1 9 9 8 ANNUAL REPORT

LOCKHEED MARTIN

(In millions, except per share data and number of employees)	**1998**	1997[b]	1996[b][c]
Net sales	**$26,266**	$28,069	$26,875
Net earnings	**1,001[a]**	1,300[e]	1,347[f]
Diluted earnings (loss) per share	**2.63[a]**	(1.56)[d][e]	3.04[f]
Pro forma diluted earnings per share excluding nonrecurring and unusual items	**3.11[g]**	3.02[g]	2.72[g]
Cash dividends per common share	**.82**	.80	.80
Net cash provided by operating activities	**2,031**	1,208	1,636
Expenditures for property, plant and equipment	**697**	750	737
Total assets	**28,744**	28,361	29,540
Short-term borrowings	**1,043**	494	1,110
Long-term debt (including current maturities)	**9,843**	11,404	10,368
Stockholders' equity	**6,137**	5,176[d]	6,856
Negotiated backlog	**$45,345**	$47,059	$50,406
Employees	**165,000**	173,000	190,000

(a) Earnings for 1998 include the effects of a nonrecurring and unusual charge related to CalComp Technology, Inc. (CalComp), a majority-owned subsidiary of the Corporation. In 1998, the Corporation decided that it would not increase existing credit for CalComp to support ongoing operations, and agreed to provide financing, subject to certain conditions, for a plan providing for the timely non-bankruptcy shutdown of CalComp's business. These actions resulted in a charge related to the impairment of assets and estimated costs required to accomplish the shutdown of CalComp's operations. This charge decreased net earnings by $183 million, or $.48 per diluted share.

(b) Amounts per common share have been restated to reflect the two-for-one common stock split distributed to stockholders in December 1998.

(c) Reflects the business combination with Loral Corporation since April 1996.

(d) Loss per share for 1997 includes the effects of a deemed preferred stock dividend resulting from a transaction with General Electric Company (GE). The excess of the fair value of the consideration transferred to GE (approximately $2.8 billion) over the carrying value of the Series A preferred stock ($1.0 billion) was treated as a deemed preferred stock dividend and deducted from 1997 net earnings in determining net loss applicable to common stock used in the computation of loss per share. The effect of this deemed dividend was to reduce the diluted per share amount by $4.93.

(e) Earnings for 1997 include the effects of a tax-free gain of $311 million related to the transaction with GE to redeem the Corporation's Series A preferred stock, and nonrecurring and unusual charges related to the Corporation's decision to exit certain lines of business and related to impairment in the values of various non-core investments and certain other assets, which decreased net earnings by $303 million. On a combined basis, these items decreased diluted loss per share by $.02.

(f) Earnings for 1996 include the effects of a nonrecurring gain resulting from divestitures which increased net earnings by $351 million. The gain was substantially offset by nonrecurring charges related to the Corporation's environmental remediation business, and related to impairment in the values of certain investments and other assets, and costs for facility closings and transfers of programs, which decreased net earnings by $209 million. On a combined basis, these items increased diluted earnings per share by $.32.

(g) The calculation of pro forma diluted earnings per share exclude the effects of the nonrecurring and unusual

For Lockheed Martin to be the world's leading technology and systems enterprise, providing best value to our customers, growth opportunities to our employees and superior returns to our shareholders.

PERFORMANCE

Dear Fellow Shareholder:

Lockheed Martin has now been in existence for only four years. But one of the real strengths of our Corporation is that we can trace our roots back to the earliest days of aviation following financial targets to achieve that goal: generate robust cash flow, improve profit margins and competitiveness, and produce sustainable earnings per share growth. We intend to use the cash to pay down debt, maintain technology leadership, and invest in profitable growth that will produce returns above the cost of capital. We will drive our formal Value Based Management program deep into the management organization to reflect our focus on total shareholder return.

In 1998, we started a Corporate-wide initiative called LM21—Best Practices, aimed at involving thousands of our talented employees in a concerted effort to leverage the best of our diverse backgrounds and experiences in order to streamline operations. We are striving to improve engineering practices, and to reduce procurement costs while building a strong supplier base. We are benchmarking hundreds of practices in use throughout Lockheed Martin, identifying the best and then sharing these Best Practices across the entire Corporation.

The results to date have been encouraging. Numerous high-payoff Best Practices already have been transferred among multiple companies within Lockheed Martin. Best Practice Transfer Teams have been established involving people from throughout the Corporation. And, performance improvement metrics currently in place are starting to show results. In addition, our Best Practices initiative is energizing our people to think creatively and look beyond traditional organizational boundaries to find the best solutions. It is our belief that we are positioned to see performance improvements in 1999 as the Best Practices initiative takes hold at all levels of the Corporation. Once it is fully implemented over the next four years, we expect Best Practices to save the Corporation $2.5 billion to $3 billion a year.

We are proud of the role we play in providing quality products and services to the core markets we serve—Defense, Space, and Civil Government Information Systems and Services. Our vision for the future is to continue to nurture and grow our core businesses while we expand rapidly into the closely related Global Telecommunications and Information Services markets.

In 1998, we formed Lockheed Martin Global Telecommunications (LMGT) to properly position the Corporation in the rapidly expanding global marketplace for telecommunications services. Leveraging the Corporation's expertise in space-and-terrestrial-based telecommunications and systems integration, our vision for LMGT is to provide seamless telecommunications services to large organizations, including multinational corporations and governments. The planned combination with COMSAT perfectly augments our strategy.

In 1999, as in past years, we have set the bar high, rolling up our sleeves to perfect what we do well, and making corrections where we have not measured up. The fabric of our Corporate Purpose and Values—Mission Success, Customer Focus, Ethics, Excellence, "Can-Do" Spirit, Integrity, People and Teamwork—has been woven into our daily business lives.

Before we close, we would like to acknowledge the contributions of Norman R. Augustine who retired as Chairman last April, and Marcus C. Bennett who retired in January as CFO. We owe our deepest appreciation to both.

Our strong belief is that Lockheed Martin can deliver a positive future to all our stakeholders. To be sure, we have some challenges ahead in 1999 and beyond. But in facing them, we must remember that solving problems—some of the world's biggest problems—is the very nature of our business. We're good at it. And, thanks to the 165,000 talented and dedicated people who walk through Lockheed Martin's doors each working day, we have full confidence in our Corporation's future prosperity. We look forward to continuing to work together to achieve Mission Success in all of our endeavors.

February 22, 1999

Vance D. Coffman
Chairman and Chief Executive Officer

Peter B. Teets
President and Chief Operating Officer

SPACE & STRATEGIC MISSILES SECTOR

◆ Lockheed Martin successfully launched six Atlas, two Titan, one Athena and three Russian Proton vehicles. ◆ U.S. Air Force awarded Lockheed Martin contracts for development completion of the Evolved Expendable Launch Vehicle family of launchers as well as launch services for nine missions. ◆ Lockheed Martin built the External Tanks, including three Super Lightweight Tanks, for five successful Space Shuttle launches. ◆ Achieved 100 percent Mission Success on five Space Shuttle missions launched by the United Space Alliance joint venture. ◆ Michoud Space Systems delivered major hardware components for the X-33 in support of the VentureStarE Reusable Launch Vehicle. ◆ Lockheed Martin successfully manufactured and deployed one military, five civil and 43 commercial satellites/payloads, including 39 buses for the IridiumE global telecommunications system.

ELECTRONICS SECTOR

◆ Lockheed Martin received a U.S. Navy contract to produce 13 AEGIS weapon systems through 2007. ◆ Selected to upgrade six Royal Australian Navy frigates, and to deploy four Tactical Air Defense Radar Systems for the Australian Defence Force. ◆ Under contract to deliver Low-Altitude Navigation and Targeting Infrared System for Night (LANTIRN) and Sharpshooter targeting systems for F-16's in the air forces of Egypt, Taiwan, and Denmark. ◆ Developing the Low-Cost Autonomous Attack System (LOCAAS), a smart munition deployable from air-, land- or sea-based platforms for use against mobile or fixed targets. ◆ Lockheed Martin is developing a Guided Multiple Launch Rocket System for the United States, the United Kingdom, Germany, France and Italy. ◆ Lockheed Martin will deliver 290 additional Army Tactical Missile System (ATACMS) missiles, and will develop and field the Line-of-Sight Antitank (LOSAT) weapon system. ◆ Air Sovereignty Operations Centers became operational in Poland, Hungary and the Czech Republic, giving these nations an integrated view of their airspace and permitting cross-border sharing of airspace information.

AERONAUTICS SECTOR

◆ The United Arab Emirates announced selection of Block 60 F-16 in an 80-aircraft program potentially valued at $5 billion. ◆ C-130J—received FAA certification and delivered 19 aircraft, completed successful world tour to 32 countries, flew 380 guest pilots, generated 28 proposals. ◆ F-22—received $525 million in funding for two Production Readiness Test Vehicles and $189 million long-lead funding for first low-rate production lot following accomplishment of 183 flight hours and a variety of specific flight test points. ◆ Joint Strike Fighter—achieved successful Final Design Review 2,000 pounds below target aircraft weight, assembly of first X-35 concept demonstrator 25 percent complete. ◆ X-33 Reusable Launch Vehicle—completed launch site, fabrication of vehicle is between 67 and 69 percent complete. ◆ Lockheed Martin received $1 billion, eight-year contractor logistics support contract from USAF for F-117 Total System Performance Responsibility.

ENERGY & ENVIRONMENT SECTOR

◆ The Department of Energy extended Lockheed Martin's contract to manage Sandia National Laboratories for five years. The new contract runs through September 30, 2003. ◆ The Department of Energy approved a 15-month extension for Lockheed Martin to operate the Energy Systems facility at Oak Ridge. The new contract runs through June 30, 2001. ◆ Lockheed Martin Hanford Corporation and its Tank Waste Remediation System team passed one million work hours without recording a lost workday case. ◆ Lockheed Martin Energy Systems at the Y-12 Plant received Department of Energy authorization to resume pr

◆ Space Communications Corporation and Japan Satellite Systems selected Lockheed Martin to build a telecommunications satellite to provide coverage for Japan and the region. ◆ Lockheed Martin supported NASA's Lunar Prospector, Transition Region and Coronal Explorer solar telescope, Mars Global Surveyor, Hubble Space Telescope and Mars Surveyor '98 missions. ◆ Lockheed Martin delivered the first of eight solar array flight wings that will power the International Space Station. ◆ Lockheed Martin successfully conducted eight Fleet Ballistic Missile flights.

Left: *Evolved Expendable Launch Vehicle*

◆ Lockheed Martin selected to develop and build the Joint Air-to-Surface Standoff Missile (JASSM) for the U.S. Air Force and Navy. ◆ Completed systems integration to provide submarine-launched cruise missile capability to the Royal Navy's Swiftsure- and Trafalger-class submarines, and to support the Royal Navy's formation of its first squadron of Merlin helicopters. ◆ Lockheed Martin expanded its position in the high-growth postal systems business and acquired Postal Technologies, Inc., which manufactures and markets high-speed document processing systems, barcode readers and sorters. ◆ Buses equipped with Lockheed Martin's HybriDriveE propulsion system entered revenue service in New York City.

Right: *AEGIS*

◆ GAMECO—announced plans to expand this commercial aircraft maintenance joint venture with China Southern Airlines to accommodate increased business. ◆ KTX-2 trainer and combat aircraft—Lockheed Martin signed joint market development agreement with Samsung of Republic of Korea. ◆ A-4AR—delivered three modified aircraft to the Argentinean Air Force. ◆ Supersonic Business Jet announced plans to team with Gulfstream on a technical, environmental and regulatory feasibility study.

Left: *F-22*

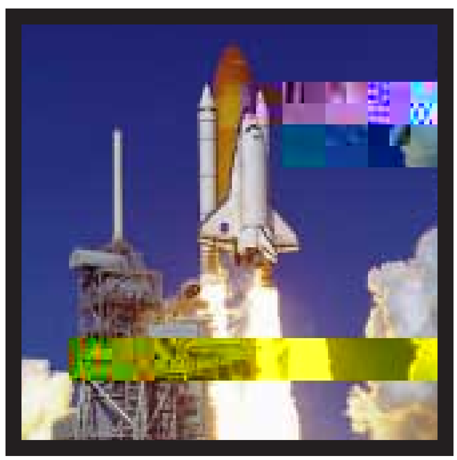
◆ Sandia won the Department of Energy's "M&O Contractor of the Year Award" for its performance in contracting with small, women-owned, minority, and 8(a) businesses. ◆ The three national labs won a total of eight "R&D 100 Awards." ◆ After five years since its inception, Technology Ventures Corporation has facilitated the formation of 32 new technology-based businesses, created over 1,270 jobs in New Mexico, and secured over $133 million in funding for its client companies. ◆ The Analytical Services and Protective Services organizations at the Lockheed Martin Energy Systems Y-12 facility at Oak Ridge, Tennessee, earned the Department of Energy's highest award for quality

LEADERSHIP THROUGH

MISSION SUCCESS

MISSION SUCCESS IS OUR COMMITMENT

TO TOTAL CUSTOMER SATISFACTION.



Over the past four years, we at Lockheed Martin have measured our performance by Mission Success. The shorthand definition of Mission Success is simple—attaining total customer satisfaction and meeting all our commitments.

Mission Success also is the standard by which we measure the performance of every aircraft we fly, every spacecraft we launch, every system we integrate, every service we provide. In essence, when our products and services work as promised to the customer, we have earned the right to call it Mission Success. Last year, Lockheed Martin achieved a 97 percent Mission Success record based on approximately 900 measurable events.

In 1998, some of our Mission Success highlights included successfully executing an ambitious F-22 flight test schedule, and launching the Space Shuttle Super Lightweight Tank. Not all Mission Success events are related to things that fly. As a Mission Success, we recognize deliveries, qualification tests or sea trials of multiple AEGIS shipboard weapon systems. In addition, five of our companies are at a Software Engineering Institute (SEI) Level 4 rating, and two of our companies have achieved Level 5, placing them among a select group of companies to attain this high level of software engineering expertise.

At Lockheed Martin, Mission Success is a way of thinking strategically as well as doing business on a day-to-day basis with a disciplined focus on the customer.

Above: *It was Mission Success for five Space Shuttle missions launched by our United Space Alliance joint venture last year. Lockheed Martin also builds the Shuttle's External Tank.*

Right: *Lockheed Martin is producing the Close Combat Tactical Trainer simulator system for the U.S. Army. With this system soldiers can train in real time on a highly interactive virtual battlefield.*

INNOVATION

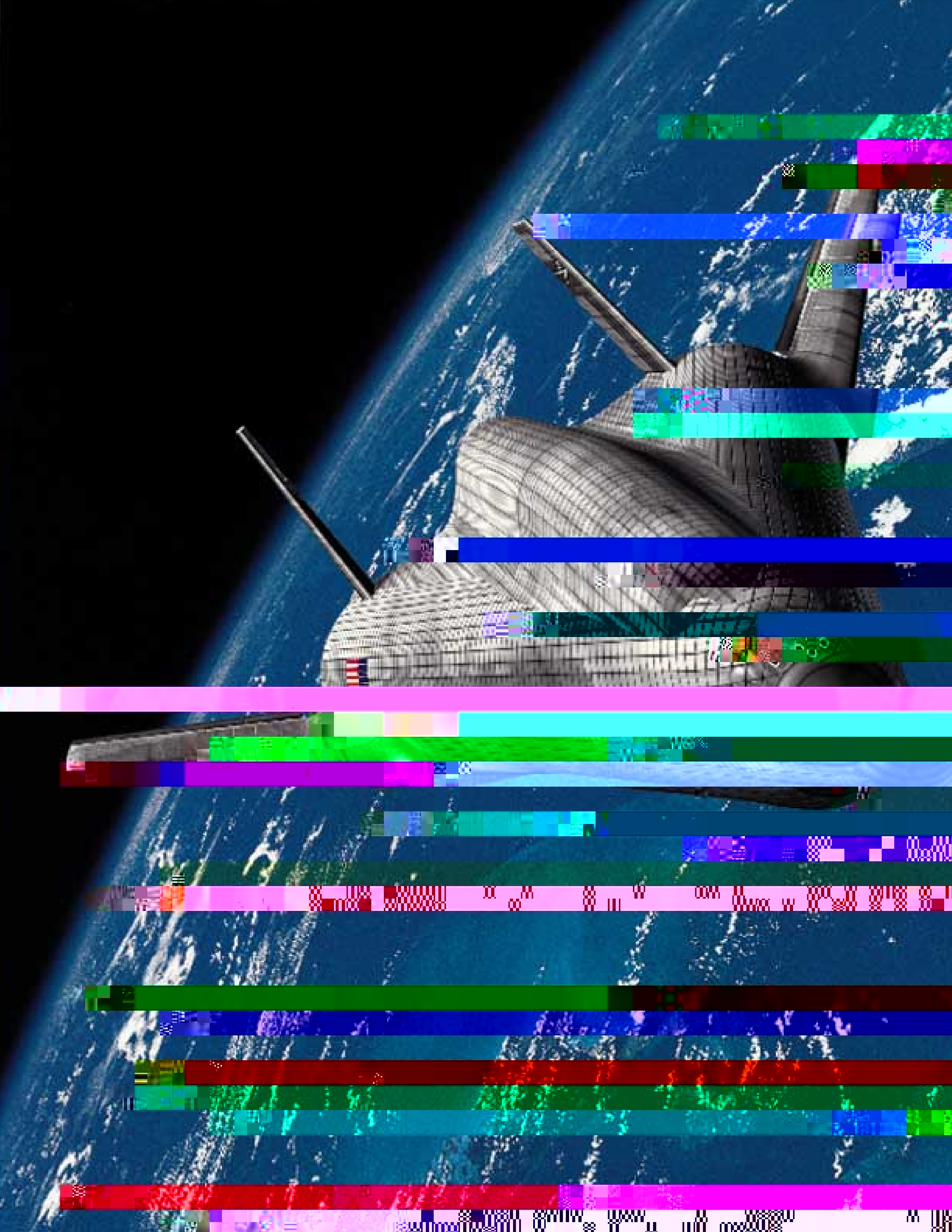
WE HAVE IDENTIFIED 14 STRATEGIC TECHNOLOGIES

THAT ARE CRITICAL TO THE CORPORATION'S FUTURE.

Simply stated, innovation drives growth, and for Lockheed Martin that means a passionate commitment to research, technology leadership and more efficient business practices. We cannot compete effectively by using yesterday's processes, nor by operating according to yesterday's template. Our attention is focused on investing in processes that will help us be more competitive.

To that end, we have 60,000 of the world's premier scientists and engineers. Plus we have a $1 billion discretionary budget available for independent research, as well as bid and proposal to develop the promising technologies for tomorrow.

We have identified 14 strategic technologies that are critical to the Corporation's future, and we are developing a process for leveraging them. These are enabling technologb g0 oing i



M U L T I P L Y I N G   T A L E N T S   B Y

SYNERGY

THROUGH TEAMWORK WE CAN BEST HARNESS

THE DIVERSE TALENTS OF OUR 165,000 EMPLOYEES.

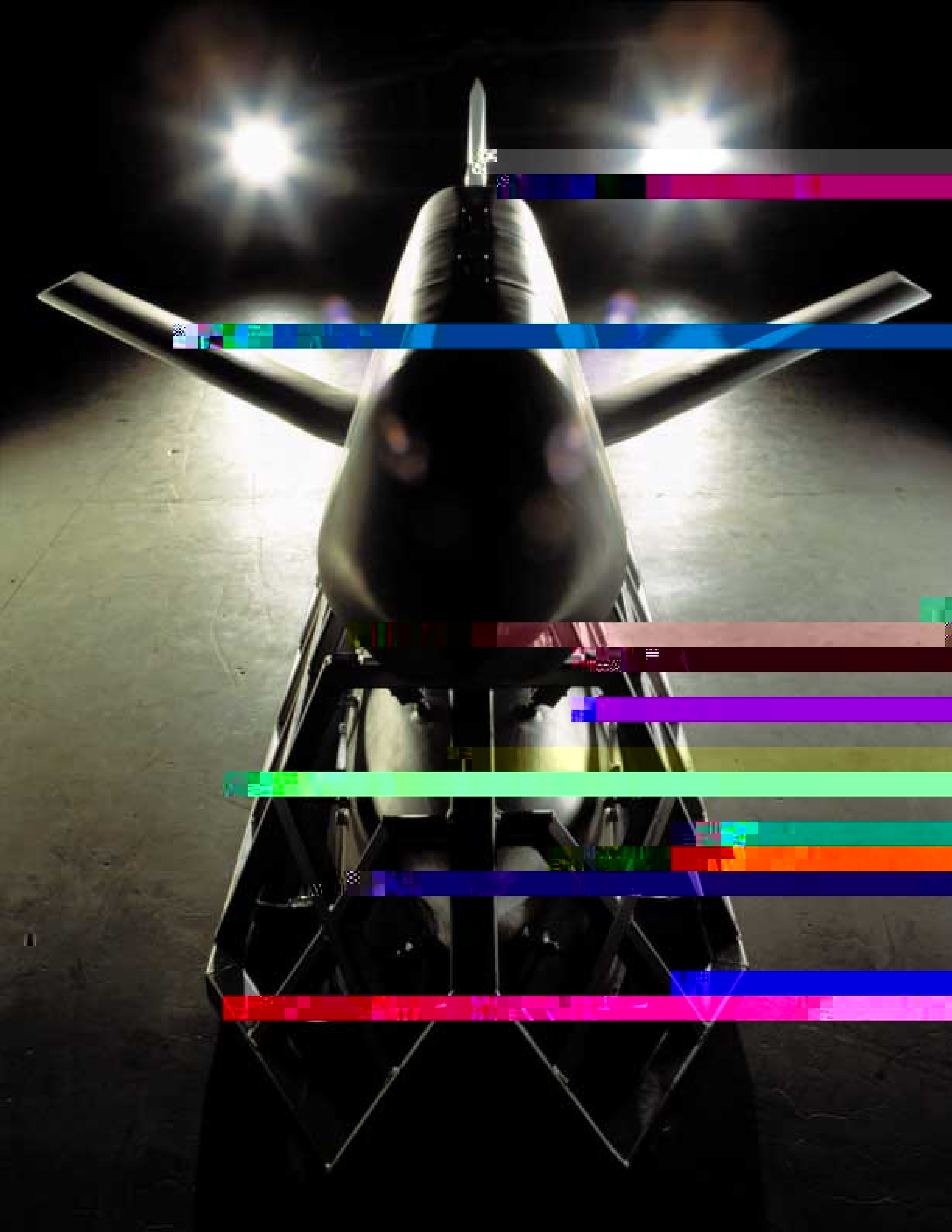
The successful organizations in our marketplaces will be the ones that build world-class teams. Lockheed Martin is mobilizing its people, technologies and resources, focusing these on common goals and objectives. It is that kind of focus that has enabled us to win and retain key programs that would not have been possible without the synergies inherent in this high-technology enterprise.

Through teamwork we can best harness the diverse talents of our 165,000 employees to create a culture that stresses positive thinking, a "can-do" attitude and customer responsiveness across all product and organizational lines.

Teamwork is not limited to the excellent job we have been doing internally among our diverse set of business units that make up today's Lockheed Martin. In the domestic market, we are the partner of choice for a variety of commercial companies and government agencies–from federal, to county and municipal governments. Internationally, we have established alliances, joint ventures and other partnerships with companies and governmental bodies in almost 50 countries.

Our commitment to teamwork was recognized industrywide in 1998 with the American Business Ethics Award from the American Society of Chartered Life Underwriters & Chartered Financial Consultants, as well as *Industry Week*'s selection of our Tactical Aircraft Systems plant in Fort Worth as one of the country's 10 best plants. In addition, *Graduating Engineer* magazine readers rank Lockheed Martin as the top company to join. All this makes us the employer of choice–attracting the best and the brightest to our doors.

Above: *The Consolida*



While Lockheed Martin remains a world-class aer

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.

Common Stock Split

In October 1998, the Board of Directors of the Corporation authorized a two-for-one split of the Corporation's common stock in the form of a stock dividend which was effected on December 31, 1998. In the following discussion, all references to shares of common stock and per share amounts have been restated to reflect the stock split.

Transaction Agreement with COMSAT Corporation

In September 1998, the Corporation and COMSAT Corporation (COMSAT) announced that they had entered into an agreement to combine the companies in a two-phase transaction with a total estimated value of approximately $2.7 billion at the date of the announcement (the Merger). In connection with the first phase of this transaction, the Corporation commenced a cash tender offer (the Tender Offer) to purchase up to 49 percent, subject to certain adjustments, of the outstanding shares of common stock of COMSAT on the date of purchase at a price of $45.50 per share, with an estimated value of $1.2 billion. Under the Merger agreement, the Tender Offer will be extended for periods of up to 60 days until the earlier of (i) September 18, 1999, or (ii) satisfaction of certain conditions to closing. The consummation of the Tender Offer is subject to, among other things, the approval of the Merger by the stockholders of COMSAT and certain regulatory approvals, including approval by the Federal Communications Commission (FCC). The stockholders of COMSAT are expected to vote on the proposed Merger at COMSAT's annual meeting of stockholders on June 18, 1999. Upon completion of this phase of the transaction, the Corporation will account for its investment in COMSAT under the equity method of accounting. The second phase of the transaction, which will result in consummation of the Merger, will be accomplished by an exchange of one share of Lockheed Martin common stock for each share of COMSAT common stock. Consummation of the Merger is subject to, among other things, the enactment of legislation necessary to allow Lockheed Martin to acquire the remaining shares of COMSAT common stock and certain additional regulatory approvals, including anti-trust clearance by the Department of Justice. The Merger will be accounted for under the purchase method of accounting.

The Corporation is not currently designated by the FCC as an "authorized common carrier," and as such is prohibited from owning more than 10 percent of COMSAT. The Corporation has filed an application with the FCC to be designated an "authorized common carrier" and to purchase up to 49 percent of COMSAT. On January 21, 1999, the Chairman of the House Committee on Commerce and the Chairman of the Senate Subcommittee on Communications sent a letter to the FCC urging the FCC not to take any action to permit any company to purchase more than 10 percent of COMSAT prior to Congress adopting satellite industry reform legislation. If the FCC were to delay or slow its review of the Corporation's filings with respect to the Tender Offer, and if Congress does not make rapid progress on satellite industry reform legislation, the Tender Offer may not be consummated by September 18, 1999. If this occurs, either party may terminate the Merger Agreement or both parties may elect to amend the Merger Agreement to extend this date. If the FCC's review is not delayed or slowed and the Tender Offer is consummated, but the legislative process relative to satellite industry reform legislation moves slowly, the Merger is unlikely to occur in 1999.

Acquisitions and Divestitures

In November 1997, Lockheed Martin exchanged all of the outstanding capital stock of a wholly-owned subsidiary for all of the outstanding Series A preferred stock held by General Electric Company (GE) and certain subsidiaries of GE (the GE Transaction). The Series A preferred stock was convertible into approximately 58 million shares of Lockheed Martin common stock. The Lockheed Martin subsidiary was composed of two non-core commercial business units which contributed approximately five percent of the Corporation's 1997 net sales, Lockheed Martin's investment in a telecommunications partnership and approximately $1.6 billion in cash. The GE Transaction was accounted for at fair value, and resulted in the reduction of the Corporation's stockholders' equity by $2.8 billion and the recognition of a tax-free gain of approximately $311 million in other income and expenses. Also see the discussion under the caption "Results of Operations" regarding the impact of the GE Transaction on the computation of 1997 earnings per share. In 1998 and 1997, in connection with the GE Transaction, the Corporation issued notes to a wholly-owned subsidiary of GE for $210 million, bearing interest at 5.73%, and $1.4 billion, bearing interest at 6.04%, respectively. The notes are due November 17, 2002.

In July 1997, the Corporation and Northrop Grumman Corporation (Northrop Grumman) announced that they had entered into an agreement to combine the companies whereby Northrop Grumman would become a wholly-owned subsidiary of Lockheed Martin. The proposed merger with Northrop Grumman was terminated by the Board of Directors of Lockheed Martin in July 1998.

In March 1997, the Corporation executed a definitive agreement

During the third quarter of 1996, the Corporation announced its intention to distribute via an exchange offer its interest in Martin Marietta Materials, Inc. (Materials) to its stockholders. In October 1996, the exchange was consummated, subsequent to which the Corporation had no remaining ownership interest in Materials. The transaction was accounted for at fair value, resulting in a reduction in the Corporation's stockholders' equity of $750 million and the recognition of a pretax gain of $365 million in other income and expenses.

In November 1996, the Corporation announced the proposed divestiture of two of its business units, Armament Systems and Defense Systems. This transaction, which concluded with the Corporation's receipt of $450 million in cash in January 1997, had no pretax effect on the results of operations for 1997 or 1996.

On a combined basis, the Materials exchange and the Armament Systems and Defense Systems divestiture noted above increased 1996 net earnings by $351 million.

In April 1996, the Corporation consummated its business combination with Loral Corporation (Loral) for a total purchase price, including acquisition costs, of approximately $7.6 billion (the Loral Transaction). In addition to the acquisition of Loral's defense electronics and systems integration businesses, the Loral Transaction resulted in the Corporation acquiring shares of preferred stock of Loral Space & Communications, Ltd. (Loral SpaceCom), a newly-formed company, which were convertible into 20 percent of Loral SpaceCom's common stock on a diluted basis at the date of acquisition. The operations of the businesses acquired in connection with the Loral Transaction have been included in the results of operations of the Corporation since April 1996.

Formation of Lockheed Martin Global Telecommunications

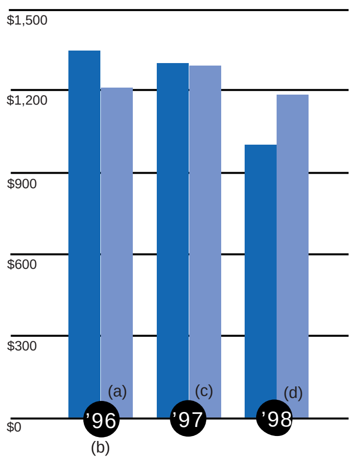
In August 1998, the Corporation announced the formation of Lockheed Martin Global Telecommunications, Inc. (Global Telecommunications), a wholly-owned subsidiary of the Corporation. Global Telecommunications will combine investments in several existing joint ventures and certain elements of the Corporation under a dedicated management team focused on capturing a greater portion of the worldwide telecommunications services market. Effective January 1, 1999, the following operations and investments became a part of Global Telecommunications: Lockheed Martin Intersputnik, Ltd., a strategic venture with Moscow-based Intersputnik that is scheduled to deploy its first satellite in 1999; Astrolink℮ International Ltd., a strategic venture that will provide global interactive multimedia services using next-generation broadband satellite technology; the elements of Lockheed Martin Missiles & Space, Lockheed Martin Management & Data Systems and Lockheed Martin Western Development Laboratories that provide commercial communications capabilities; the Corporation's investment in Americom Asia Pacific, LLC, a joint venture with GE Americom that is scheduled to launch a satellite in 1999 that will serve broadcasters in the Asia-Pacific region; and the Corporation's investment in ACeS International Limited, a joint venture that will provide cellular telephone communications in regions of Asia. Additionally, the Corporation intends to combine the operations of Global Telecommunications and COMSAT upon consummation of the Tender Offer and the Merger.

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.

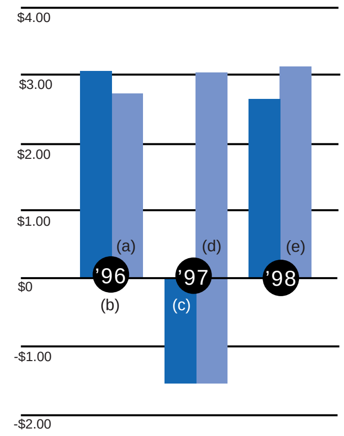
The Corporation's consolidated net sales for 1998 were $26.3 billion, a decrease of six percent compared to 1997. Net sales during 1997 were $28.1 billion, an increase of four percent compared to 1996. Excluding the impact of the operations of divested entities, which are discussed below, net sales for 1998 would have remained relatively consistent with 1997, and would have increased by five percent for 1997 compared to 1996. The sales decrease in the Space & Strategic Missiles segment in 1998 would have been offset by sales increases for the other business segments, after adjusting for divestiture activities. Sales increases in 1997 in the Space & Strategic Missiles, Aeronautics and Information & Services segments, as w described below. Excluding the effects of these nonrecurring and unusual items for each year, operating profit for 1998 would have decreased by six percent compared to 1997, and would have increased by nine percent in 1997 compared to 1996. For 1998 compared to 1997, decreases in operating profit at the Space & Strategic Missiles and Information & Services segments more than offset the increase in operating profit at the Electronics segment. For 1997 compared to 1996, increases in operating profits at the Space & Strategic Missiles and Aeronautics segments more than offset a reduction in operating profit at the Information & Services segment. For a more detailed discussion of the operating results of the business segments, see "Discussion of Business Segments" below.

Operating profit in 1998 included the effects of a nonrecurring and unusual pretax charge, net of state income tax benefits, totaling $233 million related to CalComp Technology, Inc. (CalComp), a majority-owned subsidiary of the Corporation. In the fourth quarter of 1998, the Corporation decided that it would not increase existing credit for CalComp to support ongoing operations, and agreed to provide financing, subject to certain conditions, for a plan providing for the timely non-bankruptcy shutdown of CalComp's business. The above actions resulted in a charge related to the impairment of assets and estimated costs required to accomplish the shutdown of CalComp's operations.



Net Earnings
(In millions)

(a) Excluding the effects of the Materials exchange, the divestiture of two business units, and the charges associated with the environmental remediation business, impairment in values for certain assets, and other costs, 1996 net earnings would have been $1,205 million.
(b) Reflects the business combination with Loral Corporation since April 1996.
(c) Excluding the effects of the gain on the transaction with GE, and the charges related to the Corporation's decision to exit certain lines of business and impairment in values for certain assets, 1997 net earnings would have been $1,292 million.
(d) Excluding the effects of a nonrecurring and unusual charge related to CalComp, 1998 net earnings would have been $1,184 million.



Diluted Earnings
(Loss) Per Share
(In dollars)

(a) Excluding the effects of the Materials exchange, the divestiture of two business units, and the charges associated with the environmental remediation business, impairment in values for certain assets, and other costs, 1996 diluted earnings per share would have been $2.72.
(b) Reflects the business combination with Loral Corporation since April 1996.
(c) Includes the effects of a deemed preferred stock dividend in determining net loss applicable to common stock in the computation of loss per share which resulted from the GE Transaction. The effect of this deemed dividend was to reduce the diluted per share amount by $4.93.
(d) Excluding the effects of the deemed preferred stock dividend, the gain on the transaction with GE, and the charges related to the Corporation's decision to e

During the fourth quarter of 1997, in addition to recording the tax-free gain resulting from the GE Transaction, the Corporation recorded nonrecurring and unusual pretax charges, net of state income tax benefits, totaling $457 million. These charges related to the Corporation's decision to exit certain lines of business and related to impairment in the values of various non-core investments and certain other assets.

Operating profit in 1996 included the gain on the Materials exchange. In addition, during the fourth quarter of 1996, the Corporation recorded nonrecurring pretax charges, net of state income tax benefits, of $307 million. These charges related to the Corporation's environmental remediation business, and related to impairment in the values of non-core investments and certain other assets, and costs for facility closings and transfers of programs.

The Corporation's reported net earnings for 1998 were $1.0 billion, a decrease of 23 percent compared to 1997. Reported net earnings for 1997 were $1.30 billion, a decrease of three percent compared to the reported 1996 net earnings of $1.35 billion. The 1998 reported amount includes the after-tax effect of the CalComp nonrecurring and unusual c 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. In 1998, for example, the Corporation experienced difficulties related to its Theater High Altitude Area Defense (THAAD) system and commercial space programs. It is important for the Corporation to resolve the related performance issues to achieve success on these programs.

The Corporation continues to focus on expanding its presence in related commercial and non-defense markets, most notably in space and telecommunications activities, information management and systems integration. Although these lines of business are not dependent on defense budgets, they share many of the risks associated with the Corporation's primary businesses, as well as others unique to the commercial marketplace. Such risks include development of competing products, technological feasibility and product obsolescence. The telecommunications market is expected to double over the next five years. Although the Corporation has limited experience and sales in this market as of the end of 1998, the Corporation hopes to apply its technological capa

The following table displays net sales for the Lockheed Martin business segments for 1998, 1997 and 1996, which correspond to the segment information presented in Note 17 to the consolidated financial statements:

(In millions)	**1998**	1997	1996
Net Sales			
Space & Strategic Missiles	**$ 7,461**	$ 8,303	$ 7,904
Electronics	**7,342**	7,069	6,675
Aeronautics	**5,996**	6,045	5,596
Information & Services	**5,212**	6,468	5,893
Energy and Other	**255**	184	807
	$26,266	$28,069	$26,875

Operating profit (loss) by industry segment for 1998, 1997 and 1996, including the effects of the nonrecurring and unusual items discussed previously, is displayed in the table below. This information also corresponds to the segment information presented in Note 17 to the consolidated financial statements.

(In millions)	**1998**	1997	1996
Operating Profit (Loss)			
Space & Strategic Missiles	**$ 976**	$1,096	$ 973
Electronics	**733**	576	673
Aeronautics	**654**	612	441
Information & Services	**(25)**	111	290
Energy and Other	**184**	384	356
	$2,522	$2,779	$2,733

The following table displays the pretax impact of the nonrecurring and unusual items discussed earlier as reflected in each segment's operating profit (loss) for each of the three years presented:

(In millions)	**1998**	1997	1996
Nonrecurring and Unusual Items— (Loss) Profit:			
Consolidated Effects			
Nonrecurring and unusual charges	**$(233)**	$(457)	$(307)
Gain on GE Transaction	**—**	311	—
Gain on Materials exchange	**—**	—	365
	$(233)	$(146)	$ 58
Segment Effects			
Space & Strategic Missiles	**$ —**	$ (87)	$ (25)
Electronics	**—**	(69)	—
Aeronautics	**—**	(44)	(46)
Information & Services	**(233)**	(163)	(86)
Energy and Other	**—**	217	215
	$(233)	$(146)	$ 58

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 discussed earlier have been excluded. The Space & Strategic Missiles and Aeronautics segments generally include programs that are substantially larger in terms of sales and operating profits than those included in the other segments. Accordingly, due to the significant number of smaller programs in the Electronics and Information & Services segments, the impacts of performance on individual programs typically are not as material to these segments' results of operations.

Space & Strategic Missiles

Net sales of the Space & Strategic Missiles segment decreased by 10 percent in 1998 compared to 1997 and increased by five percent in 1997 compared to 1996. The segment's 1998 net sales activity was adversely impacted by reductions in Atlas and Proton commercial launch vehicle activities, primarily as a result of delays in availability of commercial satellites due to supplier issues, a reduction in volume on the Trident fleet ballistic missile program, and a decrease in volume in classified program activities. During 1997, increases in Proton launch services volume and additional revenues from commercial satellite programs contributed roughly equally to the segment's growth as compared to 1996.

Operating profit for the segment decreased by 17 percent in 1998 compared to 1997 after having increased by 19 percent for 1997 compared to 1996. The 1998 decrease resulted from the same issues that impacted net sales, as discussed above, as well as from losses and performance related charges totaling approximately $100 million in the commercial space product areas. This decrease was partially offset by a third quarter favorable adjustment of approximately $128 million, which resulted from a significant improvement in the Atlas launch vehicle program related to the retirement of program and technical risk based upon a current evaluation of the program's historical performance, and approximately $50 million related to the favorable impact of the restructure of a commercial satellite program which occurred in the fourth quarter. The 1997 increase resulted equally from improved margins on Atlas launches and the increase in Proton launch activity mentioned previously.

Electronics

The Electronics segment's net sales increased by four percent in 1998 compared to 1997, and by six percent in 1997 compared to 1996. Excluding the operations of the segment's Commercial Electronics unit, which was divested during the first quarter of 1998, net sales in 1998 would have increased by eight percent from 1997. Nearly $200 million of the increase in 1998 resulted from greater production deliveries of postal systems equipment and, to a lesser extent, net sales were favorably impacted by increases in surface ship systems and control systems activities in 1998. Net sales for 1997 included a full year of the operations of certain businesses acquired in connection with the Loral Transaction versus nine months in 1996, offset by the absence of sales in 1997 resulting from the divestiture of the Corporation's Armament Systems and Defense Systems businesses. Adjusting the results of operations to reflect these companies on a comparable basis, 1997 net sales would have decreased by two percent compared to 1996.

Operating profit for the segment increased by 14 percent in 1998 compared to 1997, following a f

Aeronautics

Net sales of the Aeronautics segment decreased by one percent in 1998 compared to 1997, after having incr principally from contract modifications to the Titan IV program. During 1998, the Corporation entered into an agreement with the U.S. Government that provides $500 million of funding to develop the Evolved Expendable Launch Vehicle. The Corporation will use its best efforts to design a prototype to comply with the launch capability requirements included in the agreement. Since this agreement does not constitute a procurement contract, funding has been excluded from backlog. The decrease in 1997 resulted principally from a reduction in classified backlog and a finalization of the Corporation's backlog recognition policy for the SBIRS program.

Total Electronics segment backlog increased by eight percent in 1998 compared to 1997, after having decreased by eight percent in 1997 compared to 1996. During 1998, backlog increased primarily as a result of new orders received for various surface ship systems and missile systems activities. The 1997 decrease was caused by absence of backlog related to the Armament Systems and Defense Systems businesses divested during 1997.

Total Aeronautics segment backlog decreased by 21 percent in 1998 compared to 1997 after having increased slightly in 1997 compared to 1996. The segment's 1998 backlog was impacted by a significant decrease in new order activity from the prior year, principally related to the timing of new orders. Specifically, during 1998, the government of the United Arab Emirates selected the Corporation's F-16 as its advanced fighter aircraft. The Corporation is working to secure a definitive contract, estimated to be worth over $5 billion, during 1999. In 1997, new orders for C-130 airlift aircraft were offset by the reduction in F-16 fighter aircraft backlog and the divestiture of the segment's Aerostructures business backlog to GE.

Total Information & Services backlog increased by 16 percent in 1998 compared to 1997, after having decreased slightly in 1997 compared to 1996. The increase from 1997 to 1998 related to the 1998 award to the Corporation of the Consolidated Space Operations Contract by the National Aeronautics and Space Administration, and increases related to the receipt of new information management services contract awards. The decrease in 1997 resulted from the absence of backlog related to the companies that were divested to L-3 during 1997.

Liquidity and Cash Flows

Operating Activities

Operating activities provided $2.0 billion in cash during 1998, compared to $1.2 billion and $1.6 billion provided in 1997 and 1996, respectively. The significant increase in cash provided by operations during 1998 was a result of improved operating cash flow and reduced net Federal income tax payments.

Investing Activities

The Corporation used $455 million in cash for investing activities during 1998, compared to $185 million provided during 1997 and $8.0 billion used during 1996. For the three years presented, the major investments of cash were related to property, plant and equipment additions, which declined 7 percent in 1998 after a 2 percent increase in 1997. During 1998, $134 million of net cash was provided by divestiture and acquisition activities. During 1997, cash was principally provided by the disposition of the Armament Systems and Defense Systems businesses and the divestiture of L-3. During 1996, the Corporation used $7.3 billion of cash to finance the Loral Transaction.

Financing Activities

The Corporation used $1.3 billion in cash for financing activities during 1998, compared to $1.4 billion used during 1997 and $5.7 billion provided during 1996. Because operating activities generated significantly more cash during 1998,

able to reduce its total debt by more than $1.0 billion. During 1997,

c (Csor)Tj as able to decrease short-term borrowings

significantly, while longer-term debt borrowings were increased to

finance the GE T

Capital Structure and Resources

Total debt, including short-term borrowings, decreased by more than $1.0 billion during 1998 from approximately $11.9 billion at December 31, 1997. This decrease was comprised of net short-term debt repayments of $151 million and the net repayment of long-term debt of $870 million. The Corporation's long-term debt is primarily in the form of publicly issued, fixed-rate Notes and De any future period. The remaining costs are expected to be directed primarily toward validation testing and implementation activities. These estimates include internal costs as well as costs for outside consulting services, but do not include estimated costs for system replacements which were not accelerated due to Year 2000 issues. No significant IT projects have been deferred due to Year 2000 efforts. The costs incurred for the Program are allowable in establishing prices for the Corporation's products and services under contracts with the U.S. Government. Therefore, a substantial portion of these costs are being reflected in the Corporation's sales and cost of sales.

The costs to implement and the time frame contemplated by the Program are based on management's estimates, which were derived utilizing numerous assumptions related to future events, including each vendor's ability to modify proprietary software, the ability of other third parties (including domestic and foreign customers and suppliers) to successfully address their Year 2000 issues, unanticipated issues identified in executing the Program and other similar uncertainties. While the Corporation expects to resolve all Year 2000 risks without a material adverse impact to its consolidated results of operations, cash flows or financial position, there can be no guarantee that these estimates of costs or timing, or that the objectives of the Program, will be achieved. To mitigate these risks, the Corporation has formal measurement and reporting processes in place. For example, internal auditors meet weekly with Program personnel to review the current status of the Program and related issues, and Program reviews are conducted monthly with each of the Corporation's segments and quarterly at the business unit level. In addition, updates are presented periodically to executive management, the Board of Directors and the Audit and Ethics Committee. The Corporation has obtained additional assurance through the use of internal independent test environments, third party verification of randomly selected renovated and validated applications, and internal audits designed to ensure Year 2000 readiness. Program assessments have been conducted by customers and the Defense Contract Audit Agency throughout the Program. With respect to third parties, the Corporation is aware that a number of its domestic and foreign key suppliers and customers have just recently begun to aggressively address their Year 2000 issues and, therefore, believes there is risk associated with their achieving timely Year 2000 compliance. To mitigate this risk, formal communication with all of our key suppliers and customers (including banks and U.S. Government customers) has been initiated as part of the Program. In response to this communication, the Corporation has received differing levels of information from these third parties to assist in the assessment of their Year 2000 readiness; however, in most cases, the Corporation is unable to verify the accuracy of their responses. Based on information available at this time, management believes that Program activities to date are consistent with the Program's design.

The Corporation is aware that a "reasonably likely worst case" scenario of Year 2000 risks could include isolated interruption of deliveries from critical domestic and foreign suppliers, the inability of critical domestic and foreign customers to conduct business due to disruption of their operations, product liability issues, isolated performance problems with manufacturing or administrative systems, and late availability of embedded vendor products for which responsibility for Year 2000 compliance rests with the respective vendor. The consequences of these issues may include increases in manufacturing and general and administrative expenses until the issues are resolved, lost revenues, lower or delayed cash receipts, and product liability. The Corporation cannot currently quantify the potential effect of these issues on its consolidated results of operations, cash flows or financial position, should some or a combination of these events come to pass. However, based on information available at this time, management believes that activities of the Program designed to mitigate these types of issues are consistent with the Program's design.

The Corporation requires assessments of risk throughout Program execution. Business continuity planning is underway and will continue through 1999 to address risk associated with interruption to key business areas. In connection with these assessments, Lockheed Martin has developed guidelines for when contingency plans are required and a standard template for use in documenting such plans. For example, contingency plans are required for any work that is scheduled to be completed after mid-1999, where there is significant risk of domestic or foreign supplier chain disruption, or for a new system implementation where schedule or technical issues are assessed to be significantly at risk, in which case renovation of legacy systems has been or will be performed. Additionally, while management believes that most of the Corporation's non-IT systems will function without substantial compliance problems, preparation for events that are geneten

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The management of Lockheed Martin Corporation prepared and is responsible for the consolidated financial statements and all related financial information contained in this report. The consolidated financial statements, which include amounts based on estimates and judgments, have been prepared in accordance with generally accepted accounting principles applied on a consistent basis.

The Corpora

Board of Directors and Stockholders
Lockheed Martin Corporation

We have audited the accompanying consolidated balance sheet of Lockheed Martin Corporation as of December 31, 1998 and 1997, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 1998. 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 generally accepted auditing standards. 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, 1998 and 1997, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 1998, in conformity with generally accepted accounting principles.

Ernst & Young LLP

Washington, D.C.

January 22, 1999, except for the
third paragraph of Note 4, as to
which the date is February 11, 1999

CONSOLIDATED STATEMENT OF EARNINGS

(In millions, except per share data)	*Year ended December 31,* **1998**	1997	1996
Net Sales	**$26,266**	$28,069	$26,875
Cost of sales	**23,914**	25,772	24,594
Earnings from operations	**2,352**	2,297	2,281
Other income and expenses, net	**170**	482	452
	2,522	2,779	2,733
Interest expense	**861**	842	700
Earnings before income taxes	**1,661**	1,937	2,033
Income tax expense	**660**	637	686
Net Earnings	**$ 1,001**	$ 1,300	$ 1,347
Earnings (Loss) Per Common Share:*			
Basic	**$ 2.66**	$ (1.56)	$ 3.40
Diluted	**$ 2.63**	$ (1.56)	$ 3.04

**As more fully described in Notes 3 and 6, in 1997 the Corporation reacquired all of its outstanding Series A preferred stock resulting in a deemed dividend of $1,826 million. For purposes of computing net loss applicable to common stock for basic and diluted loss per share, the deemed preferred stock dividend was deducted from 1997 net earnings.*

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(In millions)	*Year ended December 31,* 1998	1997	1996
Operating Activities			
Net earnings	**$ 1,001**	$ 1,300	$ 1,347
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	**569**	606	732
Amortization of intangible assets	**436**	446	402
Deferred federal income taxes	**203**	155	(251)
GE Transaction	**—**	(311)	—
Materials transaction	**—**	—	(365)
Merger related and consolidation payments	**—**	(68)	(244)
Changes in operating assets and liabilities:			
Receivables	**809**	(572)	(328)
Inventories	**(1,183)**	(687)	(125)
Customer advances and amounts in excess of costs incurred	**329**	1,048	544
Income taxes	**189**	(560)	(158)
Other	**(322)**	(149)	82
Net cash provided by operating activities	**2,031**	1,208	1,636
Investing Activities			
Expenditures for property, plant and equipment	**(697)**	(750)	(737)
Loral Transaction	**—**	—	(7,344)
Divestiture of L-3 companies	**—**	464	—
Divestiture of Armament Systems and Defense Systems	**—**	450	—
Other acquisition and divestiture activities	**134**	12	—
Other	**108**	9	52
Net cash (used for) provided by investing activities	**(455)**	185	(8,029)
Financing Activities			
Net (decrease) increase in short-term borrowings	**(151)**	(866)	1,110
Increases in long-term debt	**266**	1,505	7,000
Repayments and extinguishments of long-term debt	**(1,136)**	(219)	(2,105)
Issuances of common stock	**91**	110	97
Dividends on common stock	**(310)**	(299)	(302)
Dividends on preferred stock	**—**	(53)	(60)
Redemption of preferred stock	**(51)**	(1,571)	—
Net cash (used for) provided by financing activities	**(1,291)**	(1,393)	5,740
Net increase (decrease) in cash and cash equivalents	**285**	—	(653)
Cash and cash equivalents at beginning of year	**—**	—	653
Cash and cash equivalents at end of year	**$ 285**	$ —	$ —

See accompanying Notes to Consolidated Financial Statements.

(In millions)	*December 31,* **1998**	1997
Assets		
Current assets:		
Cash and cash equivalents	**$ 285**	$ —
Receivables	**4,178**	5,009
Inventories	**4,293**	3,144
Deferred income taxes	**1,109**	1,256
Other current assets	**746**	696
Total current assets	**10,611**	10,105
Property, plant and equipment	**3,513**	3,669
Intangible assets related to contracts and programs acquired	**1,418**	1,566
Cost in excess of net assets acquired	**9,521**	9,856
Other assets	**3,681**	3,165
	$28,744	$28,361
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	**$ 1,382**	$ 1,234
Customer advances and amounts in excess of costs incurred	**4,012**	3,644
Salaries, benefits and payroll taxes	**842**	924
Income taxes	**553**	364
Short-term borrowings	**1,043**	494
Current maturities of long-term debt	**886**	876
Other current liabilities	**1,549**	1,653
Total cur		

(In millions, except per share data)	*Preferred Stock*	*Common Stock*	*Additional Paid-In Capital*	*Retained Earnings*	*Unearned ESOP Shares*	*Total Stockholders' Equity*	*Comprehensive Income*
Balance at December 31, 1995	$ 1,000	$199	$ 683	$ 4,838	$(287)	$ 6,433	
Net earnings	—	—	—	1,347	—	1,347	$1,347
Dividends declared on preferred stock ($3.00 per share)	—	—					

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, telecommunications and energy management. 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 generally accepted accounting principles 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.

Common stock split—In October 1998, the Board of Directors of the Corporation authorized a two-for-one split of the Corporation's common stock in the form of a stock dividend. The stock split was effected on December 31, 1998 to stockholders of record at the close of business on December 1, 1998. In the accompanying Consolidated Statement of Earnings and Notes to Consolidated Financial Statements, all references to shares of common stock and per share amounts have been restated to reflect the stock split. In addition, an amount equal to the par value of the shares distributed to effect the stock split has been transferred from additional paid-in capital to common stock.

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. Book overdrafts, which are immaterial, are included in current liabilities. Certain amounts for prior years have been reclassified to conform with the 1998 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 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.

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 progress payments and advances. Such progress payments and advances are reflected as an offset against the related inventory balances. Other customer advances are classified as current liabilities. 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 8 years to 40 years for buildings and 2 years to 20 years for machinery and equipment.

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 on the consolidated balance sheet net of accumulated amortization of $800 million and $651 million at December 31, 1998 and 1997, respectively. Cost in excess of net assets acquired (goodwill) is amortized ratably over appropriate periods, primarily 40 years, and is displayed on the consolidated balance sheet net of accumulated amortization of $1,103 million and $881 million at December 31, 1998 and 1997, respectively. The carrying values of intangible assets, as well as other long-lived assets, are reviewed if, as described in Statement of Financial Accounting Standards (SFAS) No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," changes in the facts and circumstances indicate potential impairment of their carrying value, and any impairment determined is recorded in the current period. Impairment is measured by comparing the discounted cash flows of the related business operations to the appropriate carrying values.

Investments—Other assets include investments in equity securities of 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 or losses are also included in other income and expenses. Other assets also include investments in companies in which the Corporation's ownership interest is less than 20 percent. These investments are generally accounted for under the cost method of accounting. Total investments included in other assets were $948 million and $645 million at December 31, 1998 and 1997, respectively.

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, 1998, the amounts 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.

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 effect 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.

New accounting pronouncements adopted—Effective January 1, 1998, the Corporation adopted SFAS No. 130, "Reporting Comprehensive Income." SFAS No. 130 established new rules for reporting and disclosure of comprehensive income, w

In April 1998, the AICPA issued SOP No. 98-5, "Reporting on the Costs of Start-Up Activities." SOP No. 98-5 provides authoritative guidance on accounting and financial reporting related to costs of start-up activities. This SOP requires that, at the effective date of adoption, costs of start-up activities previously capitalized, primarily in inventories, 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. SOP No. 98-5 is effective for fiscal years beginning after December 15, 1998. The Corporation will adopt this SOP effective January 1, 1999, and management estimates that the amount of the cumulative effect adjustment to be recognized upon its adoption, net of income tax benefits of approximately $230 million, will be approximately $350 million.

In June 1998, the Financial Accounting Standards Board (FASB) issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 provides authoritative guidance on accounting and financial reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives), and for hedging activities. The Statement requires the recognition of all derivatives as either assets or liabilities in the consolidated balance sheet, and the periodic measurement of those instruments at 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, as further defined in the Statement. SFAS No. 133 requires adoption no later than January 1, 2000, but early adoption is allowed, and initial application must be as of the beginning of a fiscal quarter. Additionally, the Statement cannot be applied retroactively to prior periods. At adoption, existing hedging relationships must be designated anew and documented pursuant to the provisions of the Statement. The Corporation is currently analyzing and assessing the impact that the adoption of SFAS No.133 is expected to have on its consolidated results of operations, cash flows and financial position.

Note 2—Transaction Agreement 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 with a total estimated value of approximately $2.7 billion at the date of the announcement (the Merger). The Merger Agreement has been approved by the respective Boards of Directors of the Corporation and COMSAT. In connection with the first phase of this transaction, the Corporation commenced a cash tender offer (the Tender Offer) on September 25, 1998, to purchase up to 49 percent, subject to certain adjustments, of the outstanding shares of common stock of COMSAT on the date of purchase at a price of $45.50 per share, with an estimated value of $1.2 billion. Under the Merger Agreement, the Tender Offer will be extended for periods of up to 60 days until the earlier of (i) September 18, 1999, or (ii) satisfaction of certain conditions to closing. The second phase of the transaction, which will result in consummation of the Merger, will be accomplished by an exchange of one share of Lockheed Martin common stock for each share of COMSAT common stock.

The consummation of the Tender Offer is subject to, among other things, the approval of the Merger by the stockholders of COMSAT and certain regulatory approvals, including approval by the Federal Communications Commission (FCC). The stockholders of COMSAT are expected to vote on the proposed Merger at COMSAT's annual meeting of stockholders on June 18, 1999. Upon closing, the Corporation will account for its investment in COMSAT under the equity method of accounting. Consummation of the Merger is subject to, among other things, the enactment of legislation necessary to allow Lockheed Martin to acquire the remaining shares of COMSAT common stock and certain additional regulatory approvals including anti-trust clearance by the Department of Justice. The Merger, upon consummation, will be accounted for under the purchase method of accounting. If the Tender Offer is consummated but the necessary legislation is not enacted and the additional regulatory approvals are not obtained, the Corporation will not be able to achieve all of its objectives with respect to the COMSAT transaction and will be unable to exercise control over COMSAT.

The Corporation is not currently designated by the FCC as an "authorized common carrier," and as such is prohibited from owning more than 10 percent of COMSAT. The Corporation has filed an application with the FCC to be designated an "authorized

Corporation's 1997 net sales, Lockheed Martin's investment in a telecommunications partnership, and approximately $1.6 billion in cash, which was initially financed through the issuance of commercial paper; however, $1.4 billion was subsequently refinanced with a note, due November 17, 2002 and bearing interest at 6.04%, from Lockheed Martin to LMT Sub. The fair value of the non-cash net assets exchanged was approximately $1.2 billion.

The GE Transaction was accounted for at fair value, and resulted in the reduction of the Corporation's stockholders' equity by $2.8 billion and the recognition of a tax-free gain, in other income and expenses, of approximately $311 million during the fourth quarter of 1997. For purposes of determining net loss applicable to common stock used in the computation of loss per share, the excess of the fair value of the consideration transferred to GE (approximately $2.8 billion) over the carrying value of the Series A preferred stock ($1.0 billion) was treated as a deemed preferred stock dividend and deducted from 1997 net earnings in accordance with the requirements of the Emerging Issues Task Force's Issue D-42. This deemed dividend had a significant impact on the loss per share calculations, but did not impact reported 1997 net earnings. The effect of this deemed dividend was to reduce the basic and diluted per share amounts by $4.93.

During the second quarter of 1998, the final determination of the closing net worth of the businesses exchanged was completed, resulting in a payment of $51 million from the Corporation to MRA Systems, Inc. (formerly LMT Sub). This final settlement did not impact the gain previously recorded on the transaction. Subsequently, the remainder of the cash included in the transaction was refinanced with a note for $210 million, due November 17, 2002 and bearing interest at 5.73%, from Lockheed Martin to MRA Systems, Inc.

Note 4—Other Acquisitions and Divestitures

In July 1997, the Corporation and Northrop Grumman Corporation (Northrop Grumman) announced that they had entered into an agreement to combine the companies whereby Northrop Grumman would become a wholly-owned subsidiary of Lockheed Martin. The proposed merger with Northrop Grumman was terminated by the Board of Directors of Lockheed Martin in July 1998.

In March 1997, the Corporation executed a definitive agreement valued at approximately $525 million to reposition 10 non-core business units as a new independent company, L-3 Communications Corporation (L-3), in which the Corporation retained an approximate 35 percent ownership interest at closing. These business units contributed approximately two percent of the Corporation's net sales during the three month period ended March 31, 1997. The transaction, which closed on April 30, 1997 with an effective date of March 30, 1997, did not have a material impact on the Corporation's earnings. During May 1998, L-3 completed an initial public offering resulting in the issuance of an additional 6.9 million shares of its common stock to the public. This transaction resulted in a reduction in the Corporation's ownership to approximately 25 percent, and the recognition of a pretax gain of $18 million in other income and expenses. The gain increased net earnings by $12 million, or $.03 per diluted share. At December 31, 1998 and 1997, the Corporation's investment in L-3 totaled $77 million and $49 million, respectively.

In February 1999, 4.5 million shares previously owned by the Corporation were sold as part of a secondary public offering by L-3. This transaction resulted in a further reduction in the Corporation's ownership to approximately 7.1 percent. Management estimates that the gain recognized on this transaction will increase net earnings for the first quarter of 1999 by an amount between $75 million and $85 million. Subsequent to this transaction, the Corporation's remaining investment in L-3 will be accounted for as an available-for-sale investment, as defined in SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities." Under SFAS No. 115, investments in available-for-sale securities are adjusted to reflect current market values at each reporting period, with resulting unrealized gains or losses, net of income taxes, reported as a component of other comprehensive income.

During the third quarter of 1996, the Corporation announced its intention to distribute via an exchange offer its 81 percent interest in Martin Marietta Materials, Inc. (Materials) to its stockholders. In October 1996, approximately 15.8 million shares of the Corporation's common stock were exchanged for the 37.35 million shares of Materials common stock held by the Corporation. Upon the closing of this transaction, the Corporation had no remaining ownership interest in Materials and had reduced its common shares outstanding by approximately four percent. This fourth quarter 1996 exchange was accounted for at fair value, resulting in the reduction of the Corporation's stockholders' equity by $750 million and the recognition of a pretax gain of $365 million in other income and expenses.

In November 1996, the Corporation announced the proposed divestiture of two of its business units, Armament Systems and Defense Systems. This transaction, which concluded with the Corporation's receipt of $450 million in cash in January 1997, had no pretax effect on the results of operations for 1997 or 1996.

On a combined basis, the Materials exchange and the Armament Systems and Defense Systems divestiture noted above increased 1996 net earnings by $351 million.

In April 1996, the Corporation consummated its business combination with Loral Corporation (Loral) for a total purchase price, including acquisition costs, of approximately $7.6 billion (the Loral Transaction). In addition to the acquisition of Loral's defense electronics and systems integration businesses, the Loral Transaction resulted in the Corporation acquiring shares of preferred stock of Loral Space & Communications, Ltd. (Loral SpaceCom), a newly-formed company, which were convertible into 20 percent of Loral SpaceCom's common stock on a diluted basis at the date of acquisition. The Corporation's investment in Loral SpaceCom totaled $393 million at December 31, 1998 and 1997, and the fair value at December 31, 1998 was estimated to be approximately $650 million. The Loral Transaction was accounted for using the purchase method of accounting. The businesses acquired in connection with the Loral Transaction have been included in the results of operations of the Corporation since April 1996.

Note 5—Restructuring and Other Charges

During the fourth quarter of 1998, CalComp Technology, Inc. (CalComp), a majority-owned subsidiary of the Corporation, made a decision to divest certain of its businesses and concluded an evaluation of its remaining operations. Later in the quarter, the Corporation notified CalComp that it would not incr stock redeemed ($1.0 billion). The weighted average number of common shares outstanding during the year was used in this calculation. Diluted earnings per share for 1998 and 1996 were computed based on net earnings. For these calculations, the weighted average number of common shares outstanding was increased by the dilutive effect of stock options based on the treasury stock method and, for 1996, by the assumed conversion of preferred stock. Diluted loss per share for 1997 was computed in the same manner as basic loss per share, as the adjustments related to the assumed conversion of the preferred stock (50.6 million common shares) and the related dividend requirement for the preferred stock ($53 million) to the date of redemption, and the dilutive effect of stock options (5.8 million common shares), were not made since they would have had antidilutive effects.

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

(In millions, except per share data)	**1998**	1997	1996
Net earnings applicable to common stock:			
Net earnings	**$1,001**	$ 1,300	$1,347
Dividends on preferred stock	**—**	(53)	(60)
Deemed preferred stock dividend	**—**	(1,826)	—
Net earnings (loss) applicable to common stock for basic earnings per share	**1,001**	(579)	1,287
Dividends on preferred stock	**—**	—	60
Net earnings (loss) applicable to common stock for diluted earnings per share	**$1,001**	$ (579)	$1,347
Average common shares outstanding:			
Average number of common shares outstanding for basic earnings per share	**376.5**	370.6	378.3
Assumed conversion of the Series A preferred stock	**—**	—	57.9
Dilutive stock options—based on the treasury stock method	**4.6**	—	6.4
Average number of common shares outstanding for diluted earnings per share	**381.1**	370.6	442.6
Earnings (loss) per share:			
Basic	**$ 2.66**	$ (1.56)	$ 3.40
Diluted	**$ 2.63**	$ (1.56)	$ 3.04

Note 7—Receivables

(In millions)	**1998**	1997
U.S. Government:		
Amounts billed	**$ 987**	$ 958
Unbilled costs and accrued profits	**1,949**	2,233
Commercial and foreign governments:		
Amounts billed	**635**	675
Unbilled costs and accrued profits, primarily related to commercial contracts	**607**	1,143
	$ 4,178	$5,009

Approximately $345 million of the December 31, 1998 unbilled costs and accrued profits are not expected to be billed within one year.

Note 8—Inventories

(In millions)	**1998**	1997
Work in process, primarily related to long-term contracts and programs in progress	**$ 6,198**	$ 5,155
Less customer advances and progress payments		

Note 10—Debt

Type (Maturity Dates) *(In millions, except interest rate data)*	Range of Interest Rates	**1998**	1997
Notes (1999-2022)	5.7 – 9.4%	**$6,014**	$ 6,840
Debentures (2011-2036)	7.0 – 9.1%	**3,160**	3,158
Commercial paper	5.4 – 6.0%	**300**	1,000
ESOP obligations (1999-2004)	8.4%	**256**	292
Other obligations (1999-2017)	1.0 –12.7%	**113**	114
		9,843	11,404
Less current maturities		**(886)**	(876)
		$8,957	$10,528

In the second quarter of 1998 and the fourth quarter of 1997, in connection with the GE Transaction, the Corporation issued notes for $210 million, bearing interest at 5.73%, and $1.4 billion, bearing interest at 6.04%, The Corporation's effective income tax rate varied from the statutory federal income tax rate because of the following differences:

	1998	1997	1996
Statutory federal tax rate	**35.0%**	35.0%	35.0%
Increase (reduction) in tax rate from:			
Nondeductible amortization	**5.5**	4.9	4.2
Revisions to prior years' estimated liabilities	**(2.4)**	(5.7)	(1.6)
Divestitures	**1.1**	(2.4)	(5.6)
Other, net	**.5**	1.1	1.8
	39.7%		

Information regarding options outstanding at December 31, 1998 follows (number of options in thousands):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number of Options	Weighted Average Exercise Price
Less than $25.00	5,912	$17.91	4.1	5,912	$17.91
$25.00–$39.99	7,080	34.18	6.8	7,080	34.18
$40.00–$50.00					

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 contr

Future minimum lease commitments at December 31, 1998 for all operating leases that have a remaining term of more than one year were approximately $1,148 million ($264 million in 1999, $203 million in 2000, $174 million in 2001, $142 million in 2002, $121 million in 2003, and $244 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 entered into a consent decree with the U.S. Environmental Protection Agency (EPA) in 1991 relating to certain property in Burbank, California, which obligated the Corporation to design and construct facilities to monitor, extract and treat groundwater, and to operate and maintain such facilities for approximately eight years. The Corporation entered into a follow-on consent decree in 1998 which obligates the Corporation to fund the continued operation and maintenance of these facilities through the year 2018. The Corporation has also been operating under a cleanup and abatement order from the California Regional Water Quality Control Board (the Regional Board) affecting its facilities in Burbank, California. This order requires site assessment and action to abate groundwater contamination by a combination of groundwater and soil cleanup and treatment. The Corporation estimates that total expenditures required over the remaining terms of the consent decrees and the Regional Board order will be approximately $110 million.

The Corporation is responding to three administrative orders issued by 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 work, 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 Corpora

On June 1, 1998, the DOE, through Lockheed Martin Idaho Technologies Company (LMITCO), its management contractor, terminated the Pit 9 contract for default. On that 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, on July 21, 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. On August 11, 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 intends to resist this action while continuing to pursue its certified REA. On January 26, 1999, the U.S. District Court in Idaho granted the Corporation's motion and stayed the Idaho proceeding until resolution of the motion to dismiss the lawsuit in the U.S. Court of Federal Claims, or until August 2, 1999. 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, 1998, the Corporation had contingent liabilities on outstanding letters of credit, guarantees, and other arrangements aggregating approximately $1.3 billion.

Note 17—Information on Industry Segments and Major Customers

The Corporation operates in four principal business segments: Space & Strategic Missiles, Electronics, Aeronautics and Information & Services. All other activities of the Corporation fall within the Energy and Other segment. These segments, which constitute groupings of business units that offer different products and services, are managed separately. 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.

Space & Strategic Missiles—Engaged in the design, development, engineering and production of civil, commercial and military space systems, including spacecraft, space launch vehicles, manned space systems and their supporting ground systems and services; telecommunications systems and services; strategic fleet ballistic missiles; and defensive missiles. In addition to its consolidated business units, the segment has significant investments in joint ventures and other unconsolidated companies. These companies are principally engaged in businesses which complement and enhance other activities of the segment.

Electronics—Engaged in the design, development, integration and production of high performance electronic systems for undersea, shipboard, land, airborne and space-based applications. Major defense product lines include surface ship and submarine combat systems; anti-submarine warfare systems; air defense systems; tactical battlefield missiles; aircraft controls; electronic-warfare systems; electro-optic and night-vision systems; radar and fire conais0.4

Selected Financial Data by Business Segment

(In millions)	**1998**	1997	1996
Net sales			
Space & Strategic Missiles	**$ 7,461**	$ 8,303	$ 7,904
Electronics	**7,342**	7,069	6,675
Aeronautics	**5,996**	6,045	5,596
Information & Services	**5,212**	6,468	5,893
Energy and Other	**255**	184	807
	$26,266	$28,069	$26,875
Operating profit (loss)			
Space & Strategic Missiles	**$ 976**	$ 1,096	$ 973
Electronics	**733**	576	673
Aeronautics	**654**	612	441
Information & Services	**(25)**	111	290
Energy and Other	**184**	384	356
	$ 2,522	$ 2,779	$ 2,733
Intersegment revenue			
Space & Strategic Missiles	**$ 43**	$ 35	$ 43
Electronics	**436**	440	385
Aeronautics	**84**	73	51
Information & Services	**633**	618	553
Energy and Other	**40**	46	43
	$ 1,236	$ 1,212	$ 1,075
Depreciation and amortization			
Space & Strategic Missiles	**$ 160**	$ 177	$ 188
Electronics	**212**	214	239
Aeronautics	**80**	88	126
Information & Services	**96**	112	121
Energy and Other	**21**	15	58
	$ 569	$ 606	$ 732
Amortization of intangible assets			
Space & Strategic Missiles	**$ 29**	$ 29	$ 29
Electronics	**226**	228	199
Aeronautics	**80**	80	80
Information & Services	**100**	107	92
Energy and Other	**1**	2	2
	$ 436	$ 446	$ 402
Nonrecurring and unusual items—(loss) profit			
Space & Strategic Missiles	**$ —**	$ (87)	$ (25)
Electronics	**—**	(69)	—
Aeronautics	**—**	(44)	(46)
Information & Services	**(233)**	(163)	(86)
Energy and Other	**—**	217	215
	$ (233)	$ (146)	$ 58

(In millions)	**1998**	1997	1996
Expenditures for property, plant and equipment			
Space & Strategic Missiles	**$ 271**	$ 293	$ 264
Electronics	**185**	189	213
Aeronautics	**119**	104	75
Information & Services	**78**	137	104
Energy and Other	**44**	27	81
	$ 697	$ 750	$ 737
Investments in equity method investees			
Space & Strategic Missiles	**$ 382**	$ 121	$ 123
Electronics	**19**	4	3
Aeronautics	**16**	19	17
Information & Services	**10**	15	8
Energy and Other	**101**	58	50
	$ 528	$ 217	$ 201
Assets[a]			
Space & Strategic Missiles	**$ 5,228**	$ 4,599	$ 3,758
Electronics	**10,355**	10,619	11,363
Aeronautics	**3,890**	3,757	4,201
Information & Services	**4,726**	5,150	6,111
Energy and Other	**4,545**	4,236	4,107
	$28,744	$28,361	$29,540

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

Net Sales by Customer Category

(In millions)	**1998**	1997	1996
U.S. Government			
Space & Strategic Missiles	**$ 6,011**	$ 6,472	$ 6,401
Electronics	**5,144**	4,844	4,451
Aeronautics	**3,131**	2,912	3,830
Information & Services	**3,870**	4,050	3,878
Energy and Other	**152**	118	154
	$18,308	$18,396	$18,714
Foreign governments[(a)(b)]			
Space & Strategic Missiles	**$ 37**	$ 94	$ 38
Electronics	**1,820**	1,695	1,656
Aeronautics	**2,807**	2,826	1,466
Information & Services	**348**	246	152
Energy and Other	**1**	—	—
	$ 5,013	$ 4,861	$ 3,312

Net Sales by Customer Category (continued)

(In millions)	**1998**	1997	1996
Commercial[b]			
Space & Strategic Missiles	**$ 1,413**	$ 1,737	$ 1,465
Electronics	**378**	530	568
Aeronautics	**58**	307	300
Information & Services	**994**	2,172	1,863
Energy and Other	**102**	66	653
	$ 2,945	$ 4,812	$ 4,849

(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 $6.1 billion, $5.9 billion and $4.7 billion in 1998, 1997 and 1996, respectively.

Note 18—Summary of Quarterly Information (Unaudited)

	1998 Quarters			
(In millions, except per share data)	**First**	**Second**	**Third**[a]	**Fourth**[b]
Net sales	**$6,217**	**$6,520**	**$6,349**	**$7,180**
Earnings from operations	**618**	**638**	**696**	**400**
Net earnings	**269**	**289**	**318**	**125**
Diluted earnings per share	**.71**	**.76**	**.83**	**.33**

CONSOLIDATED FINANCIAL DATA—NINE YEAR SUMMARY[a]

(In millions, except per share data)	**1998[c]**	1997[d]
Operating Results		
Net sales	**$26,266**	$28,069
Costs and expenses	**23,914**	25,772
Earnings from operations	**2,352**	2,297
Other income and expenses, net	**170**	482
	2,522	2,779
Interest expense	**861**	842
Earnings before income taxes and cumulative effect of changes in accounting	**1,661**	1,937
Income tax expense	**660**	637
Earnings before cumulative effect of changes in accounting	**1,001**	1,300
Cumulative effect of changes in accounting	**—**	—
Net earnings (loss)	**$ 1,001**	$ 1,300
Earnings (Loss) Per Common Share[b]		
Basic:		
Before cumulative effect of changes in accounting	**$ 2.66**	$ (1.56)
Cumulative effect of changes in accounting	**—**	—
	$ 2.66	$ (1.56)
Diluted:		
Before cumulative effect of changes in accounting	**$ 2.63**	$ (1.56)
Cumulative effect of changes in accounting	**—**	—
	$ 2.63	$ (1.56)
Cash dividends[b]	**$ .82**	$ .80
Condensed Balance Sheet Data		
Current assets	**$10,611**	$10,105
Property, plant and equipment	**3,513**	3,669
Intangible assets related to contracts and programs acquired	**1,418**	1,566
Cost in excess of net assets acquired	**9,521**	9,856
Other assets	**3,681**	3,165
Total	**$28,744**	$28,361
Short-term borrowings	**$ 1,043**	$ 494
Current maturities of long-term debt	**886**	876
Other current liabilities	**8,338**	7,819
Long-term debt	**8,957**	10,528
Post-retirement benefit liabilities	**1,903**	1,993
Other liabilities	**1,480**	1,475
Stockholders' equity	**6,137**	5,176
Total	**$28,744**	$28,361
Common Shares Outstanding at Year End[b]	**393.3**	388.8

Notes to Nine Year Summary

(a) The Corporation was formed in 1995 from the combination of Lockheed Corporation and Martin Marietta Corporation. All financial information prior to 1995 was derived from the financial statements of those companies under the pooling of interests method of accounting.

(b) All share and per share amounts have been restated to reflect the two-for-one stock split in the form of a stock dividend in December 1998.

(c) Includes the effects of a nonrecurring and unusual pretax charge of $233 million, $183 million after tax, or $.48 per diluted share.

(d) Includes the effects of a tax-free gain of $311 million and the ef

	1996[e]	1995[f]	1994[g]	1993[h]	1992[i]	1991	1990
	$26,875	$22,853	$22,906	$22,397	$16,030	$15,871	$16,089
	24,594	21,571	21,127	20,857	14,891	14,767	15,178
	2,281	1,282	1,779	1,540	1,139	1,104	911
	452	95	200	44	42	(49)	34
	2,733	1,377	1,979	1,584	1,181	1,055	945
	700	288	304	278	177	176	180
	2,033	1,089	1,675	1,306	1,004	879	765
	686	407	620	477	355	261	161
	1,347	682	1,055	829	649	618	604
	—	—	(37)	—	(1,010)	—	—
	$ 1,347	$ 682	$ 1,018	$ 829	$ (361)	$ 618	$ 604
	$ 3.40	$ 1.64	$ 2.66	$ 2.00	$ 1.66	$ 1.53	$ 1.48
	—	—	(.10)	—	(2.58)	—	—
	$ 3.40	$ 1.64	$ 2.56	$ 2.00	$ (.92)	$ 1.53	$ 1.48
	$ 3.04	$ 1.54	$ 2.43	$ 1.88	$ 1.65	$ 1.52	$ 1.48
	—	—	(.09)	—	(2.57)	—	—
	$ 3.04	$ 1.54	$ 2.34	$ 1.88	$ (.92)	$ 1.52	$ 1.48
	$ .80	$ .67	$ .57	$ .55	$ .52	$ .49	$ .45
	$10,346	$ 8,208	$ 8,143	$ 6,961	$ 5,157	$ 5,553	$ 5,442
	3,721	3,134					

BOARD OF DIRECTORS

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Lockheed Martin Corporation

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Retired Executive Vice President
Lockheed Martin Corporation

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American Enterprise Institute

Vance D. Coffman
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Retired Special Assistant to the President,

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Robert B. Coutts
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Terrance Drabant
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Philip J. Duke
Vice President and Chief Financial Officer

Jack S. Gordon
Vice President

Terry A. Graham
Vice President

John Hallal
Vice President

Dain M. Hancock
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Marcus C. Hansen
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K. Michael Henshaw
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Marillyn A. Hewson
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Jack W. Hugus
Vice President

Arthur E. Johnson
Vice President and President and Chief Operating Officer, Information & Services Sector

Todd J. Kallman
Vice President and Controller

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Frank H. Menaker, Jr.
Senior Vice President and General Counsel

John E. Montague
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Daniel W. Patterson
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Terry F. Powell
Vice President

James R. Ryan
Vice President

Walter E. Skowronski
Vice President and Treasurer

Albert E. Smith
Vice President

Michael A. Smith
Vice President

John V. Sponyoe
Vice President and Chief Executive Officer, Lockheed Martin Global Telecommunications

Robert J. Stevens
V

As of December 31, 1998, there were approximately 39,533 holders of record of Lockheed Martin common stock and 393,276,606 shares outstanding.

Common Stock Prices (New York Stock Exchange Composite Transactions reflect 1998 stock split)

(In dollars)	*High*	*Low*	*Close*
1998 Quarters			
1st	**$58\frac{15}{16}$**	**$48\frac{3}{4}$**	**$56\frac{1}{4}$**
2nd	**$58\frac{1}{2}$**	**$49\frac{31}{32}$**	**$52\frac{15}{16}$**
3rd	**$54\frac{1}{4}$**	**$43\frac{5}{8}$**	**$50\frac{13}{32}$**
4th	**$56\frac{3}{4}$**	**41**	**$42\frac{3}{8}$**
1997 Quarters			
1st	$46\frac{7}{16}$	41	42
2nd	$52\frac{5}{8}$	$39\frac{1}{8}$	$51\frac{25}{32}$
3rd	$56\frac{23}{32}$	$49\frac{3}{16}$	$53\frac{5}{16}$
4th	$54\frac{7}{32}$	$44\frac{1}{16}$	$49\frac{1}{4}$

Transfer Agent & Registrar

First Chicago Trust Company of New York
P.O. Box 2536, Suite 4694
Jersey City, New Jersey 07303-2536
Telephone: 1-800-519-3111

Dividend Reinvestment Plan

Lockheed Martin's Dividend Reinvestment and Stock Purchase Plan offers stockholders an opportunity to purchase additional shares through automatic dividend reinvestment and/or voluntary cash investments. For more information, contact our transfer agent, First Chicago Trust Company of New York at 1-800-519-3111.

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, 1998 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.shareholder.com/lmt

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

Our Vision For Lockheed Martin to be the world's leading technology and systems enterprise, providing best value to our customers, growth opportunities to our employees and superior returns to our shareholders.

Our Future From the depths of the oceans to the far reaches of space, Lockheed Martin will continue to write new chapters in the chronicle of technological advances. We will enjoy success in the highly competitive

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