compared to 1998. Approximately 95 percent of the decrease in 2000 net sales is attributable to declines in F-16 fighter aircraft and C-130J airlift aircraft sales and deliveries. These decreases more than offset increases in net sales related to the F-22 fighter aircraft program. The 1999 increase was comprised of $715 million in increased sales related to C-130J program activities offset by a $717 million decrease in F-16 sales and deliveries. The remaining increase was attributable to increased sales on various other aircraft programs.

Operating profit for the segment increased by 39 percent in 2000 compared to 1999 after decreasing by 62 percent in 1999 compared to 1998. The current year increase is primarily attributable to the absence in 2000 of a $210 million negative adjustment recorded during the second quarter of 1999 that resulted from changes in estimates related to the C-130J program due to cost growth and a reduction in production rates. This increase was partially offset by an approximate $115 million reduction in 2000 operating profit resulting from the decrease in aircraft sales and deliveries mentioned in the preceding paragraph. The 1999 decrease from 1998 principally reflects the $210 million negative impact of the previously mentioned C-130J program adjustment. Additionally, the Corporation decided in the fourth quarter of 1999 not to record profit on C-130J deliveries, as a result of changes in estimates due to cost growth and reduced production rates, until further favorable progress occurs in terms of orders and cost. Of the remaining decrease in 1999 operating profit, $80 million resulted from reduced F-16 deliveries, with the remainder due to volume decreases on various other aircraft programs.

Technology Services

Net sales of the Technology Services segment increased by three percent in 2000 as compared to 1999, and by 17 percent in 1999 compared to 1998. The increase in 2000 net sales is comprised of an approximate $150 million increase in various federal technology services programs including the Consolidated Space Operations Contract and the Rapid Response contract. These increases were partially offset by an approximate $95 million decline in volume on aircraft maintenance and logistics contracts and certain defense and science energy services contracts due to program completions. The increase in 1999 net sales was mainly the result of an approximate $300 million increase in volume on the Consolidated Space Operations Contract, which was awarded in September 1998.

Operating profit for the segment increased by 17 percent in 2000 compared to 1999, and by one percent in 1999 compared to 1998. The increase in 2000 is primarily attributable to various federal technology services programs including the impact of the volume increases discussed above and increased profitability on certain information services contracts, and improved performance on certain aircraft maintenance and logistics contracts. These increases were partially offset by the operating profit impact of the previously mentioned volume declines on certain defense and science energy services contracts. The increase in 1999 operating profit was primarily attributable to the Consolidated Space Operations Contract. The remaining change was comprised of increases related to improved performance on aircraft maintenance and logistics contracts that were partially offset by decreases attributable to the timing of award fees on certain defense and science energy services contracts.

Global Telecommunications

Net sales of the Global Telecommunications segment increased by 97 percent in 2000 compared to 1999, and by 55 percent in 1999 compared to 1998. The increase in 2000 net sales was primarily attributable to the Corporation's consummation of the merger with COMSAT and the inclusion of COMSAT's consolidated operations in the segment's results beginning August 1, 2000. COMSAT contributed approximately $250 million to the increase in 2000 net sales. The majority of the remaining increase was associated with the recognition of approximately $65 million in net sales on a Proton launch vehicle, which successfully launched the ACeS 1 satellite in the first quarter of 2000. The remainder of the increase was mainly related to an approximate $35 million increase in volume on various network systems and technology programs. The 1999 increase was comprised of $75 million related to increased volume on information technology outsourcing contracts and $75 million in international telecommunications contracts, government services programs and various systems and technology programs. These increases more than offset declines in other Global Telecommunications activities.

Global Telecommunications' operating loss increased by approximately $1 million in 2000 compared to 1999, and by approximately $93 million in 1999 compared to 1998. During 2000, pricing pressures and the impact of negative adjustments related to performance on certain information outsourcing programs resulted in an approximate $30 million increase in the segment's operating loss. This increase in the operating loss was almost entirely offset by reduced operating expenses at LMGT headquarters as a result of synergies realized through the merger with COMSAT, and the impact of increased volume on network systems and technology programs discussed in the preceding paragraph. The increase in the operating loss in 1999 reflects $103 million in operating losses related to LMGT which began operations effective January 1, 1999, partially offset by increased operating profit related to the volume increases on information technology outsourcing contracts discussed in the preceding paragraph.

(Continued)

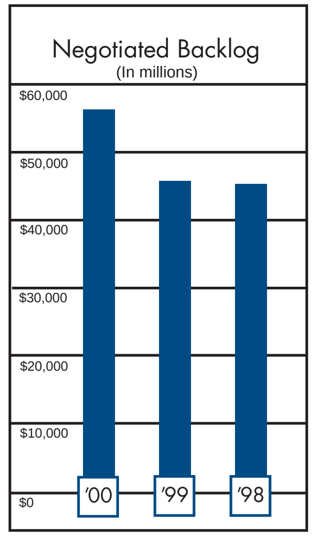
Corporate and Other

Net sales of the Corporate and Other segment decreased by three percent in 2000 compared to 1999, and by 12 percent in 1999 compared to 1998. The decline in net sales for the year was attributable to reduced volume in the segment's properties line of business and the absence in 2000 of sales attributable to the Corporation's commercial graphics company, Real 3D, which was divested in the fourth quarter of 1999. These decreases in net sales more than offset increased volume on state and municipal services programs. The majority of the 1999 decrease related to the absence in 1999 of $155 million in net sales attributable to the segment's CalComp subsidiary, which shut down operations during 1999. This decrease was partially offset by $65 million in increased volume on various state and municipal services contracts.

Operating profit for the segment decreased by $5 million in 2000 compared to 1999, after increasing by $61 million in 1999 compared to 1998. The majority of the decrease in 2000 operating profit was due to the expensing of start-up costs associated with the Corporation's e-commerce investment and the absence in 2000 of a favorable adjustment recorded by the segment's Communications Industry Services line of business in the first quarter of 1999. The decreases in the segment were partially offset by increases in interest income, the absence in 2000 of losses associated with Real 3D, and the impact of the higher volume on state and municipal services programs discussed previously. The increase in 1999 was primarily attributable to the absence in 1999 of operating losses incurred by the segment's CalComp and Real 3D operating units in 1998.

Backlog

Total negotiated backlog of $56.4 billion at December 31, 2000 included both unfilled firm orders for the Corporation's products for which funding has been authorized and appropriated by the customer (Congress, in the case of U.S. Government agencies) and firm orders for which funding has not been appropriated.



The following table shows total backlog by segment at the end of each of the last three years:

(In millions)	**2000**	1999	1998
Backlog			
Systems Integration	**$16,706**	$13,971	$12,524
Space Systems	**14,976**	15,998	17,330
Aeronautics	**17,570**	9,003	10,265
Technology Services	**4,371**	4,399	3,503
Global Telecommunications	**1,625**	1,533	763
Corporate and Other	**1,176**	1,009	960
	$56,424	$45,913	$45,345

Total Systems Integration backlog increased by 20 percent in 2000 compared to 1999, and by 12 percent in 1999 compared to 1998. The majority of the 2000 increase was attributable to new orders for missile and air defense systems, primarily orders received on the THAAD program as a result of that program's movement into the EMD phase. Increased orders for naval electronic and surveillance systems and various platform integration activities were partially offset by the absence of backlog associated with the segment's AES and Control Systems businesses, which were divested during 2000. The remainder of the 2000 variance from 1999 was primarily due to sales on existing orders and decreases in new orders on Command, Control, Communications, Computers and Intelligence (C4I) programs. Approximately one half of the 1999 increase from 1998 was comprised of new orders for missile systems, with the remaining increase primarily attributable to increased orders for various platform integration activities and increased surface ship system awards.

Total Space Systems backlog decreased by six percent in 2000 compared to 1999, and by eight percent in 1999 compared to 1998. The decrease in 2000 was primarily attributable to declines in backlog on government launch vehicles and commercial satellites due to decreases in new orders and sales on existing orders, respectively. Additional decreases in orders of military, civil, and classified satellites were partially offset by an increase in orders for commercial launch vehicles. The decrease in 1999 was mainly attributable to significant decreases in launch vehicle backlog as a result of a decline in new orders and sales on existing orders, as well as in backlog associated with military satellites and classified activities. Approximately one half of these decreases were partially offset by new orders for commercial and civil satellites.

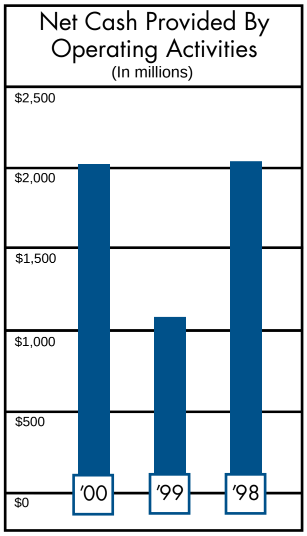
Total Aeronautics backlog increased by 95 percent in 2000 compared to 1999 after decreasing by 12 percent in 1999 compared to 1998. The 2000 increase is primarily due to approximately $10.6 billion in orders related to the F-16 fighter aircraft program, including new F-16 contracts with the U.S. Government, the United Arab Emirates (UAE), Israel, Greece, Singapore and Korea, collectively. This increase was partially offset by a reduction in backlog for the F-22 fighter aircraft program as a result of increased sales on existing orders. The decline in 1999 backlog was a result of approximately equal decreases on F-16 programs and C-130J airlift aircraft programs related to the timing of new orders and sales recorded during 1999. An increase in orders associated with the F-22 program offset approximately one-third of the aforementioned decreases.

Total Technology Services backlog decreased by one percent in 2000 compared to 1999 after having increased by 26 percent in 1999 compared to 1998. The decrease in 2000 was primarily associated with sales on existing federal technology services contracts, principally the Consolidated Space Operations Contract. The increase in 1999 was attributable to new orders associated with the 1999 award of an aircraft engine maintenance contract by the U.S. Air Force which was partially offset by sales on the Consolidated Space Operations Contract.

Total Global Telecommunications backlog increased approximately six percent in 2000 compared to 1999, and increased significantly in 1999 compared to 1998. The 2000 increase was primarily the result of the acquisition of COMSAT in 2000 and new orders on network systems and technology programs. The 1999 increase was primarily the result of new orders on information outsourcing contracts with the remainder of the increase reflecting new orders on various network systems and technology programs.

Total Corporate and Other backlog increased by 17 percent in 2000 compared to 1999, and increased by five percent in 1999 compared to 1998. The 2000 increase was mainly attributable to new orders on various state and municipal services programs. The 1999 increase was primarily the result of increases on various state and municipal services programs which were partially offset by the absence at year-end 1999 of backlog related to the Corporation's Real 3D business unit, which was divested in the fourth quarter of 1999.

(Continued)



Liquidity and Cash Flows

Operating Activities

Operating activities provided $2.0 billion in cash during 2000, compared to $1.1 billion and $2.0 billion provided in 1999 and 1998, respectively. The significant increase in 2000 compared to 1999 was primarily the result of lower working capital requirements and reduced net federal income tax payments. The significant decrease in cash provided by operations during 1999 compared to 1998 resulted from the decrease in earnings before cumulative effect of change in accounting between the periods and increased working capital requirements.

Investing Activities

Investing activities provided $1.8 billion in cash during 2000, compared to $1.6 billion used and $455 million used during 1999 and 1998, respectively. Cash used for additions to property, plant and equipment declined 25 percent in 2000 after a four percent decrease in 1999. During 2000, the divestiture of certain non-core businesses and the sale of investments accounted for the majority of cash provided by investing activities. As discussed previously under the caption "Divestiture Activities," the Corporation's sale of its AES and Control Systems businesses, as well as the sale of a portion of its investment in Inmarsat, generated approximately $1.7 billion, $510 million, and $164 million, respectively. Also in 2000, $257 million of cash was used for additional investments in affiliated companies, including $127 million of net cash used for additional investments in Astrolink International, LLC, a joint venture in which Lockheed Martin holds an approximate 31 percent interest. The remainder of the 2000 activity was attributable to various other investing activities. During 1999, as discussed previously under the caption "Business Combination with COMSAT Corporation," $1.2 billion was used to acquire the Corporation's initial 49 percent investment in COMSAT, which was the primary reason for the increase in the use of cash in 1999 compared to 1998. Also in 1999, $263 million of cash was provided related to the sale of the Corporation's interest in L-3, which was partially offset by $103 million of cash used for additional investments in Astrolink International, LLC and other affiliated companies.

Financing Activities

The Corporation used $2.7 billion in cash for financing activities during 2000, compared to $731 million provided by financing activities during 1999 and $1.3 billion used during 1998. During 2000, improved operating cash flows and cash provided by investing activities allowed the Corporation to reduce its long-term debt by approximately $2.1 billion and decrease its net short-term borrowings by $463 million. The reduction in long-term debt was primarily attributable to the Corporation's completion of tender offers for certain of its long-term debt securities during the fourth quarter of 2000. The Corporation used $2.1 billion to consummate the tender offers, resulting in the early extinguishment of $1.9 billion in long-term debt and an extraordinary loss of $156 million, or $95 million after tax. Approximately $882 million of long-term debt will mature in 2001. The $2.0 billion increase in cash provided by financing activities in 1999 as compared to the cash used during 1998 reflects the Corporation's issuance of $3.0 billion in long-term debt securities in the fourth quarter of 1999, partially offset by repayments of long-term debt totaling $1.1 billion and a net decrease of $868 million in short-term borrowings outstanding. During 1998, operating activities generated a significant amount of cash which allowed the Corporation to reduce its total debt by more than $1.0 billion.

The Corporation paid dividends of $183 million in 2000 compared to $345 million in 1999 and $310 million in 1998.

Other

The Corporation receives advances on certain contracts to finance inventories. At December 31, 2000, approximately $1.9 billion in advances and progress payments related to work in process were received from customers and recorded as a reduction to inventories in the Corporation's Consolidated Balance Sheet. Also at December 31, 2000, approximately $626 million of customer advances and progress payments were recorded in receivables as an offset to unbilled costs and accrued profits. Approximately $4.8 billion of customer advances and amounts in excess of costs incurred, which are typically from foreign governments and commercial customers, were included in current liabilities at the end of 2000.

Capital Structure and Resources

Total debt, including short-term borrowings, decreased by approximately 17 percent during 2000 from approximately $12.0 billion at December 31, 1999. The decrease was primarily the result of the completion of the tender offers mentioned previously. The remaining change in debt was comprised of scheduled repayments of long-term debt totaling approximately $50 million and net repayments of short-term debt of approximately $463 million, primarily attributable to commercial paper repayments of approximately $475 million. These decreases were partially offset by approximately $410 million in debt assumed in conjunction with the COMSAT Merger. The Corporation's long-term debt is primarily in the form of publicly issued, fixed-rate notes and debentures. At year-end 2000, the Corporation held cash and cash equivalents of approximately $1.5 billion, a portion of which is expected to be used to meet scheduled long-term debt maturities in 2001.

Total stockholders' equity was $7.2 billion at December 31, 2000, an increase of approximately $800 million from the December 31, 1999 balance. This increase resulted from the issuance of 27.5 million shares of the Corporation's common stock and the assumption of 4.3 million COMSAT stock options related to the completion of the Merger with COMSAT. On a combined basis, these non-cash items increased stockholders' equity by approximately $1.4 billion. Employee stock option and ESOP activities accounted for a further increase of approximately $218 million. These increases were partially offset by the 2000 net loss of $519 million, the payment of dividends of $183 million and other comprehensive losses of approximately $134 million primarily related to the temporary decline in value of the Corporation's investment in Loral Space. As a result of the above factors, the Corporation's total debt to capitalization ratio decreased from 65 percent at December 31, 1999 to 58 percent at December 31, 2000.

At the end of 2000, the Corporation had in place a revolving credit facility in the amount of $3.5 billion, which expires on December 20, 2001 (the Credit Facility). No borrowings were outstanding under this facility at December 31, 2000. In March 2000, the Corporation filed a shelf registration with the Securities and Exchange Commission (SEC) to provide for the issuance of up to $1 billion in debt securities. The registration statement was declared effective on April 14, 2000. Were the Corporation to issue debt securities under this shelf registration, it would expect to use the net proceeds for general corporate purposes. These purposes may include repayment of other debt, working capital needs, capital expenditures, acquisitions and any other general corporate purpose.

The Corporation actively seeks to finance its business in a manner that preserves financial flexibility while minimizing borrowing costs to the extent practicable. The Corporation's management continually reviews changes in financial, market and economic conditions to manage the types, amounts and maturities of the Corporation's indebtedness. Periodically, the Corporation may refinance existing indebtedness, vary its mix of variable rate and fixed rate debt, or seek alternative financing sources for its cash and operational needs.

Cash and cash equivalents (including temporary investments), internally generated cash flow from operations and other available financing resources are expected to be sufficient to meet anticipated operating, capital expenditure and debt service requirements and discretionary investment needs during the next twelve months. Consistent with the Corporation's desire to generate cash to reduce debt and invest in its core businesses, management anticipates that, subject to prevailing financial, market and economic conditions, the Corporation may continue to divest certain non-core businesses, passive equity investments and surplus properties.

In connection with the UAE's order for F-16 fighter aircraft discussed previously, in June 2000, the Corporation issued a letter of credit in the amount of $2 billion related to advance payments to be received under the contract. At December 31, 2000, in accordance with the terms of the agreement with the UAE, the amount of the letter of credit available for draw down in the event of the Corporation's nonperformance under the contract was limited to the amount of advance payments received to date, or approximately $900 million. These advance payments were recorded in customer advances and amounts in excess of costs incurred in the Consolidated Balance Sheet at December 31, 2000.

The Corporation has entered into standby letter of credit agreements and other arrangements with financial institutions primarily relating to the guarantee of future performance on certain other contracts. At December 31, 2000, the Corporation had contingent liabilities on outstanding letters of credit, guarantees and other arrangements aggregating approximately $940 million.

The Corporation satisfied its contractual obligation with respect to its guarantee of certain indebtedness of Globalstar with a net payment of $150 million on June 30, 2000 to repay a portion of Globalstar's borrowings under a revolving credit agreement. The Corporation has no remaining guarantees in place related to Globalstar. The Corporation continues to guarantee certain borrowings of Space Imaging LLC (Space Imaging), a joint venture in which the Corporation holds a 46 percent ownership interest. The amount of borrowings outstanding as of December 31, 2000 for which Lockheed Martin was guarantor was approximately $120 million. This amount is included in the aggregate amount of contingent liabilities mentioned in the preceding paragraph.

The Corporation's investment in Space Imaging is accounted for under the equity method of accounting. At December 31, 2000, the Corporation's investment in and receivables from Space Imaging amounted to approximately $131 million. The Corporation expects to continue to provide debt guarantees of up to $150 million in connection with a new loan facility which Space Imaging is negotiating.

Effective March 31, 2000, the Corporation converted its 45.9 million shares of Loral Space Series A Preferred Stock into an equal number of shares of Loral Space common stock. The Corporation plans to divest its shares of Loral Space; however, the timing of such divestitures and the related amount of cash received will depend on market conditions.

Environmental Matters

As more fully described in "Note 16—Commitments and Contingencies" of the Notes to Consolidated Financial Statements (Note 16), the Corporation is responding to three administrative orders issued by the California Regional Water Quality Control Board (the Regional Board) in connection with its former facilities in Redlands, California. The Corporation estimates that expenditures required to implement work currently approved by the Regional Board related to the Redlands facilities will be approximately $90 million. Also in connection with the Redlands facilities, the Corporation is coordinating with the U.S. Air Force, which is working with the aerospace and defense industry to conduct preliminary studies of the potential health effects of perchlorate exposure in connection with several sites across the country, including the Redlands site. The results of these studies will assist state and federal regulators in setting appropriate action levels for perchlorates in groundwater, which will in turn assist the Corporation in determining its ultimate clean-up obligation, if any, with respect to perchlorates. Also as mentioned in Note 16, since 1990, the Corporation has been responding to various consent decrees and orders relating to soil and regional groundwater contamination in the San Fernando Valley (including the cities of Burbank and Glendale) associated with the Corporation's former operations in Burbank, California. Under an agreement reached with the U.S. Government and filed with the U.S. District Court in January 2000 (the Agreement), an amount equal to approximately 50 percent of future expenditures for certain remediation activities will be reimbursed by the U.S. Government as a responsible party under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). The Corporation estimates that total expenditures required over the remaining terms of the consent decrees and orders related to the Burbank and Glendale facilities, net of the effects of the Agreement, will be approximately $45 million.

The Corporation is a party to various other proceedings and potential proceedings related to environmental clean-up issues, including matters at various sites where it has been designated a Potentially Responsible Party (PRP) by the EPA or by a state agency. In the event the Corporation is ultimately found to have liability at those sites where it has been designated a PRP, the Corporation anticipates that the actual burden for the costs of remediation will be shared with other liable PRPs. Generally, PRPs that are ultimately determined to be responsible parties are strictly liable for site clean-up and usually agree among themselves to share, on an allocated basis, the costs and expenses for investigation and remediation of hazardous materials. Under existing environmental laws, however, responsible parties are jointly and severally liable and, therefore, the Corporation is potentially liable for the full cost of funding such remediation. In the unlikely event that the Corporation was required to fund the entire cost of such remediation, the statutory framework provides that the Corporation may pursue rights of contribution from the other PRPs. Among the variables management must assess in evaluating costs associated with these sites are changing cost estimates, continually evolving governmental environmental standards and cost allowability issues. Therefore, the nature of these environmental matters makes it extremely difficult to estimate the timing and amount of any future costs that may be necessary for remedial actions.

The Corporation records appropriate financial statement accruals for environmental issues in the period in which it is probable that a liability has been incurred and the amounts can be reasonably estimated. In addition to the matters with respect to the Redlands and Burbank properties and the city of Glendale described above, the Corporation has accrued approximately $190 million at December 31, 2000 for other matters in which an estimate of financial exposure could be determined. Management believes, however, that it is unlikely that any additional liability the Corporation may incur for known environmental issues would have a material adverse effect on its consolidated results of operations or financial position.

Also as more fully described in Note 16, the Corporation is continuing to pursue recovery of a significant portion of the unanticipated costs incurred in connection with the $180 million fixed price contract with the U.S. Department of Energy (DOE) for the remediation of waste found in Pit 9. The Corporation has been unsuccessful to date in reaching any agreements with the DOE on cost recovery or other contract restructuring matters. In 1998, the management contractor for the project, a wholly-owned subsidiary of the Corporation, at the DOE's direction, terminated the Pit 9 contract for default. At the same time, the Corporation filed a lawsuit seeking to overturn the default termination. Subsequently, the Corporation took actions to raise the status of its request for equitable adjustment to a formal claim. Also

(Continued)

in 1998, the management contractor, again at the DOE's direction, filed suit against the Corporation seeking recovery of approximately $54 million previously paid to the Corporation under the Pit 9 contract. The Corporation is defending this action in which discovery has been pending since August 1999. In October 1999, the U.S. Court of Federal Claims stayed the DOE's motion to dismiss the Corporation's lawsuit, finding that the Court has jurisdiction. The Court ordered discovery to commence and gave leave to the DOE to convert its motion to dismiss to a motion for summary judgment if supported by discovery. The Corporation continues to assert its position in the litigation while continuing its efforts to resolve the dispute through non-litigation means.

Other Matters

The Corporation's primary exposure to market risk relates to interest rates and foreign currency exchange rates. The Corporation's financial instruments which are subject to interest rate risk principally include variable rate commercial paper and fixed rate long-term debt. The Corporation's long-term debt obligations are generally not callable until maturity. The Corporation may use interest rate swaps to manage its exposure to fluctuations in interest rates; however, there were no such agreements outstanding at December 31, 2000.

The Corporation uses forward exchange contracts to manage its exposure to fluctuations in foreign exchange rates. These contracts are designated as qualifying hedges of firm commitments or specific anticipated transactions, and related gains and losses on the contracts are recognized in income when the hedged transaction occurs. Effective January 1, 2001, the Corporation began accounting for these contracts under the provisions of SFAS No. 133, as amended. At December 31, 2000, the fair value of forward exchange contracts outstanding, as well as the amounts of gains and losses recorded during the year then ended, were not material. The Corporation does not hold or issue derivative financial instruments for trading purposes.

The management of Lockheed Martin prepared and is responsible for the consolidated financial statements and all related financial information contained in this Annual Report. The consolidated financial statements, which include amounts based on estimates and judgments, have been prepared in accordance with accounting principles generally accepted in the United States.

In recognition of its responsibility for the integrity and objectivity of data in the financial statements, the Corporation maintains a system of internal accounting controls designed and intended to provide reasonable assurance that assets are safeguarded and transactions are properly executed and recorded. An environment that provides for an appropriate level of control consciousness is maintained and monitored and includes examinations by an internal audit staff and by the independent auditors in connection with their annual audit.

Essential to the Corporation's internal control system is management's dedication to the highest standards of integrity, ethics and social responsibility. In connection therewith, management has issued the Code of Ethics and Business Conduct and written policy statements that cover, among other topics, environmental protection, potentially conflicting outside interests of employees, proper business practices, and adherence to high standards of conduct and practices in dealings with customers, including the U.S. Government. The importance of ethical behavior is regularly communicated to all employees through the distribution of the Code of Ethics and Business Conduct, and through ongoing education and review programs designed to create a strong compliance environment.

The Audit and Ethics Committee of the Board of Directors is composed of six outside directors. This Committee meets periodically with the independent auditors, internal auditors and management to review their activities. Both the independent auditors and the internal auditors have unrestricted access to meet with members of the Audit and Ethics Committee, with or without management representatives present.

The consolidated financial statements have been audited by Ernst & Young LLP, independent auditors, whose report follows.

Robert J. Stevens
President and Chief Operating Officer

Christopher E. Kubasik
Vice President and Chief Financial Officer
Acting Controller

Board of Directors and Stockholders
Lockheed Martin Corporation

We have audited the accompanying consolidated balance sheet of Lockheed Martin Corporation as of December 31, 2000 and 1999, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2000. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lockheed Martin Corporation at December 31, 2000 and 1999, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

As discussed in Note 1 of the Notes to Consolidated Financial Statements, in 1999 the Corporation adopted the provisions of the American Institute of Certified Public Accountants' Statement of Position No. 98-5, "Reporting on the Costs of Start-Up Activities."

Ernst + Young LLP

Washington D.C.
January 22, 2001

(In millions, except per share data)	Year ended December 31, 2000	1999	1998
Net sales	**$25,329**	$25,530	$26,266
Cost of sales	**23,715**	23,865	23,914
Earnings from operations	**1,614**	1,665	2,352
Other income and expenses, net	**(409)**	344	170
	1,205	2,009	2,522
Interest expense	**919**	809	861
Earnings before income taxes, extraordinary item and cumulative effect of change in accounting	**286**	1,200	1,661
Income tax expense	**710**	463	660
(Loss) earnings before extraordinary item and cumulative effect of change in accounting	**(424)**	737	1,001
Extraordinary loss on early extinguishment of debt	**(95)**	—	—
Cumulative effect of change in accounting	**—**	(355)	—
Net (loss) earnings	**$ (519)**	$ 382	$ 1,001
(Loss) earnings per common share:			
Basic:			
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.93	$ 2.66
Extraordinary loss on early extinguishment of debt	**(.24)**	—	—
Cumulative effect of change in accounting	**—**	(.93)	—
	$ (1.29)	$ 1.00	$ 2.66
Diluted:			
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.92	$ 2.63
Extraordinary loss on early extinguishment of debt	**(.24)**	—	—
Cumulative effect of change in accounting	**—**	(.93)	—
	$ (1.29)	$ .99	$ 2.63

See accompanying Notes to Consolidated Financial Statements.

(In millions)	2000	Year ended December 31, 1999	1998
Operating Activities			
(Loss) earnings before extraordinary item and cumulative effect of change in accounting	**$ (424)**	$ 737	$ 1,001
Adjustments to reconcile (loss) earnings before extraordinary item and cumulative effect of change in accounting to net cash provided by operating activities:			
Depreciation and amortization	**518**	529	569
Amortization of intangible assets	**450**	440	436
Deferred federal income taxes	**(84)**	293	203
Loss related to AES Transaction	**547**	—	—
Gain on sale of Control Systems business	**(325)**	—	—
Impairment loss related to ACeS	**125**	—	—
Changes in operating assets and liabilities:			
Receivables	**108**	130	809
Inventories	**(187)**	(404)	(1,183)
Customer advances and amounts in excess of costs incurred	**387**	313	329
Income taxes	**522**	(284)	189
Other	**379**	(677)	(322)
Net cash provided by operating activities	**2,016**	1,077	2,031
Investing Activities			
Expenditures for property, plant and equipment	**(500)**	(669)	(697)
AES Transaction	**1,670**	—	—
Sale of Control Systems business	**510**	—	—
Sale of shares of Inmarsat	**164**	—	—
COMSAT Tender Offer	**—**	(1,203)	—
Sale of interest in L-3	**—**	263	—
Additional investments in affiliated companies	**(257)**	(170)	—
Other	**175**	141	242
Net cash provided by (used for) investing activities	**1,762**	(1,638)	(455)
Financing Activities			
Net decrease in short-term borrowings	**(463)**	(868)	(151)
Increases in long-term debt	**—**	2,994	266
Repayments and early extinguishment of long-term debt	**(2,096)**	(1,067)	(1,136)
Issuances of common stock	**14**	17	91
Common stock dividends	**(183)**	(345)	(310)
Other	**—**	—	(51)
Net cash (used for) provided by financing activities	**(2,728)**	731	(1,291)
Net increase in cash and cash equivalents	**1,050**	170	285
Cash and cash equivalents at beginning of year	**455**	285	—
Cash and cash equivalents at end of year	**$ 1,505**	$ 455	$ 285

See accompanying Notes to Consolidated Financial Statements.

(In millions)	December 31, **2000**	1999
Assets		
Current assets:		
Cash and cash equivalents	**$ 1,505**	$ 455
Receivables	**4,195**	4,348
Inventories	**3,825**	4,051
Deferred income taxes	**1,236**	1,237
Other current assets	**498**	605
Total current assets	**11,259**	10,696
Property, plant and equipment	**3,446**	3,634
Investments in equity securities	**2,433**	2,210
Intangible assets related to contracts and programs acquired	**1,088**	1,259
Cost in excess of net assets acquired	**8,855**	9,162
Prepaid pension cost	**1,794**	1,397
Other assets	**1,474**	1,903
	$30,349	$30,261
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	**$ 1,184**	$ 1,228
Customer advances and amounts in excess of costs incurred	**4,780**	4,655
Salaries, benefits and payroll taxes	**1,038**	941
Income taxes	**519**	51
Short-term borrowings	**12**	475
Current maturities of long-term debt	**882**	52
Other current liabilities	**1,760**	1,410
Total current liabilities	**10,175**	8,812
Long-term debt	**9,065**	11,427
Post-retirement benefit liabilities	**1,647**	1,805
Deferred income taxes	**736**	517
Other liabilities	**1,566**	1,339
Stockholders' equity:		
Common stock, $1 par value per share	**431**	398
Additional paid-in capital	**1,789**	222
Retained earnings	**5,199**	5,901
Unearned ESOP shares	**(115)**	(150)
Accumulated other comprehensive loss	**(144)**	(10)
Total stockholders' equity	**7,160**	6,361
	$30,349	$30,261

See accompanying Notes to Consolidated Financial Statements.

(In millions, except per share data)	*Common Stock*	*Additional Paid-In Capital*	*Retained Earnings*	*Unearned ESOP Shares*	*Accumulated Other Comprehensive Loss*	*Total Stockholders' Equity*	*Comprehensive Income (Loss)*
Balance at December 31, 1997	$194	$ 25	$5,173	$(216)	$ —	$5,176	
Net earnings	—	—	1,001	—	—	1,001	$1,001
Common stock dividends declared ($.82 per share)	—	—	(310)	—	—	(310)	—
Stock awards and options, and ESOP activity	2	204	—	34	—	240	—
Stock issued for acquisitions	—	38	—	—	—	38	—
Other comprehensive loss	—	—	—	—	(8)	(8)	(8)
Two-for-one stock split	197	(197)	—	—	—	—	—
Balance at December 31, 1998	393	70	5,864	(182)	(8)	6,137	$ 993
Net earnings	—	—	382	—	—	382	$ 382
Common stock dividends declared ($.88 per share)	—	—	(345)	—	—	(345)	—
Stock awards and options, and ESOP activity	5	152	—	32	—	189	—
Other comprehensive loss	—	—	—	—	(2)	(2)	(2)
Balance at December 31, 1999	398	222	5,901	(150)	(10)	6,361	$ 380
Net loss	**—**	**—**	**(519)**	**—**	**—**	**(519)**	**$ (519)**
Common stock dividends declared ($.44 per share)	**—**	**—**	**(183)**	**—**	**—**	**(183)**	**—**
Stock awards and options, and ESOP activity	**6**	**177**	**—**	**35**	**—**	**218**	**—**
Stock issued in COMSAT Merger	**27**	**1,319**	**—**	**—**	**—**	**1,346**	**—**
COMSAT stock options assumed	**—**	**71**	**—**	**—**	**—**	**71**	**—**
Other comprehensive loss	**—**	**—**	**—**	**—**	**(134)**	**(134)**	**(134)**
Balance at December 31, 2000	**$431**	**$1,789**	**$5,199**	**$(115)**	**$(144)**	**$7,160**	**$ (653)**

See accompanying Notes to Consolidated Financial Statements.

Note 1—Summary of Significant Accounting Policies

Organization—Lockheed Martin Corporation (Lockheed Martin or the Corporation) is engaged in the conception, research, design, development, manufacture, integration and operation of advanced technology systems, products and services. Its products and services range from aircraft, spacecraft and launch vehicles to missiles, electronics, information systems and telecommunications. The Corporation serves customers in both domestic and international defense and commercial markets, with its principal customers being agencies of the U.S. Government.

Basis of consolidation and use of estimates—The consolidated financial statements include the accounts of wholly-owned and majority-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions, including estimates of anticipated contract costs and revenues utilized in the earnings recognition process, that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Classifications—Receivables and inventories are primarily attributable to long-term contracts or programs in progress for which the related operating cycles are longer than one year. In accordance with industry practice, these items are included in current assets. Certain amounts for prior years have been reclassified to conform with the 2000 presentation.

Cash and cash equivalents—Cash and cash equivalents are net of outstanding checks that are funded daily as presented for payment. Cash equivalents are generally comprised of highly liquid instruments with maturities of three months or less when purchased. Due to the short maturity of these instruments, carrying value on the Corporation's Consolidated Balance Sheet approximates fair value.

Receivables—Receivables consist of amounts billed and currently due from customers, and include unbilled costs and accrued profits primarily related to revenues on long-term contracts that have been recognized for accounting purposes but not yet billed to customers. As such revenues are recognized, appropriate amounts of customer advances and progress payments are reflected as an offset to the related accounts receivable balance.

Inventories—Inventories are stated at the lower of cost or estimated net realizable value. Costs on long-term contracts and programs in progress represent recoverable costs incurred for production, allocable operating overhead and, where appropriate, research and development and general and administrative expenses. Pursuant to contract provisions, agencies of the U.S. Government and certain other customers have title to, or a security interest in, inventories related to such contracts as a result of advances and progress payments. Such advances and progress payments are reflected as an offset against the related inventory balances. General and administrative expenses related to commercial products and services provided essentially under commercial terms and conditions are expensed as incurred. Costs of other product and supply inventories are principally determined by the first-in, first-out or average cost methods.

Property, plant and equipment—Property, plant and equipment are carried principally at cost. Depreciation is provided on plant and equipment generally using accelerated methods during the first half of the estimated useful lives of the assets; thereafter, straight-line depreciation generally is used. Estimated useful lives generally range from 10 years to 40 years for buildings and 5 years to 15 years for machinery and equipment.

Investments in equity securities—Investments in equity securities include the Corporation's ownership interests in affiliated companies accounted for under the equity method of accounting. Under this method of accounting, which generally applies to investments that represent a 20 percent to 50 percent ownership of the equity securities of the investees, the Corporation's share of the earnings of the affiliated companies is included in other income and expenses. The Corporation recognizes currently gains or losses arising from issuances of stock by wholly-owned or majority-owned subsidiaries, or by equity method investees. These gains

(Continued)

or losses are also included in other income and expenses. Investments in equity securities also include the Corporation's ownership interests in companies in which its investment represents less than 20 percent. These investments are generally accounted for under the cost method of accounting.

Intangible assets—Intangible assets related to contracts and programs acquired are amortized over the estimated periods of benefit (15 years or less) and are displayed in the Consolidated Balance Sheet net of accumulated amortization of $1,085 million and $958 million at December 31, 2000 and 1999, respectively. Cost in excess of net assets acquired (goodwill) is amortized ratably over appropriate periods, generally 30 to 40 years, and is displayed on the Consolidated Balance Sheet net of accumulated amortization of $1,184 million and $1,373 million at December 31, 2000 and 1999, respectively. The carrying values of intangible assets, as well as other long-lived assets, are reviewed for impairment if changes in the facts and circumstances indicate potential impairment of their carrying values. Any impairment determined is recorded in the current period and is measured by comparing the discounted cash flows of the related business operations to the appropriate carrying values.

Customer advances and amounts in excess of costs incurred—The Corporation receives advances and progress payments from customers in excess of costs incurred on certain contracts, including contracts with agencies of the U.S. Government. Such advances and progress payments, other than those reflected as an offset to accounts receivable or inventories as discussed above, are classified as current liabilities.

Environmental matters—The Corporation records a liability for environmental matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. A substantial portion of these costs are expected to be reflected in sales and cost of sales pursuant to U.S. Government agreement or regulation. At the time a liability is recorded for future environmental costs, an asset is recorded for estimated future recovery considered probable through the pricing of products and services to agencies of the U.S. Government. The portion of those costs expected to be allocated to commercial business is reflected in cost of sales at the time the liability is established.

Sales and earnings—Sales and anticipated profits under long-term fixed-price production contracts are recorded on a percentage of completion basis, generally using units of delivery as the measurement basis for effort accomplished. Estimated contract profits are taken into earnings in proportion to recorded sales. Sales under certain long-term fixed-price contracts which, among other things, provide for the delivery of minimal quantities or require a significant amount of development effort in relation to total contract value, are recorded upon achievement of performance milestones or using the cost-to-cost method of accounting where sales and profits are recorded based on the ratio of costs incurred to estimated total costs at completion.

Sales under cost-reimbursement-type contracts are recorded as costs are incurred. Applicable estimated profits are included in earnings in the proportion that incurred costs bear to total estimated costs. Sales of products and services provided essentially under commercial terms and conditions are recorded upon shipment or completion of specified tasks.

Amounts representing contract change orders, claims or other items are included in sales only when they can be reliably estimated and realization is probable. Incentives or penalties and awards applicable to performance on contracts are considered in estimating sales and profit rates, and are recorded when there is sufficient information to assess anticipated contract performance. Incentive provisions which increase or decrease earnings based solely on a single significant event are generally not recognized until the event occurs.

When adjustments in contract value or estimated costs are determined, any changes from prior estimates are reflected in earnings in the current period. Anticipated losses on contracts or programs in progress are charged to earnings when identified.

Research and development and similar costs—Corporation-sponsored research and development costs primarily include research and development and bid and proposal efforts related to government products and services. Except for certain arrangements described below, these costs are generally included as part of the general and administrative costs that are allocated among all contracts and programs in progress under U.S. Government contractual arrangements. Corporation-sponsored product development costs not otherwise allocable are charged to expense when incurred. Under certain arrangements in which a customer shares in product development costs, the Corporation's portion of such unreimbursed costs is expensed as incurred. Customer-sponsored research and development costs incurred pursuant to contracts are accounted for as contract costs.

Derivative financial instruments—The Corporation may use derivative financial instruments to manage its exposure to fluctuations in interest rates and foreign exchange rates. Forward exchange contracts are designated as qualifying hedges of firm commitments or specific anticipated transactions. Gains and losses on these contracts are recognized in income when the hedged transactions occur. At December 31, 2000, the fair values of forward exchange contracts outstanding, as well as the amounts of gains and losses recorded during the year, were not material. The Corporation does not hold or issue derivative financial instruments for trading purposes. Effective January 1, 2001, the Corporation began to account for derivative financial instruments in accordance with Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities."

Stock-based compensation—The Corporation measures compensation cost for stock-based compensation plans using the intrinsic value method of accounting as prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. The Corporation has adopted those provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," which require disclosure of the pro forma effects on net earnings and earnings per share as if compensation cost had been recognized based upon the estimated fair value at the date of grant for options awarded.

Comprehensive income—Comprehensive income (loss) for the Corporation consists primarily of net earnings (loss), after-tax foreign currency translation adjustments and after-tax unrealized gains and losses on available-for-sale securities. At December 31, 2000, 1999 and 1998, the accumulated balances of other comprehensive income related to foreign currency translation adjustments were insignificant. For the year ended December 31, 2000, other comprehensive loss included net unrealized losses, net of income tax benefits, of $129 million, primarily related to the temporary decline in value of the Corporation's investment in Loral Space & Communications, Ltd. (Loral Space).

New accounting pronouncements—Effective January 1, 2001, the Corporation adopted SFAS No. 133. This Statement requires the recognition of all derivative financial instruments as either assets or liabilities in the Consolidated Balance Sheet, and the periodic adjustment of those instruments to fair value. The classification of gains and losses resulting from changes in the fair values of derivatives is dependent on the intended use of the derivative and its resulting designation. Adjustments to reflect changes in fair values of derivatives that are not considered highly effective hedges are reflected in earnings. Adjustments to reflect changes in fair values of derivatives that are considered highly effective hedges are either reflected in earnings and largely offset by corresponding adjustments related to the fair values of the hedged items, or reflected in other comprehensive income until the hedged transaction matures and the entire transaction is recognized in earnings. The change in fair value of the ineffective portion of a hedge is immediately recognized in earnings. The effect of adopting SFAS No. 133 was not material to the Corporation's consolidated results of operations, cash flows, or financial position.

Effective January 1, 1999, the Corporation adopted the American Institute of Certified Public Accountants' Statement of Position (SOP) No. 98-5, "Reporting on the Costs

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of Start-Up Activities." This SOP requires that, at the effective date of adoption, costs of start-up activities previously capitalized be expensed and reported as a cumulative effect of a change in accounting principle, and further requires that such costs subsequent to adoption be expensed as incurred. The adoption of SOP No. 98-5 resulted in the recognition of a cumulative effect adjustment which reduced net earnings for the year ended December 31, 1999 by $355 million, or $.93 per diluted share. The cumulative effect adjustment was recorded net of income tax benefits of $227 million, and was primarily composed of approximately $560 million of costs previously included in inventories.

Note 2—Business Combination with COMSAT Corporation

In September 1998, the Corporation and COMSAT Corporation (COMSAT) announced that they had entered into an Agreement and Plan of Merger (the Merger Agreement) to combine the companies in a two-phase transaction (the Merger). Subsequent to obtaining all regulatory approvals necessary for the first phase of the transaction and approval of the Merger by the stockholders of COMSAT, the Corporation completed a cash tender offer for 49 percent of the outstanding stock of COMSAT (the Tender Offer) on September 18, 1999. The total value of this phase of the transaction was $1.2 billion, and such amount was included in investments in equity securities in the consolidated balance sheet prior to consummation of the Merger as discussed below. The Corporation accounted for its 49 percent investment in COMSAT under the equity method of accounting.

On August 3, 2000, pursuant to the terms of the Merger Agreement, the second phase of the transaction was accomplished and the Merger was consummated. On that date, each share of COMSAT common stock outstanding immediately prior to the effective time of the Merger (other than shares held by the Corporation) was converted into the right to receive one share of Lockheed Martin common stock in a tax-free exchange. The total amount recorded related to this phase of the transaction was approximately $1.3 billion based on the Corporation's issuance of approximately 27.5 million shares of its common stock at a price of $49 per share. This price per share represents the average of the price of Lockheed Martin's common stock a few days before and after the announcement of the transaction in September 1998.

The total purchase price for COMSAT, including transaction costs and amounts related to Lockheed Martin's assumption of COMSAT stock options, was approximately $2.6 billion, net of $76 million in cash balances acquired. The COMSAT transaction was accounted for using the purchase method of accounting. Purchase accounting adjustments were recorded in 2000 to allocate the purchase price to assets acquired and liabilities assumed based on their fair values. These adjustments included certain amounts totaling approximately $2.1 billion, composed of adjustments to record investments in equity securities acquired at their fair values and cost in excess of net assets acquired, which will be amortized over an estimated life of 30 years. A summary of assets acquired and liabilities assumed as of the acquisition date follows:

(In millions)

Working capital, excluding cash acquired	$ (99)
Property, plant and equipment	243
Investments in equity securities	1,793
Cost in excess of net assets acquired	1,439
Other assets	171
Long-term debt	(334)
Post-retirement benefit liabilities	(38)
Deferred income taxes	(455)
Other liabilities	(165)
Net investment	2,555
Cash acquired	76
Total cost of acquisition	$2,631

The following unaudited pro forma combined earnings data present the results of operations of the Corporation and COMSAT for the years ended December 31, 2000 and 1999, as if the Merger had been consummated at the beginning of the periods presented. The pro forma combined earnings data does not purport to be indicative of the results of operations that would have resulted if the COMSAT transaction had occurred at the beginning of the respective periods. Moreover, this data is not intended to be indicative of future results of operations.

(In millions, except per share data)	**2000**	1999
Net sales	**$25,674**	$26,072
(Loss) earnings before extraordinary item and cumulative effect of change in accounting	**(413)**	639
Net (loss) earnings	**(508)**	284
(Loss) earnings per common share:		
Basic:		
Before extraordinary item and cumulative effect of change in accounting	**(.98)**	1.56[a]
(Loss) earnings per common share	**(1.21)**	.69[a]
Diluted:		
Before extraordinary item and cumulative effect of change in accounting	**(.98)**	1.55[a]
(Loss) earnings per common share	**(1.21)**	.69[a]

(a) The differences between these amounts and the respective earnings per share amounts presented on the Consolidated Statement of Operations relate primarily to the estimated effects of interest on the debt to finance the Tender Offer which was, for purposes of this pro forma presentation, assumed to have been issued on January 1, 1999.

The Corporation has consolidated the operations of COMSAT with the results of operations of Lockheed Martin Global Telecommunications, Inc. (LMGT), a wholly-owned subsidiary of the Corporation, from August 1, 2000.

Note 3—Divestiture Activities

In July 2000, the Corporation decided to sell its Aerospace Electronics Systems (AES) businesses and announced that it had reached a definitive agreement to sell these businesses to BAE SYSTEMS, North America Inc. (BAE SYSTEMS) for $1.67 billion in cash (the AES Transaction). As a result of this decision, the Corporation classified the assets of these businesses as "held for disposal" under the provisions of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." The sum of the carrying value of the net assets of the AES businesses and estimated transaction costs exceeded the sales price per the definitive sales agreement. Therefore, the Corporation recorded an impairment loss in the third quarter of 2000 to adjust the book values of the assets to be disposed of to their fair values. Based on preliminary calculations and analyses, the Corporation recorded a loss, including state income taxes, of approximately $755 million. The loss negatively impacted the net loss for the third quarter by approximately $980 million, or $2.42 per diluted share. The AES Transaction closed in November 2000. In connection with the closing, the Corporation refined certain estimates included in its calculation of the loss on the transaction based on more current information and analyses. As a result, the Corporation recorded an adjustment in the fourth quarter of 2000 to reduce the amount of the loss, net of state income taxes, by $157 million, which increased fourth quarter net earnings by $102 million. In total for the year ended December 31, 2000, the Corporation recorded a nonrecurring and unusual loss of $598 million related to the AES Transaction which is included in other income and expenses. The loss negatively impacted the net loss for 2000 by $878 million, or $2.18 per diluted share.

On September 25, 2000, the Corporation consummated the sale of Lockheed Martin Control Systems (Control Systems) to BAE SYSTEMS for $510 million in cash. This transaction resulted in the recognition of a nonrecurring and unusual gain, net of state income taxes, of $302 million which is reflected in other income and expenses. The gain favorably impacted the net loss for 2000 by $180 million, or $.45 per diluted share.

In September 2000, the Corporation completed the sale of approximately one-third of its interest in Inmarsat Ventures Limited (Inmarsat) for $164 million. The investment

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in Inmarsat was acquired as part of COMSAT in conjunction with the Merger. As a result of the transaction, the Corporation's interest in Inmarsat was reduced from approximately 22% to 14%. The sale of shares in Inmarsat did not impact the Corporation's results of operations for 2000.

In March 1997, the Corporation repositioned 10 of its non-core business units as a new independent company, L-3 Communications Holdings, Inc. (L-3), in which the Corporation retained an approximate 35 percent ownership interest at closing. In May 1998, L-3 completed an initial public offering which resulted in a reduction in the Corporation's ownership to approximately 25 percent and the recognition of a gain, net of state income taxes, of $18 million. The gain increased net earnings by $12 million, or $.03 per diluted share. In 1999, the Corporation sold its remaining interest in L-3 in two separate transactions. On a combined basis, these transactions resulted in a nonrecurring and unusual gain, net of state income taxes, of $155 million which increased net earnings by $101 million, or $.26 per diluted share.

In September 1999, the Corporation sold its interest in Airport Group International Holdings, LLC which resulted in a nonrecurring and unusual gain, net of state income taxes, of $33 million in other income and expenses. In October 1999, the Corporation exited its commercial 3D graphics business through consummation of a series of transactions which resulted in the sale of its interest in Real 3D, Inc., a majority-owned subsidiary, and a nonrecurring and unusual gain, net of state income taxes, of $33 million in other income and expenses. On a combined basis, these transactions increased net earnings by $43 million, or $.11 per diluted share.

Note 4—Restructuring and Other Charges

In the fourth quarter of 1998, the Corporation recorded a nonrecurring and unusual pretax charge, net of state income tax benefits, of $233 million related to actions surrounding the decision to fund a timely non-bankruptcy shutdown of the business of CalComp Technology, Inc. (CalComp), a majority-owned subsidiary. This charge decreased net earnings by $183 million, or $.48 per diluted share. As of December 31, 1999, CalComp had, among other actions, sold substantially all of its assets, terminated substantially all of its work force, and initiated the corporate dissolution process under the applicable state and foreign government statutes. The financial impacts of these actions were less than anticipated in the Corporation's plans and estimates and, in the fourth quarter of 1999, the Corporation reversed approximately 10 percent of the original charge recorded in 1998. As of December 31, 2000, the Corporation had substantially completed the shutdown of CalComp's operations. Based on management's assessment of the remaining actions to be taken to complete initiatives contemplated in the Corporation's original plans and estimates, the Corporation reversed approximately $33 million of the original charge, which favorably impacted the net loss for 2000 by $21 million, or $.05 per diluted share. While uncertainty remains concerning the resolution of matters in dispute or litigation, management believes that the remaining amount recorded at December 31, 2000, which represents approximately 10 percent of the original charge, is adequate to provide for resolution of these matters and to complete the dissolution process.

During 1997 and 1996, the Corporation recorded nonrecurring and unusual charges, net of state income tax benefits, which in the aggregate totaled $764 million. These charges reflected the estimated effects of exiting non-strategic lines of business and impairment in the values of various non-core investments and certain other assets, and included estimated costs for facility closings and transfers of programs related to the Corporation's acquisition of Loral Corporation in April 1996. All initiatives undertaken as part of the 1997 and 1996 charges had been completed as of December 31, 2000, other than actions contemplated as part of the Corporation's exit from a certain environmental remediation line of business and a fixed price systems development line of business in the area of children and family services. In 1999, the Corporation recorded an additional charge of approximately $40 million related to these remaining initiatives. The estimated costs related to these remaining initiatives represent approximately 30 percent of the total amounts recorded. During 2000, there were no further adjustments associated with these charges. The amounts recorded in the Consolidated Balance Sheet at December 31, 2000 related to these actions are, in the opinion of management, adequate to complete the remaining initiatives originally contemplated in the 1997 and 1996 charges.

Under existing U.S. Government regulations, certain costs incurred for consolidation actions that can be demonstrated to result in savings in excess of the cost to implement can be deferred and amortized for government contracting purposes and included as allowable costs in future pricing of the Corporation's products and services. Included in the Consolidated Balance Sheet at December 31, 2000 is approximately $300 million of deferred costs related primarily to consolidation actions undertaken in connection with the formation of Lockheed Martin in 1995 that will be recognized in future sales and cost of sales.

Note 5—Earnings Per Share

Basic and diluted per share results for all periods presented were computed based on the net loss or net earnings for the respective periods. The weighted average number of common shares outstanding during the period was used in the calculation of basic (loss) earnings per share and, for 1999 and 1998, this number of shares was increased by the effects of dilutive stock options based on the treasury stock method in the calculation of diluted (loss) earnings per share. The diluted loss per share for 2000 was computed in the same manner as the basic loss per share, since adjustments related to the dilutive effects of stock options would have been antidilutive.

The following table sets forth the computations of basic and diluted (loss) earnings per share:

(In millions, except per share data)	**2000**	1999	1998
Net (loss) earnings:			
(Loss) earnings before extraordinary item and cumulative effect of change in accounting	**$ (424)**	$ 737	$1,001
Extraordinary loss on early extinguishment of debt	**(95)**	—	—
Cumulative effect of change in accounting	**—**	(355)	—
Net (loss) earnings for basic and diluted computations	**$ (519)**	$ 382	$1,001
Average common shares outstanding:			
Average number of common shares outstanding for basic computations	**400.8**	382.3	376.5
Dilutive stock options—based on the treasury stock method	**—**[(a)]	1.8	4.6
Average number of common shares outstanding for diluted computations	**400.8**[(a)]	384.1	381.1
(Loss) earnings per share:			
Basic:			
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.93	$ 2.66
Extraordinary loss on early extinguishment of debt	**(.24)**	—	—
Cumulative effect of change in accounting	**—**	(.93)	—
	$ (1.29)	$ 1.00	$ 2.66
Diluted:			
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.92	$ 2.63
Extraordinary loss on early extinguishment of debt	**(.24)**	—	—
Cumulative effect of change in accounting	**—**	(.93)	—
	$ (1.29)	$ .99	$ 2.63

(a) In accordance with SFAS No. 128, the average number of common shares used in the calculation of the diluted loss per share before extraordinary item and cumulative effect of change in accounting has not been adjusted for the effects of 2.3 million dilutive stock options, as such adjustment would have been antidilutive.

Note 6—Receivables

(In millions)	**2000**	1999
U.S. Government:		
Amounts billed	**$ 1,143**	$ 927
Unbilled costs and accrued profits	**2,289**	2,300
Less customer advances and progress payments	**(457)**	(395)
Commercial and foreign governments:		
Amounts billed	**725**	644
Unbilled costs and accrued profits, primarily related to commercial contracts	**664**	963
Less customer advances and progress payments	**(169)**	(91)
	$ 4,195	$ 4,348

Approximately $169 million of the December 31, 2000 unbilled costs and accrued profits are not expected to be recovered within one year.

Note 7—Inventories

(In millions)	**2000**	1999
Work in process, commercial launch vehicles	**$ 1,175**	$ 1,514
Work in process, primarily related to other long-term contracts and programs in progress	**3,834**	3,879
Less customer advances and progress payments	**(1,864)**	(1,848)
	3,145	3,545
Other inventories	**680**	506
	$ 3,825	$ 4,051

Work in process inventories related to commercial launch vehicles include costs for launch vehicles, both under contract and not under contract, including approximately $120 million of unamortized deferred costs at December 31, 2000 for launch vehicles not under contract related to the commercial Atlas and the Evolved Expendable Launch Vehicle (Atlas V) programs. At December 31, 2000 and 1999, commercial launch vehicle inventories included amounts advanced to Russian manufacturers, Khrunichev State Research and Production Space Center and RD AMROSS, a joint venture between Pratt & Whitney and NPO Energomash, of approximately $657 million and $903 million, respectively, for the manufacture of launch vehicles and related launch services.

Work in process inventories at December 31, 2000 related to other long-term contracts and programs in progress included approximately $50 million of unamortized deferred costs for aircraft not under contract related to the Corporation's C-130J program.

Approximately $1.5 billion of costs included in 2000 inventories, including approximately $565 million advanced to Russian manufacturers, are not expected to be recovered within one year.

An analysis of general and administrative costs, including research and development costs, included in work in process inventories follows:

(In millions)	**2000**	1999	1998
Beginning of year	**$ 493**	$ 693	$ 533
Incurred during the year	**1,950**	2,354	2,469
Charged to cost of sales during the year:			
Research and development	**(647)**	(822)	(864)
Other general and administrative	**(1,401)**	(1,732)	(1,445)
End of year	**$ 395**	$ 493	$ 693

In addition, included in cost of sales in 2000, 1999 and 1998 were general and administrative costs, including research and development costs, of approximately $672 million, $509 million and $490 million, respectively, incurred by commercial business units or programs.

Note 8—Property, Plant and Equipment

(In millions)	2000	1999
Land	$ 174	$ 218
Buildings	2,931	3,027
Machinery and equipment	5,334	5,662
	8,439	8,907
Less accumulated depreciation and amortization	(4,993)	(5,273)
	$ 3,446	$ 3,634

Note 9—Investments in Equity Securities

(In millions)	2000	1999
Equity method investments:		
International Telecommunications Satellite Organization (INTELSAT)	$ 1,201	$ —
Astrolink International, LLC	266	148
Americom Asia-Pacific, LLC	138	114
Space Imaging, LLC	67	86
ACeS International, Ltd.	32	163
COMSAT	—	1,188
Other	79	72
	1,783	1,771
Cost method investments:		
Inmarsat	270	—
New Skies Satellites, N.V.	188	—
Loral Space	146	393
Other	46	46
	650	439
	$ 2,433	$ 2,210

The carrying value of the Corporation's 22.5 percent investment in INTELSAT exceeds the Corporation's share of INTELSAT's net assets by approximately $700 million, and this amount is being amortized ratably over 30 years. The Corporation has commitments to provide additional funding to Astrolink International, LLC totaling approximately $140 million at December 31, 2000.

In the fourth quarter of 2000, the Corporation recorded a nonrecurring and unusual charge, net of state income tax benefits, of $117 million related to impairment of its investment in ACeS International, Ltd. (ACeS) due to an other than temporary decline in the value of the investment. ACeS is a joint venture in which the Corporation holds a 33 percent interest at December 31, 2000. ACeS operates the Asian Cellular Satellite System, a geostationary mobile satellite system serving Southeast Asia which was placed in commercial operation in the fourth quarter of 2000. The spacecraft has experienced an anomaly that may reduce the overall capacity of the system by about 30 to 35 percent. The decline in the value of the investment was assessed to be other than temporary as a result of the reduced business prospects due to this anomaly as well as overall market conditions. The adjustment reduced net earnings by $77 million, or $0.19 per share.

Note 10—Debt

Type (Maturity Dates) *(In millions, except interest rate data)*	Range of Interest Rates	2000	1999
Notes (2001–2022)	5.7 – 9.4%	$5,202	$ 6,778
Debentures (2011–2036)	7.0 – 9.1%	4,312	4,407
Monthly Income Preferred Securities	8.125%	200	—
ESOP obligations (2001–2004)	8.4%	177	217
Other obligations (2001–2016)	1.0 –12.7%	56	77
		9,947	11,479
Less current maturities		(882)	(52)
		$9,065	$11,427

In November 2000, the Corporation commenced tender offers for the purchase of up to $1.95 billion in principal amount of six issues of debt securities then outstanding. Such debt securities included a combination of notes and debentures. In December 2000, the Corporation purchased approximately $1.9 billion in principal amount of the debt securities included in the tender offers, the majority of which were notes. The repurchase of the debt securities resulted in an extraordinary loss on early extinguishment of debt, net of $61 million in income tax benefits, of $95 million.

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In connection with the Merger, the Corporation recorded at fair value approximately $410 million of COMSAT debt obligations in its Consolidated Balance Sheet. COMSAT's debt obligations consisted of approximately $210 million in notes, and $200 million in Monthly Income Preferred Securities (MIPS) issued by a wholly-owned subsidiary of COMSAT. The MIPS, which were issued at a par value of $25 per share, require the payment of dividends at an annual rate of 8.125%, and became callable beginning in July 2000. The MIPS are fully and unconditionally guaranteed by COMSAT and the Corporation.

As of December 31, 2000, the Corporation had $1.3 billion of notes outstanding which had been issued to a wholly-owned subsidiary of General Electric Company (GE). The notes are due November 17, 2002 and bear interest at a rate of approximately 6%. The agreements relating to these notes require that, so long as the aggregate principal amount of the notes exceeds $1.0 billion, the Corporation will recommend to its stockholders the election of one person designated by GE to serve as a director of the Corporation.

The registered holders of $300 million of 40 year Debentures issued in 1996 may elect, between March 1 and April 1, 2008, to have their Debentures repaid by the Corporation on May 1, 2008.

Included in Debentures are $114 million of 7% obligations ($175 million at face value) which were originally sold at approximately 54 percent of their principal amount. These Debentures, which are redeemable in whole or in part at the Corporation's option at 100 percent of their face value, have an effective yield of 13.25%.

A leveraged employee stock ownership plan (ESOP) incorporated into the Corporation's salaried savings plan borrowed $500 million through a private placement of notes in 1989. These notes are being repaid in quarterly installments over terms ending in 2004. The ESOP note agreement stipulates that, in the event that the ratings assigned to the Corporation's long-term senior unsecured debt are below investment grade, holders of the notes may require the Corporation to purchase the notes and pay accrued interest. These notes are obligations of the ESOP but are guaranteed by the Corporation and included as debt in the Corporation's Consolidated Balance Sheet.

At the end of 2000, the Corporation had a $3.5 billion revolving credit facility which matures on December 20, 2001 (the Credit Facility). Borrowings under the Credit Facility would be unsecured and bear interest at rates based, at the Corporation's option, on the Eurodollar rate or a bank Base Rate (as defined). Each bank's obligation to make loans under the Credit Facility is subject to, among other things, compliance by the Corporation with various representations, warranties and covenants, including, but not limited to, covenants limiting the ability of the Corporation and certain of its subsidiaries to encumber their assets and a covenant not to exceed a maximum leverage ratio. There were no borrowings outstanding under the Credit Facility at December 31, 2000.

The Credit Facility supported commercial paper borrowings of approximately $475 million outstanding at December 31, 1999. The weighted average interest rate for commercial paper outstanding at December 31, 1999 was 6.6%.

The Corporation's long-term debt maturities for the five years following December 31, 2000 are: $882 million in 2001; $1,334 million in 2002; $767 million in 2003; $137 million in 2004; $16 million in 2005; and $6,811 million thereafter.

Certain of the Corporation's other financing agreements contain restrictive covenants relating to debt, limitations on encumbrances and sale and lease-back transactions, and provisions which relate to certain changes in control.

The estimated fair values of the Corporation's long-term debt instruments at December 31, 2000, aggregated approximately $10.4 billion, compared with a carrying amount of approximately $9.9 billion. The fair values were estimated based on quoted market prices for those instruments publicly traded. For privately placed debt, the fair values were estimated based on the quoted market prices for similar issues, or on current rates offered to the Corporation for debt with similar remaining maturities. Unless otherwise indicated elsewhere in the Notes to Consolidated Financial Statements, the carrying values of the Corporation's other financial instruments approximate their fair values.

In June 2000, the Corporation was notified that Globalstar Telecommunications, L.P. (Globalstar) failed to repay borrowings of $250 million under a revolving credit agreement on which Lockheed Martin was a partial guarantor. In connection with its contractual obligation under the guarantee, on June 30, 2000, the Corporation paid $207 million to the lending institutions from which Globalstar had borrowed, which included applicable interest and fees. On that same date, Loral Space & Communications, Ltd. (Loral Space), under a separate indemnification agreement between the Corporation and Loral Space, paid Lockheed Martin $57 million. The Corporation is entitled to repayment by Globalstar of the remaining $150 million paid under the guarantee, but has not as yet reached agreement with respect to the form and timing of such repayment. In light of the uncertainty of the situation regarding the amounts due from Globalstar, the Corporation recorded a nonrecurring and unusual charge in the second quarter of 2000, net of state income tax benefits, of approximately $141 million in other income and expenses. The charge negatively impacted the net loss for 2000 by $91 million, or $.23 per diluted share.

Interest payments were $947 million in 2000, $790 million in 1999 and $856 million in 1998.

Note 11—Income Taxes

The provision for federal and foreign income taxes consisted of the following components:

(In millions)	**2000**	1999	1998
Federal income taxes:			
Current	**$763**	$136	$432
Deferred	**(84)**	293	203
Total federal income taxes	**679**	429	635
Foreign income taxes	**31**	34	25
Total income taxes provided	**$710**	$463	$660

Net provisions for state income taxes are included in general and administrative expenses, which are primarily allocable to government contracts. Such state income taxes were $100 million for 2000, $22 million for 1999 and $70 million for 1998.

The Corporation's effective income tax rate varied from the statutory federal income tax rate because of the following differences:

	2000	1999	1998
Statutory federal tax rate	**35.0%**	35.0%	35.0%
Increase (reduction) in tax rate from:			
Nondeductible amortization	**29.5**	7.6	5.5
Revisions to prior years' estimated liabilities	**4.4**	(6.0)	(2.4)
Divestitures	**176.7**	—	1.1
Other, net	**2.4**	2.0	.5
	248.0%	38.6%	39.7%

(Continued)

The primary components of the Corporation's federal deferred income tax assets and liabilities at December 31 were as follows:

(In millions)	2000	1999
Deferred tax assets related to:		
Accumulated post-retirement benefit obligations	**$ 590**	$ 632
Contract accounting methods	**416**	587
Accrued compensation and benefits	**259**	248
Other	**267**	165
	1,532	1,632
Deferred tax liabilities related to:		
Intangible assets	**409**	436
Prepaid pension asset	**535**	383
Property, plant and equipment	**88**	93
	1,032	912
Net deferred tax assets	**$ 500**	$ 720

Federal and foreign income tax payments, net of refunds received, were $249 million in 2000, $530 million in 1999 and $228 million in 1998.

Note 12—Other Income and Expenses, Net

(In millions)	2000	1999	1998
Equity in earnings of equity investees	**$ 60**	$ 18	$ 39
Interest income	**89**	33	38
Gain on sales of surplus real estate	**28**	57	35
Royalty income	**15**	17	19
Loss related to the AES Transaction	**(598)**	—	—
Gain on sale of Control Systems	**302**	—	—
Charge related to Globalstar guarantee	**(141)**	—	—
Impairment loss on ACeS	**(117)**	—	—
Sale of interest in L-3	**—**	155	—
Other portfolio shaping activities and other items	**(47)**	64	39
	$(409)	$344	$170

Note 13—Stockholders' Equity and Related Items

Capital stock—At December 31, 2000, the authorized capital of the Corporation was composed of 1.5 billion shares of common stock (approximately 431 million shares issued), 50 million shares of series preferred stock (no shares issued), and 20 million shares of Series A preferred stock (no shares outstanding).

In 1995, the Corporation's Board of Directors authorized a common stock repurchase plan for the repurchase of up to 18 million common shares to counter the dilutive effect of common stock issued under certain of the Corporation's benefit and compensation programs and for other purposes related to such plans. No shares were repurchased in 2000, 1999 or 1998 under this plan.

Stock option and award plans—In March 1995, the stockholders approved the Lockheed Martin 1995 Omnibus Performance Award Plan (the Omnibus Plan). Under the Omnibus Plan, employees of the Corporation may be granted stock-based incentive awards, including options to purchase common stock, stock appreciation rights, restricted stock or other stock-based incentive awards. Employees may also be granted cash-based incentive awards, such as performance units. These awards may be granted either individually or in combination with other awards. The Omnibus Plan requires that options to purchase common stock have an exercise price of not less than 100 percent of the market value of the underlying stock on the date of grant. The number of shares of Lockheed Martin common stock reserved for issuance under the Omnibus Plan at December 31, 2000 was 39 million shares. The Omnibus Plan does not impose any minimum vesting periods on options or other awards. The maximum term of an option or any other award is 10 years. The Omnibus Plan allows the Corporation to provide for financing of purchases of its common stock, subject to certain conditions, by interest-bearing notes payable to the Corporation.

In 2000 and 1999, a total of 300,000 shares of restricted common stock (125,000 and 175,000 shares, respectively) were awarded under the Omnibus Plan to certain senior executives of the Corporation. The shares were recorded based on the market value of the Corporation's common stock on the date of the award. The award requires the recipients to pay the $1 par value of each share of stock and provides for payment to be made in cash or in the form of a recourse note to the Corporation. Recipients are entitled to cash dividends and to vote their respective shares, but are prohibited from selling or transferring shares prior to vesting. The restricted shares vest at various intervals over a four year period from the grant date. The impact of these awards was not material to stockholders' equity or compensation expense in 2000 or 1999.

In April 1999, the stockholders approved the Lockheed Martin Directors Equity Plan (the Directors Plan). Approximately 50 percent of each director's annual compensation is awarded under the Directors Plan. Directors of the Corporation may elect to receive such compensation in the form of stock units which track investment return to changes in value of the Corporation's common stock with dividends reinvested, options to purchase common stock of the Corporation, or a combination of the two. The Directors Plan requires that options to purchase common stock have an exercise price of not less than 100 percent of the market value of the underlying stock on the date of grant. The number of shares of Lockheed Martin common stock reserved for issuance under the Directors Plan at December 31, 2000 was one million shares. Except in certain circumstances, options and stock units issued under the Directors Plan vest on the first anniversary of the grant. The maximum term of an option is 10 years.

In connection with the Merger with COMSAT, the Corporation assumed all outstanding options granted under COMSAT stock option plans for employees and directors. Each such option to purchase one share of COMSAT common stock outstanding at the Merger date became fully vested (in accordance with the applicable COMSAT stock option agreements), and became an option, on the same terms and conditions, to purchase one share of Lockheed Martin common stock. A total of 4.3 million COMSAT stock options were outstanding at the Merger date. Included in the total purchase price of the transaction is $71 million representing the estimated fair value of the 4.3 million COMSAT options based on assumptions as of the date of the announcement of the transaction using the Black-Scholes option pricing model. Such amount was recorded in stockholders' equity in the Corporation's Consolidated Balance Sheet at December 31, 2000.

The following table summarizes stock option and restricted stock activity related to the Corporation's plans during 1998, 1999 and 2000:

	Number of Shares *(In thousands)*		Weighted Average Exercise Price
	Available for Grant	Options Outstanding	
December 31, 1997	9,504	20,877	$31.18
Additional shares reserved	17,000	—	—
Options granted	(5,090)	5,090	52.06
Options exercised	—	(2,697)	24.70
Options terminated	220	(223)	49.03
December 31, 1998	21,634	23,047	36.38
Additional shares reserved	1,000	—	—
Options granted	(5,466)	5,466	37.04
Options exercised	—	(656)	19.76
Options terminated	565	(567)	42.51
Restricted stock awards	(175)	—	—
December 31, 1999	17,558	27,290	36.78
Options granted	**(8,454)**	**8,454**	**19.85**
COMSAT options assumed	**—**	**4,263**	**22.43**
Options exercised	**—**	**(659)**	**16.15**
Options terminated	**755**	**(766)**	**33.23**
Restricted stock awards	**(125)**	**—**	**—**
December 31, 2000	**9,734**	**38,582**	**31.91**

Approximately 27.9 million, 19.7 million and 15.5 million outstanding options were exercisable by employees at December 31, 2000, 1999 and 1998, respectively.

(Continued)

Information regarding options outstanding at December 31, 2000 follows (number of options in thousands):

Range of Exercise Prices	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Options Outstanding:			
Less than $20.00	10,909	$17.52	6.8
$20.00–$29.99	8,263	25.65	5.7
$30.00–$39.99	9,831	36.69	6.9
$40.00–$50.00	4,865	45.57	6.1
Greater than $50.00	4,714	52.08	7.1
Total	38,582	31.91	6.5
Options Exercisable:			
Less than $20.00	4,360	$16.05	
$20.00–$29.99	6,625	25.70	
$30.00–$39.99	7,316	36.58	
$40.00–$50.00	4,865	45.57	
Greater than $50.00	4,714	52.08	
Total	27,880	34.97	

All stock options granted in 2000, 1999 and 1998 under the Omnibus Plan have 10 year terms and generally vest over a two year service period. Exercise prices of options awarded in those years were equal to the market price of the stock on the date of grant. Pro forma information regarding net earnings and earnings per share as required by SFAS No. 123 has been prepared as if the Corporation had accounted for its employee stock options under the fair value method. The fair value for these options was estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions for 2000, 1999 and 1998, respectively: risk-free interest rates of 6.61 percent, 4.64 percent and 5.39 percent; dividend yields of .8 percent, 2.4 percent and 1.9 percent; volatility factors related to the expected market price of the Corporation's common stock of .342, .247 and .174; and a weighted average expected option life of five years. The weighted average fair value of each option granted during 2000, 1999 and 1998 was $7.62, $8.53 and $10.96, respectively.

For purposes of pro forma disclosures, the options' estimated fair values are amortized to expense over the options' vesting periods. The Corporation's pro forma information follows:

(In millions, except per share data)	**2000**	1999	1998
Pro forma net (loss) earnings	**$ (550)**	$351	$ 965
Pro forma (loss) earnings per share:			
Basic	**$(1.37)**	$ .92	$2.56
Diluted	**$(1.37)**	$ .91	$2.53

Note 14—Post-Retirement Benefit Plans

Defined contribution plans—The Corporation maintains a number of defined contribution plans which cover substantially all employees, the most significant of which are the 401(k) plans for salaried employees and hourly employees. Under the provisions of these 401(k) plans, employees' eligible contributions are matched by the Corporation at established rates. The Corporation's matching obligations were $221 million in 2000, $222 million in 1999 and $226 million in 1998.

The Lockheed Martin Corporation Salaried Savings Plan includes an ESOP which purchased 34.8 million shares of the Corporation's common stock with the proceeds from a $500 million note issue which is guaranteed by the Corporation. The Corporation's match consisted of shares of its common stock, which was partially fulfilled with stock released from the ESOP at approximately 2.4 million shares per year based upon the debt repayment schedule through the year 2004, with the remainder being fulfilled through purchases of common stock from terminating participants or in the open market, or through newly issued shares from the Corporation. Interest incurred on the ESOP debt totaled $17 million, $20 million and $23 million in 2000, 1999 and 1998, respectively. Dividends received by the ESOP with respect to unallocated shares held are used for debt service. The ESOP held approximately 47.3 million issued shares of the Corporation's common stock at December 31, 2000, of which approximately 39.2 million were allocated and 8.1 million were unallocated.

Unallocated common shares held by the ESOP are considered outstanding for voting and other Corporate purposes, but excluded from weighted average outstanding shares in calculating earnings per share. For 2000, 1999 and 1998, the weighted average unallocated ESOP shares excluded in calculating earnings per share totaled approximately 9.0 million, 11.3 million and 13.6 million common shares, respectively. The fair value of the unallocated ESOP shares at December 31, 2000 was approximately $276 million.

Certain plans for hourly employees include non-leveraged ESOPs. The Corporation's match to these plans was made through cash contributions to the ESOP trusts which were used, in part, to purchase common stock from terminating participants and in the open market for allocation to participant accounts. These ESOP trusts held approximately 3.6 million issued and outstanding shares of common stock at December 31, 2000.

Dividends paid to the salaried and hourly ESOP trusts on the allocated shares are paid annually by the ESOP trusts to the participants based upon the number of shares allocated to each participant.

Defined benefit pension plans, and retiree medical and life insurance plans—Most employees are covered by defined benefit pension plans, and certain health care and life insurance benefits are provided to eligible retirees by the Corporation. The Corporation has made contributions to trusts (including Voluntary Employees' Beneficiary Association trusts and 401(h) accounts, the assets of which will be used to pay expenses of certain retiree medical plans) established to pay future benefits to eligible retirees and dependents. Benefit obligations as of the end of each year reflect assumptions in effect as of those dates. Net pension and net retiree medical costs for 2000, 1999 and 1998 were based on assumptions in effect at the end of the respective preceding years.

The following provides a reconciliation of benefit obligations, plan assets and funded status of the plans:

	Defined Benefit Pension Plans		Retiree Medical and Life Insurance Plans	
(In millions)	**2000**	1999	**2000**	1999
Change in Benefit Obligations				
Benefit obligations at beginning of year	**$18,073**	$18,146	**$ 2,706**	$ 2,685
Service cost	**517**	564	**38**	43
Interest cost	**1,372**	1,245	**198**	177
Benefits paid	**(1,180)**	(1,110)	**(232)**	(208)
Amendments	**5**	77	**36**	3
Divestitures	**(689)**	—	**(95)**	—
Actuarial losses (gains)	**423**	(852)	**298**	(23)
Participants' contributions	**3**	3	**35**	29
Benefit obligations at end of year	**$18,524**	$18,073	**$ 2,984**	$ 2,706
Change in Plan Assets				
Fair value of plan assets at beginning of year	**$25,064**	$22,811	**$ 1,141**	$ 1,002
Actual return on plan assets	**(383)**	3,211	**(30)**	116
Corporation's contributions	**46**	149	**129**	118
Benefits paid	**(1,180)**	(1,110)	**(143)**	(124)
Participants' contributions	**3**	3	**35**	29
Divestitures	**(812)**	—	**(34)**	—
Fair value of plan assets at end of year	**$22,738**	$25,064	**$ 1,098**	$ 1,141
Funded (unfunded) status of the plans	**$ 4,214**	$ 6,991	**$(1,886)**	$(1,565)
Unrecognized net actuarial (gains) losses	**(2,975)**	(6,240)	**233**	(191)
Unrecognized prior service cost	**564**	659	**6**	(49)
Unrecognized transition asset	**(9)**	(13)	**—**	—
Prepaid (accrued) benefit cost	**$ 1,794**	$ 1,397	**$(1,647)**	$(1,805)

(Continued)

The net pension cost and the net post-retirement benefit cost related to the Corporation's plans include the following components:

(In millions)	2000	1999	1998
Defined Benefit Pension Plans			
Service cost	**$ 517**	$ 564	$ 491
Interest cost	**1,372**	1,245	1,197
Expected return on plan assets	**(2,130)**	(1,920)	(1,715)
Amortization of prior service cost	**75**	69	58
Recognized net actuarial gains	**(143)**	(43)	(22)
Amortization of transition asset	**(4)**	(4)	(89)
Curtailment loss[a]	**11**	—	—
Net pension income	**$ (302)**	$ (89)	$ (80)
Retiree Medical and Life Insurance Plans			
Service cost	**$ 38**	$ 43	$ 40
Interest cost	**198**	177	178
Expected return on plan assets	**(105)**	(90)	(79)
Amortization of prior service cost	**(12)**	(12)	(6)
Recognized net actuarial gains	**(11)**	(8)	(15)
Curtailment gain[a]	**(87)**	—	—
Net post-retirement cost	**$ 21**	$ 110	$ 118

(a) Amounts relate primarily to the divestiture of AES and Control Systems in 2000 and are included in the calculation of the gains or losses on the respective transactions.

The following actuarial assumptions were used to determine the benefit obligations and the net costs related to the Corporation's defined benefit pension and post-retirement benefit plans, as appropriate:

	2000	1999	1998
Discount rates	**7.5%**	7.75%	7.0%
Expected long-term rates of return on assets	**9.5**	9.5	9.5
Rates of increase in future compensation levels	**5.5**	5.5	5.5

The medical trend rates used in measuring the post-retirement benefit obligation were 7.8 percent in 2000 and 6.0 percent in 1999, and were assumed to ultimately decrease to 4.5 percent by the year 2009. An increase or decrease of one percentage point in the assumed medical trend rates would result in a change in the benefit obligation of approximately 4.5 percent and (4.0) percent, respectively, at December 31, 2000, and a change in the 2000 post-retirement service cost plus interest cost of approximately 4.7 percent and (4.0) percent, respectively. The medical trend rate for 2001 is 8.2 percent.

Note 15—Leases

Total rental expense under operating leases, net of immaterial amounts of sublease rentals and contingent rentals, was $463 million, $287 million and $285 million for 2000, 1999 and 1998, respectively.

Future minimum lease commitments at December 31, 2000 for all operating leases that have a remaining term of more than one year were approximately $1,893 million ($438 million in 2001, $343 million in 2002, $279 million in 2003, $233 million in 2004, $198 million in 2005 and $402 million in later years). Certain major plant facilities and equipment are furnished by the U.S. Government under short-term or cancelable arrangements.

Note 16—Commitments and Contingencies

The Corporation or its subsidiaries are parties to or have property subject to litigation and other proceedings, including matters arising under provisions relating to the protection of the environment. In the opinion of management and in-house counsel, the probability is remote that the outcome of these matters will have a material adverse effect on the Corporation's consolidated results of operations or financial position. These matters include the following items:

Environmental matters—The Corporation is responding to three administrative orders issued by the California Regional Water Quality Control Board (the Regional Board) in connection with the Corporation's former Lockheed Propulsion Company facilities in Redlands, California. Under the orders, the Corporation is investigating the impact and potential remediation of regional groundwater contamination by perchlorates and chlorinated solvents. The Regional Board has approved the Corporation's plan to maintain public water supplies with respect to chlorinated solvents during this investigation, and the Corporation is negotiating with local water purveyors to implement this plan, as well as to address water supply concerns relative to perchlorate contamination. The Corporation estimates that expenditures required to implement work currently approved will be approximately $90 million. The Corporation is also coordinating with the U.S. Air Force, which is working with the aerospace and defense industry to conduct preliminary studies of the potential health effects of perchlorate exposure in connection with several sites across the country, including the Redlands site. The results of these studies will assist state and federal regulators in setting appropriate action levels for perchlorates in groundwater, which will in turn assist the Corporation in determining its ultimate clean-up obligation, if any, with respect to perchlorates.

Since 1990, the Corporation has been responding to various consent decrees and orders relating to soil and regional groundwater contamination in the San Fernando Valley associated with the Corporation's former operations in Burbank, California. Among other things, these consent decrees and orders obligate the Corporation to operate and maintain soil and groundwater treatment facilities in Burbank and Glendale, California through 2018 and 2012, respectively; however, the responsibility for the long-term operation of these facilities will be assumed by the respective localities following an appropriate start-up period. Under an agreement reached with the U.S. Government and filed with the U.S. District Court in January 2000 (the Agreement), the Corporation was reimbursed approximately $100 million in the first quarter of 2000 for past expenditures for certain remediation activities related to the Burbank and Glendale properties. Also under the Agreement, an amount equal to approximately 50 percent of future expenditures for certain remediation activities will be reimbursed by the U.S. Government as a responsible party under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). The Corporation estimates that total expenditures required over the remaining terms of the consent decrees and orders described above, net of the effects of the Agreement, will be approximately $45 million.

The Corporation is involved in proceedings and potential proceedings relating to environmental matters at other facilities, including disposal of hazardous wastes and soil and water contamination. The extent of the Corporation's financial exposure cannot in all cases be reasonably estimated at this time. In addition to the amounts with respect to the Redlands and Burbank properties and the city of Glendale described above, a liability of approximately $190 million for the other properties (including current operating facilities and certain facilities operated in prior years) in which an estimate of financial exposure can be determined has been recorded.

Under agreements reached with the U.S. Government in 1990 and 2000, the Burbank groundwater treatment and soil remediation expenditures referenced above are being allocated to the Corporation's operations as general and administrative costs and, under existing government regulations, these and other environmental expenditures related to U.S. Government business, after deducting any recoveries from insurance or other potentially responsible parties, are allowable in establishing the prices of the Corporation's products and services. As a result, a substantial portion of the expenditures are being reflected in the Corporation's sales and cost of sales pursuant to U.S. Government agreement or regulation.

The Corporation has recorded an asset for the portion of environmental costs that are probable of future recovery in pricing of the Corporation's products and services for U.S. Government business. The portion that is expected to be allocated to commercial business has been reflected in cost of sales. The recorded amounts do not reflect the possible future recoveries of portions of the environmental costs through insurance policy coverage or from other potentially responsible parties, which the Corporation is pursuing as required by agreement and U.S. Government regulation. Any such recoveries, when received, would reduce the allocated amounts to be included in the Corporation's U.S. Government sales and cost of sales.

Waste remediation contract—In 1994, the Corporation was awarded a $180 million fixed price contract by the U.S. Department of Energy (DOE) for the Phase II design, construction and limited test of remediation facilities, and the Phase III full remediation of waste found in Pit 9, located on the Idaho National Engineering and Environmental Laboratory reservation. The Corporation incurred significant unanticipated costs and scheduling issues due to complex technical and contractual matters which threatened the viability of the overall Pit 9 program. Based on an investigation by management to identify and quantify the overall effect of these matters, the Corporation submitted a request for equitable adjustment (REA) to the DOE in March 1997 that sought, among other things, the recovery of a portion of unanticipated costs incurred by the Corporation and the restructuring of the contract to provide for a more equitable sharing of the risks associated with the Pit 9 project. The Corporation has been unsuccessful in reaching any agreements with the DOE on cost recovery or other contract restructuring matters.

In June 1998, the DOE, through Lockheed Martin Idaho Technologies Company (LMITCO), its management contractor, terminated the Pit 9 contract for default. On the same date, the Corporation filed a lawsuit against the DOE in the U.S. Court of Federal Claims in Washington, D.C., challenging and seeking to overturn the default termination. In addition, in July 1998, the Corporation withdrew the REA previously submitted to the DOE and replaced it with a certified REA. The certified REA is similar in substance to the REA previously submitted, but its certification, based upon more detailed factual and contractual analysis, raises its status to that of a formal claim. In August 1998, LMITCO, at the DOE's direction, filed suit against the Corporation in U.S. District Court in Boise, Idaho, seeking, among other things, recovery of approximately $54 million previously paid by LMITCO to the Corporation under the Pit 9 contract. The Corporation is defending this action while continuing to pursue its certified REA. Discovery has been ongoing since August 2, 1999. In October 1999, the U.S. Court of Federal Claims stayed the DOE's motion to dismiss the Corporation's lawsuit, finding that the Court has jurisdiction. The Court ordered discovery to commence and gave leave to the DOE to convert its motion to dismiss to a motion for summary judgment if supported by discovery. The Corporation continues to assert its position in the litigation while continuing its efforts to resolve the dispute through non-litigation means.

Letters of credit and other matters—The Corporation has entered into standby letter of credit agreements and other arrangements with financial institutions primarily relating to the guarantee of future performance on certain contracts. At December 31, 2000, the Corporation had contingent liabilities on outstanding letters of credit, guarantees, and other arrangements aggregating approximately $940 million.

Note 17—Information on Industry Segments and Major Customers

The Corporation operates in five principal business segments. The five segments include Systems Integration, Space Systems, Aeronautics, Technology Services and Global Telecommunications. All other activities of the Corporation fall within the Corporate and Other segment.

Transactions between segments are generally negotiated and accounted for under terms and conditions that are similar to other government and commercial contracts; however, these intercompany transactions are eliminated in consolidation. Other accounting policies of the business segments are the same as those described in "Note 1—Summary of Significant Accounting Policies."

As mentioned previously, Lockheed Martin consummated its merger with COMSAT, and COMSAT's operations have been included in the results of operations of LMGT from August 1, 2000. Prior to the merger, the results of operations of LMGT, which began operations effective January 1, 1999, included the Corporation's 49 percent investment in COMSAT which was acquired on September 18, 1999 and accounted for under the equity method of accounting. In addition to the merger with COMSAT, in October 2000, the Corporation began including the operations of Integrated Business Solutions (IBS), a business unit serving commercial information technology markets, in LMGT's results of operations. In accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," the Corporation began presenting LMGT as a separate operating segment called Global Telecommunications in the third quarter of 2000. The operations of LMGT and IBS were previously included in the Corporate and Other segment. Earlier in 2000, the Corporation reassigned the Management & Data Systems business unit and the space applications systems line of business from the Systems Integration segment to the Space Systems segment.

The following segment descriptions and financial data have been adjusted to reflect the Corporation's Global Telecommunications business as a separate segment and the other changes in organizational structure noted above for the periods presented. Following is a brief description of the activities of each business segment:

Systems Integration—Engaged in the design, development, integration and production of high performance electronic systems for undersea, shipboard, land, and airborne applications. Major product lines include missiles and fire control systems; air and theater missile defense systems; surface ship and submarine combat systems; anti-submarine and undersea warfare systems; avionics and ground combat vehicle integration; platform integration systems; command, control, communications, computers and intelligence (C4I) systems for naval, airborne and ground applications; surveillance and reconnaissance systems; air traffic control systems; and postal automation systems.

Space Systems—Engaged in the design, development, engineering and production of civil, commercial and military space systems. Major product lines include spacecraft, space launch vehicles and manned space systems; their supporting ground systems and services; and strategic fleet ballistic missiles. In addition to its consolidated business units, the segment has investments in joint ventures that are principally engaged in businesses which complement and enhance other activities of the segment.

Aeronautics—Engaged in design, research and development, and production of combat and air mobility aircraft, surveillance/command systems, reconnaissance systems, platform systems integration and advanced development programs. Major products and programs include the F-16 multi-role fighter, the F-22 air-superiority fighter, the C-130J tactical airlift aircraft, support for the C-5, F-117 and U2 aircraft, and the Joint Strike Fighter concept demonstration program.

Technology Services—Provides a wide array of management, engineering, scientific, logistic and information services to federal agencies and other customers. Major product lines include e-commerce, enterprise information services, software modernization and data center management for DOD and civil government agencies; engineering, science and information services for NASA; aircraft and engine maintenance and modification services; operation, maintenance, training, and logistics support for military and civilian systems; launch, mission, and analysis services for military, classified and commercial satellites; and research, development, engineering and science in support of nuclear weapons stewardship and naval reactor programs.

Global Telecommunications—Provides communications services and advanced technology solutions through three lines of business: enterprise solutions, which provides telecommunications services, managed networks and information technology solutions in the U.S. and international markets; satellite services, which provides global fixed and mobile satellite services; and systems and technology, which designs, builds and integrates satellite gateways and provides systems integration services for telecommunications

(Continued)

networks. In addition to its consolidated business units, the segment also has investments in joint ventures that are principally engaged in businesses which complement and enhance other activities of the segment.

Corporate and Other—Includes the state and local government services line of business. In addition, this segment includes the Corporation's properties line of business as well as various Corporate activities.

Selected Financial Data by Business Segment

(In millions)	**2000**	1999	1998
Net sales			
Systems Integration	**$ 9,647**	$ 9,570	$ 9,334
Space Systems	**7,127**	7,209	8,600
Aeronautics	**4,885**	5,499	5,459
Technology Services	**2,318**	2,261	1,935
Global Telecommunications	**766**	389	251
Corporate and Other	**586**	602	687
	$25,329	$25,530	$26,266
Operating profit (loss)			
Systems Integration	**$ 583**	$ 880	$ 858
Space Systems	**416**	561	1,045
Aeronautics	**343**	247	649
Technology Services	**126**	137	135
Global Telecommunications	**(215)**	(97)	(4)
Corporate and Other	**(48)**	281	(161)
	$ 1,205	$ 2,009	$ 2,522
Intersegment revenue			
Systems Integration	**$ 472**	$ 470	$ 630
Space Systems	**64**	135	77
Aeronautics	**78**	88	60
Technology Services	**713**	641	507
Global Telecommunications	**38**	17	6
Corporate and Other	**48**	47	40
	$ 1,413	$ 1,398	$ 1,320

(In millions)	**2000**	1999	1998
Depreciation and amortization			
Systems Integration	**$ 183**	$223	$ 244
Space Systems	**152**	165	185
Aeronautics	**88**	82	74
Technology Services	**15**	14	12
Global Telecommunications	**45**	5	2
Corporate and Other	**35**	40	52
	$ 518	$529	$ 569
Amortization of intangible assets			
Systems Integration	**$ 245**	$276	$ 273
Space Systems	**56**	57	60
Aeronautics	**81**	80	80
Technology Services	**18**	18	18
Global Telecommunications	**49**	8	—
Corporate and Other	**1**	1	5
	$ 450	$440	$ 436
Equity in earnings of equity investees			
Systems Integration	**$ (16)**	$ —	$ 6
Space Systems	**40**	35	25
Aeronautics	**—**	—	—
Technology Services	**7**	—	—
Global Telecommunications	**29**	(17)	—
Corporate and Other	**—**	—	8
	$ 60	$ 18	$ 39
Nonrecurring and unusual items included in operating profit (loss)			
Systems Integration	**$(304)**	$ 13	$ 4
Space Systems	**25**	21	—
Aeronautics	**—**	—	—
Technology Services	**(34)**	—	—
Global Telecommunications	**(117)**	—	—
Corporate and Other	**(109)**	215	(166)
	$(539)	$249	$(162)
Expenditures for property, plant and equipment			
Systems Integration	**$ 185**	$214	$ 201
Space Systems	**126**	136	290
Aeronautics	**89**	123	100
Technology Services	**14**	24	25
Global Telecommunications	**42**	89	1
Corporate and Other	**44**	83	80
	$ 500	$669	$ 697

December 31, 2000

(In millions)	2000	1999	1998
***Assets**(a)*			
Systems Integration	**$ 9,758**	$12,209	$12,307
Space Systems	**5,500**	6,060	6,356
Aeronautics	**3,173**	3,206	3,593
Technology Services	**1,435**	1,484	1,421
Global Telecommunications	**4,616**	2,145	71
Corporate and Other	**5,867**	5,157	4,996
	$30,349	$30,261	$28,744
***Customer advances and amounts in excess of costs incurred**(b)*			
Systems Integration	**$ 899**	$ 1,039	$ 756
Space Systems	**2,012**	2,553	2,136
Aeronautics	**1,636**	899	1,052
Technology Services	**16**	31	30
Global Telecommunications	**202**	132	2
Corporate and Other	**15**	1	36
	$ 4,780	$ 4,655	$ 4,012

(a) The Corporation has no significant long-lived assets located in foreign countries.

(b) At December 31, 2000, customer advances and amounts in excess of costs incurred in the Space Systems segment included approximately $900 million for commercial launch vehicles and related services (approximately $409 million of which related to launch vehicles and services from Russian manufacturers) and approximately $650 million for the manufacture of commercial satellites (of which approximately $65 million is refundable to various customers at each customer's discretion). Customer advances and amounts in excess of costs incurred in the Aeronautics segment included approximately $866 million related the F-16 fighter aircraft program (approximately $510 million of which related to a contract with the United Arab Emirates).

Net Sales by Customer Category

(In millions)	2000	1999	1998
U.S. Government			
Systems Integration	**$ 6,855**	$ 7,017	$ 6,841
Space Systems	**5,854**	6,054	7,044
Aeronautics	**2,784**	2,979	2,706
Technology Services	**2,111**	2,033	1,718
Global Telecommunications	**113**	15	—
Corporate and Other	**—**	—	—
	$17,717	$18,098	$18,309

(In millions)	2000	1999	1998
***Foreign governments**(a)(b)*			
Systems Integration	**$ 2,231**	$ 2,125	$ 2,075
Space Systems	**79**	188	119
Aeronautics	**2,061**	2,501	2,721
Technology Services	**116**	106	97
Global Telecommunications	**1**	—	—
Corporate and Other	**1**	—	1
	$ 4,489	$ 4,920	$ 5,013
***Commercial**(b)*			
Systems Integration	**$ 561**	$ 428	$ 418
Space Systems	**1,194**	967	1,437
Aeronautics	**40**	19	32
Technology Services	**91**	122	120
Global Telecommunications	**652**	374	251
Corporate and Other	**585**	602	686
	$ 3,123	$ 2,512	$ 2,944

(a) Sales made to foreign governments through the U.S. Government are included in the foreign governments category above.

(b) Export sales, included in the foreign governments and commercial categories above, were approximately $6.4 billion, $5.7 billion and $6.1 billion in 2000, 1999 and 1998, respectively.

Note 18—Summary of Quarterly Information (Unaudited)

(In millions, except per share data)	2000 Quarters			
	First(b)	Second(c)	Third(d)	Fourth(e)
Net sales	**$5,562**	**$6,212**	**$5,960**	**$7,595**
Earnings from operations	**313**	**428**	**408**	**465**
Earnings (loss) before extraordinary item	**54**	**42**	**(704)**	**184**
Net earnings (loss)	**54**	**42**	**(704)**	**89**
Diluted earnings (loss) per share before extraordinary item(a)	**.14**	**.11**	**(1.74)**	**.44**
Diluted earnings (loss) per share(a)	**.14**	**.11**	**(1.74)**	**.21**

(Continued)

(In millions, except per share data)	1999 Quarters			
	First[f]	Second[g]	Third[h]	Fourth[i]
Net sales	$6,188	$6,203	$6,157	$6,982
Earnings from operations	487	131	488	559
Earnings (loss) before cumulative effect of change in accounting	268	(41)	217	293
Net (loss) earnings	(87)	(41)	217	293
Diluted earnings (loss) per share before cumulative effect of change in accounting	.70	(.11)	.57	.76
Diluted (loss) earnings per share	(.23)	(.11)	.57	.76

(a) The sum of the diluted earnings (loss) per share amounts for the four quarters of 2000 does not equal the related amounts included in the Consolidated Statement of Operations for the year ended December 31, 2000 due to the impact of the issuance of 27.5 million shares of the Corporation's common stock to consummate the Merger with COMSAT (see Note 2). In addition, the quarterly earnings per share impact of individual items discussed in notes (b) through (e) below may not equal the earnings per share impact of such items for the year ended December 31, 2000 as disclosed elsewhere in this Annual Report due to the impact of the issuance of shares to consummate the Merger with COMSAT.

(b) Net earnings for the first quarter of 2000 include gains from sales of surplus real estate and losses from portfolio shaping activities. On a combined basis, these nonrecurring and unusual items increased net earnings for the first quarter by $6 million, or $.02 per diluted share.

(c) Net earnings for the second quarter of 2000 include the following nonrecurring and unusual items: a charge related to the Corporation's guarantee of certain indebtedness of Globalstar which reduced net earnings for the quarter by $91 million, or $.23 per diluted share; a favorable adjustment of $21 million, or $.05 per diluted share, related to the reversal of a portion of the previously recorded charge for the shutdown of CalComp. In addition, net earnings included a favorable adjustment related to the Titan IV launch vehicle program which increased net earnings by $31 million, or $.08 per diluted share.

(d) Net loss for the third quarter of 2000 includes the following nonrecurring and unusual items: an impairment loss related to the Corporation's decision to sell its AES businesses which negatively impacted the net loss by $980 million, or $2.42 per diluted share; a gain from the Corporation's sale of its Control Systems business which favorably impacted the net loss by $180 million, or $.44 per diluted share; and a net loss of $19 million, or $.04 per diluted share, related to portfolio shaping activities and sales of surplus real estate.

(e) Net earnings for the fourth quarter of 2000 include the following nonrecurring and unusual items: an adjustment to reduce the impairment loss recorded related to the sale of the AES businesses which increased net earnings by $102 million, or $.24 per diluted share; an impairment charge related to the Corporation's investment in ACeS which reduced net earnings by $77 million, or $.18 per diluted share; an extraordinary loss on the early extinguishment of debt which reduced net earnings by $95 million, or $.23 per diluted share and portfolio shaping activities and sales of surplus real estate which, on a combined basis, increased net earnings by $2 million. Net earnings also includes charges related to the Atlas launch vehicle program which decreased net earnings by $31 million, or $.07 per diluted share.

(f) Net loss for the first quarter of 1999 includes the following nonrecurring and unusual items: a gain from the Corporation's sale of 4.5 million of its shares of L-3 as part of a secondary public offering by L-3 which favorably impacted the net loss by $74 million, or $.19 per diluted share; and the effect of the Corporation's adoption of SOP No. 98-5 pertaining to the costs of start-up activities which resulted in the recognition of a cumulative effect adjustment that negatively impacted the net loss by $355 million, or $.93 per diluted share.

(g) Net loss for the second quarter of 1999 includes the effects of negative adjustments related to changes in estimate on the C-130J airlift aircraft program due to cost growth and a reduction in production rates, based on a current evaluation of the program's performance. These adjustments, net of state income tax benefits, negatively impacted (loss) earnings before income taxes and cumulative effect of change in accounting by $197 million, and increased the net loss by $128 million, or $.33 per diluted share. Net loss for the second quarter also includes the effects of negative adjustments related to changes in estimate on the Titan IV program due to reduced award and incentive fees resulting from the Titan IV launch failure on April 30, 1999 as well as a more conservative assessment of future program performance. These adjustments, net of state income tax benefits, negatively impacted (loss) earnings before income taxes and cumulative effect of change in accounting by $84 million, and increased the net loss by $54 million, or $.14 per diluted share. Also, net earnings for the second quarter of 1999 include a nonrecurring and unusual item related to portfolio shaping activities which increased the net loss by $12 million, or $.03 per diluted share.

(h) Net earnings for the third quarter of 1999 include nonrecurring and unusual items related to gains from the sale of surplus real estate and a net gain associated with sales of various non-core businesses and investments and other portfolio shaping items. On a combined basis, these nonrecurring and unusual items increased net earnings by $34 million, or $.09 per diluted share.

(i) Net earnings for the fourth quarter of 1999 include the following nonrecurring and unusual items: a gain from the Corporation's sale of its remaining interest in L-3, which increased net earnings by $27 million, or $.07 per diluted share; and gains related to the Corporation's sale of surplus real estate and a net gain associated with sales of various non-core businesses and investments and other portfolio shaping items which, on a combined basis, increased net earnings by $39 million, or $.10 per diluted share.

(In millions, except per share data)	2000[a]	1999[b]	1998[c]	1997[d]	1996[e]
Operating Results					
Net sales	**$25,329**	$25,530	$26,266	$28,069	$26,875
Cost of sales	**23,715**	23,865	23,914	25,772	24,594
Earnings from operations	**1,614**	1,665	2,352	2,297	2,281
Other income and expenses, net	**(409)**	344	170	482	452
	1,205	2,009	2,522	2,779	2,733
Interest expense	**919**	809	861	842	700
Earnings before income taxes, extraordinary item and cumulative effect of change in accounting	**286**	1,200	1,661	1,937	2,033
Income tax expense	**710**	463	660	637	686
(Loss) earnings before extraordinary item and cumulative effect of change in accounting	**(424)**	737	1,001	1,300	1,347
Extraordinary item	**(95)**	—	—	—	—
Cumulative effect of change in accounting	**—**	(355)	—	—	—
Net (loss) earnings	**$ (519)**	$ 382	$ 1,001	$ 1,300	$ 1,347
(Loss) Earnings Per Common Share					
Basic:					
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.93	$ 2.66	$ (1.56)	$ 3.40
Extraordinary item	**(.24)**	—	—	—	—
Cumulative effect of change in accounting	**—**	(.93)	—	—	—
	$ (1.29)	$ 1.00	$ 2.66	$ (1.56)	$ 3.40
Diluted:					
Before extraordinary item and cumulative effect of change in accounting	**$ (1.05)**	$ 1.92	$ 2.63	$ (1.56)	$ 3.04
Extraordinary item	**(.24)**	—	—	—	—
Cumulative effect of change in accounting	**—**	(.93)	—	—	—
	$ (1.29)	$ .99	$ 2.63	$ (1.56)	$ 3.04
Cash dividends	**$ .44**	$ .88	$ .82	$ .80	$ .80
Condensed Balance Sheet Data					
Current assets	**$11,259**	$10,696	$10,611	$10,105	$10,346
Property, plant and equipment	**3,446**	3,634	3,513	3,669	3,721
Intangible assets related to contracts and programs acquired	**1,088**	1,259	1,418	1,566	1,767
Cost in excess of net assets acquired	**8,855**	9,162	9,521	9,856	10,394
Other assets	**5,701**	5,510	3,681	3,165	3,312
Total	**$30,349**	$30,261	$28,744	$28,361	$29,540
Short-term borrowings	**$ 12**	$ 475	$ 1,043	$ 494	$ 1,110
Current maturities of long-term debt	**882**	52	886	876	180
Other current liabilities	**9,281**	8,285	8,338	7,819	7,382
Long-term debt	**9,065**	11,427	8,957	10,528	10,188
Post-retirement benefit liabilities	**1,647**	1,805	1,903	1,993	2,077
Other liabilities	**2,302**	1,856	1,480	1,475	1,747
Stockholders' equity	**7,160**	6,361	6,137	5,176	6,856
Total	**$30,349**	$30,261	$28,744	$28,361	$29,540
Common shares outstanding at year end	**431.4**	397.8	393.3	388.8	385.5

(Continued)

Notes to Five Year Summary

(a) Reflects the business combination with COMSAT Corporation effective August 2000. Includes the effects of nonrecurring and unusual items which, on a combined basis, decreased pretax earnings by $539 million, $856 million after tax, or $2.12 per diluted share. Also includes an extraordinary loss on the early extinguishment of debt which resulted in a nonrecurring and unusual charge that reduced net earnings by $95 million, or $.24 per diluted share.

(b) Includes the effects of nonrecurring and unusual items which, on a combined basis, increased pretax earnings by $249 million, $162 million after tax, or $.42 per diluted share. Also includes a cumulative effect adjustment relating to the adoption of SOP No. 98-5 regarding costs for start-up activities which resulted in a nonrecurring and unusual charge that reduced net earnings by $355 million, or $.93 per diluted share.

(c) Includes the effects of nonrecurring and unusual items which, on a combined basis, decreased pretax earnings by $162 million, $136 million after tax, or $.36 per diluted share.

(d) Includes the effects of a nonrecurring and unusual tax-free gain of $311 million and the aggregate effects of other nonrecurring and unusual items which decreased pretax earnings by $369 million, $245 million after tax. On a combined basis, these items decreased diluted loss per share by $.15. The loss per share also includes the effects of a deemed preferred stock dividend resulting from a transaction with GE which reduced the basic and diluted per share amounts by $4.93.

(e) Reflects the business combination with Loral Corporation effective April 1996. Includes the effects of a nonrecurring and unusual pretax gain of $365 million, $351 million after tax, and nonrecurring and unusual pretax charges of $307 million, $209 million after tax which, on a combined basis, increased diluted earnings per share by $.32.

(As of March 1, 2001)

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Messrs. Gibbons, Hurtt, Savage,
Ukropina and Yearley

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Mr. Augustine, Chairman
Messrs. Bennett, Coffman, Hood, Hurtt,
Murphy and Yearley

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(As of March 1, 2001)

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Lillian M. Trippett
Vice President,
Corporate Secretary and
Associate General Counsel

Anthony G. Tuffo
Vice President

Anthony Van Schaick
Vice President

As of December 31, 2000, there were approximately 67,708 holders of record of Lockheed Martin common stock and 431,656,480 shares outstanding.

Common Stock Prices

(In dollars)	High	Low	Close
2000 Quarters			
1st	**22.31**	**16.50**	**20.44**
2nd	**27.31**	**19.81**	**24.81**
3rd	**33.60**	**24.06**	**32.93**
4th	**37.58**	**30.06**	**33.95**
1999 Quarters			
1st	43.00	34.63	37.75
2nd	46.00	33.75	37.25
3rd	39.94	30.19	32.69
4th	33.38	16.38	21.88

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TDD for the hearing impaired: 201-222-4955
Internet: http://www.equiserve.com

Dividend Reinvestment Plan
Lockheed Martin Direct Invest, our direct stock purchase and dividend reinvestment plan, provides new investors and current stockholders with a convenient, cost-effective way to purchase Lockheed Martin common stock, increase holdings and manage the investment. For more information about Lockheed Martin Direct Invest, contact our transfer agent, First Chicago Trust Company at 1-800-519-3111, or to view plan materials online and enroll electronically, access Internet site http://www.shareholder.com/lmt/services.htm#drip.

Independent Auditors
Ernst & Young LLP
1225 Connecticut Avenue, N.W.
Washington, D.C. 20036

Common Stock
Stock symbol: LMT
Listed: New York Stock Exchange

Annual Report on Form 10-K
Stockholders may obtain, without charge, a copy of Lockheed Martin's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission for the year ended December 31, 2000 by writing to:

Lockheed Martin Investor Relations
6801 Rockledge Drive
Bethesda, MD 20817

For accessing the Lockheed Martin Investor Relations homepage on the Internet use the Uniform Resource Locator: http://www.lockheedmartin.com/investor

Lockheed Martin Shareholder Direct
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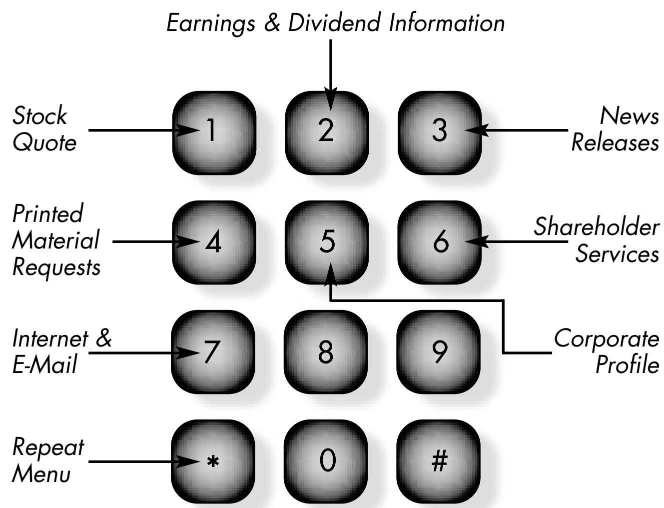

Financial results, stock quotes, earnings and dividend news as well as other Lockheed Martin announcements are available by calling the above toll-free number. The information will be read to the caller and can also be received by mail, fax or e-mail. You may also reach Shareholder Services for account information or Investor Relations for additional information on Lockheed Martin via the toll-free number.

Forward-Looking Statements

This Annual Report contains statements which, to the extent that they are not recitations of historical fact, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). The words "estimate," "anticipate," "project," "intend," "expect," and similar expressions are intended to identify forward-looking statements. All forward-looking statements involve risks and uncertainties, including, without limitation, statements and assumptions with respect to future revenues, program performance and cash flows, the outcome of contingencies including litigation and environmental remediation, and anticipated costs of capital investments and planned dispositions. Our operations are necessarily subject to various risks and uncertainties and, therefore, actual outcomes are dependent upon many factors, including, without limitation, our successful performance of internal plans and reorganization efforts; government customers' budgetary constraints and the timing of awards and contracts; customer changes in short-range and long-range plans; domestic and international competition in the defense, space and commercial areas; continued development and acceptance of new products; timing and customer acceptance of product delivery and launches; product performance; performance issues with the U.S. Government, key suppliers and subcontractors; government import and export policies; termination of government contracts; the outcome of political and legal processes; the outcome of contingencies, including completion of acquisitions and divestitures, litigation and environmental remediation; legal, financial, and governmental risks related to international transactions and global needs for military and commercial aircraft and electronic systems and support; domestic and international telecommunications regulatory developments; market conditions and other factors affecting the value of the Corporation's equity investments; as well as other economic, political and technological risks and uncertainties. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this Annual Report. The Corporation does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events, circumstances or changes in expectations after the date of this Annual Report, or to reflect the occurrence of unanticipated events. The forward-looking statements in this document are intended to be subject to the safe harbor protection provided by Sections 27A of the Securities Act and 21E of the Exchange Act.

For a discussion identifying some important factors that could cause actual results to vary materially from those anticipated in the forward-looking statements, see the Corporation's Securities and Exchange Commission filings including, but not limited to, the discussion of "Competition and Risk" and the discussion of "Government Contracts and Regulations" on pages 16 through 17 and pages 17 through 18, respectively, of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (Form 10-K); "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 23 through 41 of this Annual Report; and "Note 1—Summary of Significant Accounting Policies," "Note 3—Divestiture Activities," "Note 4—Restructuring and Other Charges," and "Note 16—Commitments and Contingencies" of the Notes to Consolidated Financial Statements on pages 48 through 51, pages 52 through 53, pages 53 through 54 and pages 63 through 65, respectively, of the Audited Consolidated Financial Statements included in this Annual Report and included in the Form 10-K.

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