

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">043</td> </tr> <tr> <td colspan="2">1c Effective date of plan 12/31/1999</td> </tr> </table>	1b Three-digit plan number (PN) ▶	043	1c Effective date of plan 12/31/1999	
1b Three-digit plan number (PN) ▶	043				
1c Effective date of plan 12/31/1999					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) LOCKHEED MARTIN CORPORATION 6801 ROCKLEDGE DRIVE, CCT-115 BETHESDA, MD 20817	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 52-1893632</td> </tr> <tr> <td>2c Sponsor's telephone number 301-548-2384</td> </tr> <tr> <td>2d Business code (see instructions) 339900</td> </tr> </table>	2b Employer Identification Number (EIN) 52-1893632	2c Sponsor's telephone number 301-548-2384	2d Business code (see instructions) 339900	
2b Employer Identification Number (EIN) 52-1893632					
2c Sponsor's telephone number 301-548-2384					
2d Business code (see instructions) 339900					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2013	DONALD REMSCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2013	DONALD REMSCH
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1243
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	88
b Retired or separated participants receiving benefits.....	6b	583
c Other retired or separated participants entitled to future benefits.....	6c	485
d Subtotal. Add lines 6a , 6b , and 6c	6d	1156
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	77
f Total. Add lines 6d and 6e	6f	1233
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1B 1G 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>043</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LOCKHEED MARTIN CORPORATION</u>	D Employer Identification Number (EIN) <u>52-1893632</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>145118004</u>
b	Actuarial value 2b <u>143456130</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>626</u> <u>78299898</u>
b	For terminated vested participants..... 3b <u>503</u> <u>37999665</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>483349</u>
(2)	Vested benefits..... 3c(2) <u>26475353</u>
(3)	Total active 3c(3) <u>114</u> <u>26958702</u>
d	Total 3d <u>1243</u> <u>143258265</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.95 %</u>
6	Target normal cost..... 6 <u>1533655</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/26/2013</u>
Signature of actuary	Date
<u>THOMAS S. STAUFFER</u>	<u>11-06384</u>
Type or print name of actuary	Most recent enrollment number
<u>AON CONSULTING, INC.</u>	<u>410-547-2800</u>
Firm name	Telephone number (including area code)
<u>500 EAST PRATT ST.</u> <u>BALTIMORE, MD 21202</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	10053967	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4655812	0
9 Amount remaining (line 7 minus line 8)	5398155	0
10 Interest on line 9 using prior year's actual return of <u>5.36</u> %	289341	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2517115
b Interest on (a) using prior year's effective interest rate of <u>6.24</u> % except as otherwise provided (see instructions)		134917
c Total available at beginning of current plan year to add to prefunding balance		2652032
d Portion of (c) to be added to prefunding balance		2652032
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	5687496	2652032

Part III Funding Percentages		
14 Funding target attainment percentage	14	94.31 %
15 Adjusted funding target attainment percentage	15	100.13 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.64 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/19/2012	11000000				
12/31/2012	14000000				
05/21/2013	2000000				
07/15/2013	2000000				
			Totals ►	18(b)	29000000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	27029242
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0		0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1533655	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	8141663	1949903	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3483558	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	3483558	0	3483558
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	27029242	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	27029242	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	3483558	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES</u>	B Three-digit plan number (PN) ► <u>043</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LOCKHEED MARTIN CORPORATION</u>	D Employer Identification Number (EIN) <u>52-1893632</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>L.M. CORP. MASTER RETIREMENT TRUST</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST</u>		
c EIN-PN <u>22-3546821-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>172840807</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES		B Three-digit plan number (PN) ► 043
C Plan sponsor's name as shown on line 2a of Form 5500 LOCKHEED MARTIN CORPORATION		D Employer Identification Number (EIN) 52-1893632

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3562022	4000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	141606131	172840807
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	145168153	176840807

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	100695	113392
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	100695	113392

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	145067458	176727415
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	29000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		29000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		10992360
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		39992360

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8219011	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		8219011
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	14196	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	50071	
(4) Other	2i(4)	49125	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		113392
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8332403

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		31659957
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MITCHELL & TITUS, LLP

(2) EIN: 13-2781641

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		100000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES		B Three-digit plan number (PN) ► 043
C Plan sponsor's name as shown on line 2a of Form 5500 LOCKHEED MARTIN CORPORATION		D Employer Identification Number (EIN) 52-1893632
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-3810641		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 11
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 36% Investment-Grade Debt: 43% High-Yield Debt: 2% Real Estate: 1% Other: 18%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS
RETIREMENT PLAN II FOR BARGAINING UNIT EMPLOYEES**

**Financial Statements as of December 31, 2012 and 2011,
and for the Year ended December 31, 2012, with Report of Independent Auditors**

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Financial Statements

Table of Contents

Report of Independent Auditors	1
Financial Statements of the Lockheed Martin Tactical Defense Systems Retirement Plan II for Bargaining Unit Employees:	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the Year ended December 31, 2012	4
Notes to Financial Statements	5

REPORT OF INDEPENDENT AUDITORS

Plan Administrator

Lockheed Martin Tactical Defense Systems Retirement Plan II for Bargaining Unit Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lockheed Martin Tactical Defense Systems Retirement Plan II for Bargaining Unit Employees, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 7, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mitchell & Titus, LLP

October 9, 2013

Lockheed Martin Tactical Defense Systems Retirement Plan II for
Bargaining Unit Employees

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
	<u>(In thousands)</u>	
Assets		
Investments:		
Interest in Master Trust	\$ 172,841	\$ 141,606
Employer contributions receivable	4,000	3,562
Total assets	<u>176,841</u>	<u>145,168</u>
 Liabilities		
Accrued expenses	113	101
Net assets available for benefits	<u>\$ 176,728</u>	<u>\$ 145,067</u>

See accompanying notes to financial statements.

Lockheed Martin Tactical Defense Systems Retirement Plan II for
Bargaining Unit Employees

Statement of Changes in Net Assets Available for Benefits

	Year ended December 31, 2012 <i>(In thousands)</i>
Net assets available for benefits at beginning of year	\$ 145,067
Additions to net assets:	
Interest in net investment gain of Master Trust.....	11,694
Employer contributions.....	29,000
Total additions.....	40,694
Deductions from net assets:	
Benefit payments	8,219
Administrative expenses	814
Total deductions	9,033
Change in net assets.....	31,661
Net assets available for benefits at end of year	\$ 176,728

See accompanying notes to financial statements.

**Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees**

Notes to Financial Statements

1. Description of Plan

The following description of the Lockheed Martin Tactical Defense Systems Retirement Plan II for Bargaining Unit Employees (the Plan) provides only general information. Participants should refer to the Summary Plan Description or the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan covering bargaining unit employees of Lockheed Martin Maritime Systems and Sensors Tactical Systems—Eagan and Lockheed Martin Maritime Systems and Sensors Undersea Systems—Mitchel Field, and has been amended from time to time. Lockheed Martin Corporation (the Corporation) is the Plan Sponsor and the Plan Administrator. Active participants become fully vested in the Plan upon the earlier of the completion of five years of service or attainment of age 65. Effective January 1, 2009, new and rehired employees at Lockheed Martin Maritime Systems and Sensors Undersea Systems—Mitchel Field are not eligible to participate in the Plan. Effective January 1, 2010, new and rehired employees at Lockheed Martin Maritime Systems and Sensors—Eagan, Minnesota are not eligible to participate in the Plan. During 2012, the Eagan facility was closed resulting in a partial plan termination, which did not have an impact on the Plan as all related plan participants were fully vested.

The assets of the Plan, excluding the "Employer contributions receivable," are held and invested on a commingled basis in the Lockheed Martin Corporation Master Retirement Trust (the Master Trust). The assets of the Master Trust are held by The Northern Trust Company (the Trustee), with the exception of certain assets that are not held under custody by the Trustee as described in Note 7.

Funding Policy

The Corporation has agreed to contribute such amounts as are necessary to satisfy the funding requirements under the Employee Retirement Income Security Act of 1974 (ERISA) and also satisfy the funding requirements for U.S. Government Cost Accounting Standards (CAS) reimbursements. Contributions by the Corporation, if any, met the ERISA minimum funding requirements. The Corporation has the right under the Plan to discontinue such contributions at any time and/or terminate the Plan. In the event of termination, the Plan's net assets are to be used first for the payment of retirement benefits that former employees or their beneficiaries have been receiving, next for the payment of vested benefits, and finally for the payment of nonvested benefits for the remaining participants. If the net assets allocated for one of the above categories are not sufficient to pay all the benefits in such category, the available net assets shall be allocated pro rata to all the benefits in that category. However, in the event of termination of the Plan, the Pension Benefit Guaranty Corporation (PBGC) guarantees

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

the payment of nonforfeitable retirement benefits subject to certain limitations prescribed by ERISA.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared based on the accrual basis of accounting.

Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments that are attributable under the Plan's provisions for credited service by participants from their date of eligibility to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired, terminated and disabled participants or their beneficiaries, and (b) present participants or their beneficiaries. Benefits for retired, terminated and disabled participants or their beneficiaries are based on each former participant's credited service prior to his or her termination or retirement date. Accumulated plan benefits for active participants are based on each participant's credited service preceding the valuation date. Benefits payable under all circumstances—retirement, death, disability and termination of employment—are included to the extent they are deemed attributable to employee service prior to the valuation date.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Risks and Uncertainties

The Plan, through the Master Trust, invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Investment Valuation and Income Recognition

Investments in the Master Trust are reported at fair value. Fair value is the price that would have been received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for additional disclosure of fair value measurements.

Purchases and sales of securities in the Master Trust are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net realized and unrealized gains and losses on investments bought and sold as well as held during the year are included in interest in net investment gain of Master Trust on the Statement of Changes in Net Assets Available for Benefits.

Administrative Expenses

Direct administrative expenses are paid by the Master Trust and generally allocated to the Plan proportionally based on the Plan's interest in the Master Trust's net assets or directly if specifically related to the Plan. Other indirect administrative expenses are paid by the Corporation.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued guidance to clarify the application of existing fair value measurement requirements and for disclosing information about fair value measurements. The amended guidance became effective for the Plan on January 1, 2012 and did not have a material impact on the Plan's financial statements and disclosures.

Subsequent Events

The Plan's management has evaluated subsequent events through October 9, 2013, the date the financial statements were available to be issued. Other than the Plan being submitted for an updated Internal Revenue Service (IRS) determination letter (see Note 4), no other material subsequent events have occurred since December 31, 2012 that required recognition or disclosure in these financial statements.

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

3. Actuarial Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to the accumulated plan benefits earned by the participants to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits is as follows:

	December 31, 2012	2011
	<i>(In thousands)</i>	
Vested benefits:		
Participants currently receiving payments	\$ 94,966	\$ 84,928
Other participants	101,898	94,519
Total vested benefits	196,864	179,447
Nonvested benefits	724	840
Total actuarial present value of accumulated plan benefits	<u>\$ 197,588</u>	<u>\$ 180,287</u>

The significant actuarial assumptions used in the valuations were (a) life expectancy of participants (Prescribed IRS Static Mortality Table - Separate), (b) turnover based upon the termination experience of the Plan, (c) assumed retirement age probabilities based on the experience of the Plan resulting in an average retirement age of 62, and (d) an annual discount rate of 4.00% and 4.75% for 2012 and 2011, respectively. The discount rate assumption used to calculate the actuarial present value of accumulated plan benefits is adjusted annually to reflect current yields on long-term high-quality corporate bonds. This can result in significant year to year fluctuations in the valuations.

Changes in the actuarial present value of accumulated plan benefits are as follows:

	Year ended December 31, 2012
	<i>(In thousands)</i>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 180,287
Increase (decrease) during the year attributable to:	
Increase for interest due to the decrease in the discount period	8,367
Benefits paid	(8,219)
Benefits accumulated	1,176
Changes in actuarial assumptions	15,977
Net increase	<u>17,301</u>

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

Actuarial present value of accumulated plan benefits
at end of year

\$ 197,588

The actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. Income Tax Status

The IRS has determined and informed the Corporation by letter dated March 18, 2010, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. The Plan was submitted for an updated IRS determination letter on January 23, 2013.

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2005.

5. Reconciliation of Financial Statements to Form 5500

Interest in net investment gain of Master Trust reported in the financial statements is \$701,000 greater than the amount reported on Form 5500 for the year ended December 31, 2012. Administrative expenses reported in the financial statements are \$701,000 greater than the amounts reported on Form 5500 for the year ended December 31, 2012. These differences arose from the classification of certain administrative expenses which are included in the net investment gain in the Master Trust for Form 5500 reporting purposes.

6. Parties-in-Interest Transactions

The Master Trust invests in funds managed by The Northern Trust Company, the Trustee. Investments in these funds qualify as party-in-interest transactions for which a statutory exemption exists.

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

7. Master Trust

General

The Plan's investments are held by the Master Trust, which was established for the investment of the Plan's assets and the assets of several other defined benefit plans sponsored by the Corporation. The assets, realized and unrealized gains and losses, and investment income of the Master Trust are allocated among the plans included therein proportionally based on each plan's interest in the Master Trust's net assets. The Plan's interest in the Master Trust's net assets as of December 31, 2012 and 2011 was approximately 0.56% and 0.52%, respectively.

The Master Trust owes direct reimbursements to the Corporation for certain expenses incurred by the Corporation and its subsidiaries in providing services to the Plan.

Other than the financial information in the following table, the reported total fair value by asset class as disclosed in the fair value of assets tables including investments held as of December 31, 2012 and 2011, and net appreciation (depreciation) in fair value of investments, interest income, and dividend income for the year ended December 31, 2012, was obtained or derived from information certified as complete and accurate by The Northern Trust Company, the Trustee of the Master Trust. The following financial information was not certified by the Trustee, as the net assets are not held in custody by the Trustee:

	December 31,	
	2012	2011
	<i>(In thousands)</i>	
Assets		
Cash and cash equivalents.....	\$ 909,125	\$ 1,022,594
Equity:		
U.S. equity securities.....	450,505	391,450
International equity securities.....	39,426	56,894
Fixed income:		
Corporate debt securities.....	397,668	277,736
U.S. Government securities.....	43	625
Other fixed income securities.....	48,447	40,795
Alternative investments:		
Hedge funds.....	149,745	23,917
Commodities.....	379	—
Total assets	1,995,338	1,814,011

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

	December 31, 2012	December 31, 2011
	<i>(In thousands)</i>	
Liabilities		
Payables, net	26,886	3,046
Total net assets.....	\$ 1,968,452	\$ 1,810,965

	Year ended December 31, 2012
	<i>(In thousands)</i>
Investment income not certified by the custodian	
Interest and dividend income	\$ 28,629
Net appreciation in fair value of investments.....	113,595

Fair Value of Assets

The accounting standard for fair value measurements defines fair value, establishes a market-based framework or hierarchy for measuring fair value, and requires disclosures regarding fair value measurements. The standard is applicable whenever assets and liabilities are measured and included in the financial statements at fair value.

The fair value hierarchy established in the standard prioritizes the inputs used in valuation techniques into three levels as follows:

- Level 1 – Observable inputs – quoted prices in active markets for identical assets and liabilities;
- Level 2 – Observable inputs other than the quoted prices in active markets for identical assets and liabilities – includes quoted prices for similar instruments, quoted prices for identical or similar instruments in inactive markets, and amounts derived from valuation models where all significant inputs are observable in active markets; and
- Level 3 – Unobservable inputs – includes amounts derived from valuation models where one or more significant inputs are unobservable and require us to develop relevant assumptions.

The following table presents the fair value of the assets in the Master Trust by asset category and their level within the fair value hierarchy as of December 31, 2012 and their appreciation (depreciation) for the year ended December 31, 2012:

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

	Level 1	Level 2	Level 3	Total	Appreciation (Depreciation)
			(In thousands)		
Cash and cash equivalents.....	\$ 3,285,396	\$ —	\$ —	\$ 3,285,396	\$ 346
Equity:					
U.S. equity securities	3,696,746	49,887	18,609	3,765,242	286,906
International equity securities	3,254,972	15,316	10,959	3,281,247	402,266
Commingled equity funds.....	890,915	2,851,491	—	3,742,406	496,734
Fixed income:					
Corporate debt securities	—	1,037,630	66,748	1,104,378	47,548
U.S. Government securities	—	11,536,799	—	11,536,799	(573,875)
Other fixed income securities.....	—	436,855	43,336	480,191	20,676
Alternative investments:					
Private equity funds.....	—	—	2,463,814	2,463,814	217,466
Real estate funds.....	—	25,780	501,312	527,092	(18,401)
Hedge funds	—	31,404	717,167	748,571	117,409
Commodities	712,440	(1,737)	—	710,703	89,444
Total Investment Assets at Fair Value..	\$11,840,469	\$15,983,425	\$3,821,945	\$ 31,645,839	\$ 1,086,519
Receivables, net.....				97,323	
Total net assets				<u>\$ 31,743,162</u>	

Interest and dividend income earned by the Master Trust for the year ended December 31, 2012 was \$287,884,000 and \$166,621,658, respectively. Other income for the year ended December 31, 2012 was \$77,590,000.

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

The following table presents the fair value of the assets in the Master Trust by asset category and their level within the fair value hierarchy as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
	<i>(In thousands)</i>			
Cash and cash equivalents	\$ 3,109,584	\$ —	\$ —	\$ 3,109,584
Equity:				
U.S. equity securities	3,677,484	37,680	3,284	3,718,448
International equity securities	3,587,577	11,136	14,827	3,613,540
Commingled equity funds	980,169	922,819	—	1,902,988
Fixed income:				
Corporate debt securities	—	948,308	97,882	1,046,190
U.S. Government securities	—	9,306,884	—	9,306,884
Other fixed income securities	—	494,299	40,167	534,466
Alternative investments:				
Private equity funds	—	—	2,294,145	2,294,145
Real estate funds	—	—	281,139	281,139
Hedge funds	—	—	850,845	850,845
Commodities	981,554	277,885	—	1,259,439
Total Investment Assets at Fair Value .	<u>\$ 12,336,368</u>	<u>\$ 11,999,011</u>	<u>\$ 3,582,289</u>	<u>\$ 27,917,668</u>
Receivables, net				92,970
Total net assets				<u>\$ 28,010,638</u>

The following table presents the changes in the fair value of Master Trust's Level 3 assets for the year ended December 31, 2012:

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

	Balance, beginning of year	Realized gains	Unrealized gains/ (losses)	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, end of year
<i>(In thousands)</i>									
Equity:									
U.S. equity securities	\$ 3,284	\$ —	\$ —	\$ 15,325	\$ —	\$ —	\$ —	\$ —	\$ 18,609
International equity securities..	14,827	105	(130)	201	(201)	(4,929)	1,086	—	10,959
Fixed income:									
Corporate debt securities	97,882	1,182	(388)	48,904	(93,831)	10,839	2,160	—	66,748
Other fixed income securities	40,167	70	1,324	44,173	(12,938)	(29,460)	—	—	43,336
Alternative investments:									
Private equity funds	2,294,145	138,633	26,096	549,314	(11,394)	(532,980)	—	—	2,463,814
Real estate funds..	281,139	10,972	21,077	159,424	—	28,700	—	—	501,312
Hedge funds	850,845	39,650	20,912	125,976	(299,406)	10,594	—	(31,404)	717,167
Total	<u>\$ 3,582,289</u>	<u>\$ 190,612</u>	<u>\$ 68,891</u>	<u>\$ 943,317</u>	<u>\$ (417,770)</u>	<u>\$ (517,236)</u>	<u>\$ 3,246</u>	<u>\$ (31,404)</u>	<u>\$ 3,821,945</u>

International equity and corporate debt securities in the amounts of \$1,086,000 and \$2,160,000, respectively, were reclassified as Level 3 securities in 2012 due to changes in fair value hierarchy parameters as recognized by the Trustee. \$31,404,000 were reclassified from Level 3 to Level 2 following an assessment of the liquidity provisions of the hedge funds. The Master Trust recognizes transfers between levels of the fair value hierarchy as of the date of the change in circumstances that causes the transfer.

Valuation Techniques

Cash equivalents are mostly comprised of short-term money-market instruments and are valued at cost, which approximates fair value.

U.S. equity securities and international equity securities categorized as Level 1 are traded on active national or international exchanges and are valued at their closing prices on the last trading day of the year. For U.S. equity securities and international equity securities not traded on an active exchange, or if the closing price is not available, the Trustee obtains indicative quotes from a pricing vendor, broker, or investment manager. These securities are categorized as Level 2 if the custodian obtains corroborated quotes from a pricing vendor or categorized as Level 3 if the custodian obtains uncorroborated quotes from a broker or investment manager.

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

Commingled equity funds are investment vehicles valued using the Net Asset Value (NAV) provided by the fund managers. The NAV is the total value of the fund divided by the number of shares outstanding. Commingled equity funds are categorized as Level 1 if traded at their NAV on a nationally recognized securities exchange or categorized as Level 2 if the NAV is corroborated by observable market data (e.g., purchases or sales activity). Funds may be redeemed daily, monthly, or annually, depending upon notification requirements, liquidity, and other matters. Certain funds may require notification of management's intent to redeem at least one to 90 days in advance of exercising management's redemption right.

Corporate debt securities, U.S. government securities, real estate funds, and other fixed income securities categorized as Level 2 are valued by the Trustee using pricing models that use verifiable observable market data (e.g., interest rates and yield curves observable at commonly quoted intervals), bids provided by brokers or dealers, or quoted prices of securities with similar characteristics. Corporate debt securities and other fixed income securities are categorized at Level 3 when valuations using observable inputs are unavailable. The Trustee obtains pricing based on indicative quotes or bid evaluations from vendors, brokers or the investment manager.

Private equity funds, real estate funds, and hedge funds are valued using the NAV based on the valuation models of underlying securities that include significant unobservable inputs and cannot be corroborated using verifiable observable market data. Valuations for private equity funds and real estate funds are determined by the general partners. Depending on the nature of the assets, the general partners may use various valuation methodologies, including the income and market approaches in their models. The market approach consists of analyzing market transactions for comparable assets while the income approach uses earnings or the net present value of estimated future cash flows adjusted for liquidity and other risk factors. Hedge funds are valued by independent administrators using various models based on the nature of the securities.

Private equity funds consist of investments in private equities that are held primarily by limited partnerships and are in various strategies, including venture capital, corporate finance, opportunistic, and distressed. The term of each private equity fund is generally 10 years, and the fund's investors do not have the right to redeem their investment at its NAV. Instead, the investors receive distributions as the underlying assets of the fund are liquidated. Unfunded capital commitments related to the Master Trust's investment in private equity funds as of December 31, 2012 and 2011 totaled \$1,699,995,000 and \$1,558,500,000, respectively. Real estate funds consist of investments in U.S. and

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

international commercial real estate that are held primarily by limited partnerships. The term of each real estate fund is generally 10 years, and the fund's investors do not have the right to redeem their investment at its NAV. Instead, the investors receive distributions as the underlying assets of the fund are liquidated. Hedge fund investments are made through fund-of-funds vehicles which invest in a diversified array of hedge funds across a multitude of strategies. Depending on the hedge fund, redemptions can be monthly or annually. The redemption notice period, depending on the hedge fund, is 45 to 180 days in advance.

Commodities categorized as Level 1 are traded on an active commodity exchange and are valued at their closing prices on the last trading day of the year. Commodities categorized as Level 2 as of December 31, 2011 represent shares in a commingled commodity fund valued using the NAV, which is corroborated by observable market data. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

In estimating the fair value of the investments in Level 3, management may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, management evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Derivative Instruments

Derivative instruments are used in the Master Trust to achieve certain portfolio objectives and to adjust asset allocation in order to manage market risk. Derivative instruments allow internal and external investment managers to achieve these goals efficiently while maintaining appropriate liquidity.

At December 31, 2012 and 2011, the Master Trust utilized four types of derivative instruments:

Futures Contracts – The purchase of futures contracts allows the Master Trust to achieve desired portfolio positions in various commodities without the need to physically own

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

and store them. Futures are used to manage the overall risk to equity and fixed income markets. Foreign exchange futures are used to separate the management of currency exposure from foreign equity exposure. Futures contracts are exchange-traded with initial margin required from both parties and daily settlement of gains and losses; therefore credit and counterparty risks are minimal, and futures contracts have no net market value.

Forward Contracts – Forward contracts are similar to futures contracts except that they are traded over-the-counter rather than over a standardized exchange. Foreign exchange forwards are used by investment managers as another means of separating currency risk from investment risk. These contracts allow a manager to lock into a rate at which to exchange an upcoming settlement in a foreign currency into US dollars. Commodity forward contracts are used by investment managers to achieve desired portfolio positions in various commodities. While forward contracts are traded over-the-counter, they are generally very short-term which minimizes counterparty risk.

Options, including Options on Futures – These contracts allow the holder to buy or sell a security or a futures contract at a specified price prior to an expiration date. Options are primarily used to protect against downside risk in an equity, commodity or currency position held by the Master Trust.

Swaps – Swaps are over-the-counter agreements between counterparties to exchange the return stream of one security for another. Swaps are utilized either to provide exposure to a security for which there is no available futures contract, or to achieve an exposure over a specific time horizon.

A long derivative position increases (decreases) in value when the price of the underlying asset (e.g., currency, equity index) increases (decreases). A short derivative position increases (decreases) when the price of the underlying asset decreases (increases).

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

The notional amounts and fair values of derivative instruments as of December 31, 2012 are presented below:

	Notional Amount	Amount included in Fair Value of Asset
	<i>(In thousands)</i>	
Equity:		
U.S. Equity Securities		
Futures Contracts (Long)	\$ 482,897	\$ -
Futures Contracts (Short)	(53,167)	-
Options on Futures (Long)	85,571	312
Options on Futures (Short)	(85,571)	(492)
Equity Options (Long)	157,608	1,710
Equity Options (Short)	(44,043)	(1,073)
Swaps	(1,525)	58
International Equity Securities		
Futures Contracts (Long)	131,669	-
Futures Contracts (Short)	(109,038)	-
Equity Options (Long)	6,980	88
Swaps	890,385	2,102
Fixed income securities:		
U.S. Fixed Income Securities		
Futures Contracts (Long)	562,279	-
Futures Contracts (Short)	(601,001)	-
Swaps	660,949	(1,732)
International Fixed Income Securities		
Futures Contracts (Long)	1,042,140	-
Futures Contracts (Short)	(809,447)	-
Swaps	(53,927)	448
Alternative investment:		
Commodities		
Futures Contracts (Long)	4,293,694	-
Futures Contracts (Short)	(537,427)	-
Options on Futures (Long)	102,984	1,352
Options on Futures (Short)	(26,051)	(741)
Commodity Options (Long)	33,290	782
Commodity Options (Short)	(33,290)	(296)
Forward Contracts	-	-
Swaps	188,775	(1,738)

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

	Notional Amount	Amount included in Fair Value of Asset
	<i>(In thousands)</i>	
Foreign Exchange Derivative Instruments included in Cash and Equivalents		
Futures Contracts (long)	\$ 80,798	\$ -
Futures Contracts (short)	(92,253)	-
FX Options (Long)	162,768	1,001
FX Options (Short)	(147,533)	(277)
Forward Contracts	(67,583)	105
Swaps	(1,877)	(6)
Total	\$ 6,219,054	\$ 1,603

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

The notional amounts and fair values of derivative instruments as of December 31, 2011 are presented below:

	Notional Amount	Amount included in Fair Value of Asset
	<i>(In thousands)</i>	
Equity:		
U.S. equity securities		
Futures Contracts (Long)	\$ 433,991	\$ -
Futures Contracts (Short)	(1,093,367)	-
Options on Futures (Long)	226,368	-
Options on Futures (Short)	(201,216)	-
Equity Options (Long)	20,227	2,488
Equity Options (Short)	(19,176)	(1,782)
Swaps	(133)	353
International equity securities		
Futures Contracts (Long)	131,843	-
Futures Contracts (Short)	(17,653)	-
Swaps	(711)	(1,072)
Fixed income:		
U.S. fixed income securities		
Futures Contracts (Long)	1,998,278	-
Futures Contracts (Short)	(514,251)	-
Options on Futures (Long)	72,406	953
Options on Futures (Short)	(144,812)	(797)
Swaps	(46,556)	3,821
International fixed income securities		
Futures Contracts (Long)	1,510,093	-
Futures Contracts (Short)	(104,348)	-
Options on Futures (Short)	(68,265)	(235)
Swaps	(37,200)	1,655
Alternative investments:		
Commodities		
Futures Contracts (Long)	3,382,458	-
Futures Contracts (Short)	(429,370)	-
Options on Futures (Long)	76,938	941
Options on Futures (Short)	(19,804)	(919)
Forward Contracts	17,171	2,058
Futures Contracts (long)	80,563	-
Futures Contracts (short)	(167,739)	-
Options on Futures (Long)	5,086	29

Lockheed Martin Tactical Defense Systems
Retirement Plan II for Bargaining Unit Employees

Notes to Financial Statements

	<u>Notional Amount</u>	<u>Amount included in Fair Value of Asset</u>
	<i>(In thousands)</i>	
FX Options (Long)	\$ 25,000	\$ 7,549
FX Options (Short)	(25,000)	(7,346)
Forward Contracts	<u>43,176</u>	<u>1,038</u>
Total	\$ 5,133,997	\$ 8,734

SB Actuary Signature

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Lockheed Martin Tactical Defense Retirement Plan II Barg.	B Three-digit plan number (PN) ► <u>043</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Lockheed Martin Corporation	D Employer Identification Number (EIN) 52-1893632	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	145,118,004	
b Actuarial value	2b	143,456,130	
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment	3a	626	78,299,898
b For terminated vested participants	3b	503	37,999,665
c For active participants:			
(1) Non-vested benefits	3c(1)		483,349
(2) Vested benefits	3c(2)		26,475,353
(3) Total active	3c(3)	114	26,958,702
d Total	3d	1,243	143,258,265
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.95 %	
6 Target normal cost	6	1,533,655	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<div style="font-family: cursive; font-size: 1.2em; margin-bottom: 5px;">THOMAS S. STAUFFER / TSS</div> Signature of actuary Thomas S. Stauffer Type or print name of actuary Aon Consulting, Inc. Firm name 500 EAST PRATT ST. BALTIMORE MD 21202 Address of the firm	<div style="text-align: center;">09/26/2013 Date</div> <div style="text-align: center;">11-06384 Most recent enrollment number</div> <div style="text-align: center;">(410) 547-2800 Telephone number (including area code)</div>
------------------	---	---

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	10,053,967	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4,655,812	0
9 Amount remaining (line 7 minus line 8)	5,398,155	0
10 Interest on line 9 using prior year's actual return of <u>5.36</u> %	289,341	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2,517,115
b Interest on (a) using prior year's effective interest rate of <u>6.24</u> % except as otherwise provided (see instructions)		134,917
c Total available at beginning of current plan year to add to prefunding balance		2,652,032
d Portion of (c) to be added to prefunding balance		2,652,032
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	5,687,496	2,652,032

Part III Funding Percentages		
14 Funding target attainment percentage	14	94.31 %
15 Adjusted funding target attainment percentage	15	100.13 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.64 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/19/2012	11,000,000				
12/31/2012	14,000,000				
05/21/2013	2,000,000				
07/15/2013	2,000,000				
Totals ▶			18(b)	29,000,000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	27,029,242
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code):			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	1,533,655
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		8,141,663	1,949,903
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	3,483,558
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement		3,483,558	0
			3,483,558
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	27,029,242
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	27,029,242
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	3,483,558
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42
43 Excess installment acceleration amount to be carried over to future plan years	43

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Line 19 – Discounted Employer Contributions

The following contributions for the 2012 Plan Year were made on the dates indicated. The contributions are also shown discounted to the beginning of the Plan Year at the Effective Interest Rate of 6.95%.

<u>Date</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Days to Discount to 1/1/2012</u>	<u>Interest Adjusted Contribution</u>
December 19, 2012	\$ 11,000,000	6.95%	353	\$ 10,309,756
December 31, 2012	14,000,000	6.95%	365	13,092,632
May 21, 2013	2,000,000	6.95%	506	1,822,582
July 15, 2013	<u>2,000,000</u>	6.95%	561	<u>1,804,272</u>
Total Contribution	\$ 29,000,000			\$ 27,029,242

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Weighted Average Retirement Age			
Age	Retirement Rate	Retirement Probability	Weighted Age
55	0.10	0.1000	5.50
56	0.05	0.0450	2.52
57	0.05	0.0428	2.44
58	0.05	0.0406	2.36
59	0.10	0.0772	4.55
60	0.10	0.0694	4.17
61	0.15	0.0938	5.72
62	0.20	0.1063	6.59
63	0.15	0.0638	4.02
64	0.15	0.0542	3.47
65	0.20	0.0614	3.99
66	0.15	0.0368	2.43
67	0.20	0.0418	2.80
68	0.15	0.0251	1.70
69	0.15	0.0213	1.47
70	1.00	0.1207	8.45
Totals:		1.0000	62.18

Weighted Age Rounded to the Nearest Age: 62

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases:	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Retirement Age:	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65 for Eagan. Age 62 for Mitchel Field.
Mortality Rates:	
Healthy and Disabled	2012 Static Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	2003 SOA Select and Ultimate Table. See Table 2.
Disability Rates	See Table 3.
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year.
Valuation Compensation	2011 Pensionable earnings rolled forward one year with the salary increase assumption.
Surviving Spouse Benefit	It is assumed that 80% of males and 50% of females have an eligible spouse, and that males are three years older than their spouses.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC Section 415 maximum benefit of \$200,000 and the IRC Section 401(a)(17) compensation limit of \$250,000.

Valuation of Plan Assets

Smoothed Fair Market Value of Assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of Fair Market Value.

A characteristic of this method is that the expected distribution of the value of Plan assets is skewed toward understatement relative to the corresponding Market Values for expected long-term rates of return in excess of the Third Segment Rate under IRC Section 430(h)(2)(C)(iii).

Expected Return on Assets

2010 Plan Year

8.50%, limited to 6.82%

2011 Plan Year

8.50%, limited to 6.57%

**Trust Expenses Included in
Target Normal Cost**

\$420,075

Actuarial Method

Standard Unit Credit Cost Method

Valuation Date

January 1, 2012

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 1
Retirement Rates

<u>Age</u>	<u>Rate</u>
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	10.00%
60	10.00%
61	15.00%
62	20.00%
63	15.00%
64	15.00%
65	20.00%
66	15.00%
67	20.00%
68	15.00%
69	15.00%
70+	100.00%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 2
Withdrawal Rates—2003 SOA Select and Ultimate Table

Age	Years of Service			
	0-1	2-4	5-9	10+
18	39.64%	0.00%	0.00%	0.00%
19	20.23%	0.00%	0.00%	0.00%
20	17.99%	14.19%	0.00%	0.00%
21	22.38%	18.19%	0.00%	0.00%
22	24.07%	19.60%	15.00%	0.00%
23	23.85%	19.58%	15.09%	0.00%
24	22.70%	18.32%	14.25%	0.00%
25	21.74%	17.14%	12.96%	0.00%
26	20.95%	16.27%	11.29%	0.00%
27	20.41%	15.29%	9.97%	0.00%
28	19.42%	14.52%	9.15%	8.75%
29	18.73%	13.93%	8.69%	5.21%
30	18.61%	13.58%	8.39%	4.84%
31	18.83%	13.09%	8.02%	5.39%
32	18.32%	12.60%	7.76%	5.47%
33	17.39%	11.97%	7.56%	5.30%
34	16.94%	11.33%	7.37%	5.15%
35	16.78%	11.02%	7.15%	5.02%
36	16.69%	10.98%	6.85%	4.87%
37	16.29%	10.99%	6.68%	4.68%
38	16.00%	10.77%	6.44%	4.43%
39	15.36%	10.59%	6.27%	4.32%
40	15.91%	10.35%	6.01%	4.15%
41	15.94%	10.01%	5.89%	3.93%
42	16.05%	9.72%	5.84%	3.86%
43	15.98%	9.71%	5.75%	3.81%
44	15.88%	9.62%	5.77%	3.79%
45	15.48%	9.47%	5.82%	3.73%
46	15.61%	9.54%	5.81%	3.64%
47	15.30%	9.47%	5.61%	3.66%
48	15.15%	9.37%	5.52%	3.70%
49	15.53%	9.02%	5.60%	3.65%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 2 - continued
Withdrawal Rates—2003 SOA Select and Ultimate Table

Age	Years of Service			
	0-1	2-4	5-9	10+
50	15.60%	8.90%	5.32%	3.49%
51	15.35%	9.32%	5.13%	3.38%
52	14.35%	9.52%	4.99%	3.35%
53	14.34%	9.24%	4.70%	3.22%
54	14.17%	8.80%	4.12%	2.37%
55	13.52%	7.82%	2.59%	0.88%
56	12.84%	7.49%	1.84%	0.23%
57	12.66%	7.67%	1.54%	0.11%
58	12.74%	7.68%	1.58%	0.22%
59	13.50%	7.94%	1.92%	0.31%
60	13.63%	7.84%	2.12%	0.20%
61+	0.00%	0.00%	0.00%	0.00%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**EIN: 52-1893632/043**Schedule SB, Part V - Statement of Actuarial Assumptions/Methods**
(continued)**Table 3**
Disability Rates

Age	Rate	Age	Rate
18	0.03%	50	0.18%
19	0.03%	51	0.20%
		52	0.23%
20	0.03%	53	0.26%
21	0.03%	54	0.30%
22	0.03%		
23	0.03%	55	0.36%
24	0.03%	56	0.42%
		57	0.50%
25	0.03%	58	0.59%
26	0.04%	59	0.69%
27	0.04%		
28	0.04%	60	0.90%
29	0.04%	61	1.16%
		62	1.46%
30	0.04%	63	1.81%
31	0.04%	64	2.22%
32	0.04%		
33	0.05%	65	1.00%
34	0.05%	66+	0.00%
35	0.05%		
36	0.05%		
37	0.05%		
38	0.06%		
39	0.06%		
40	0.07%		
41	0.07%		
42	0.08%		
43	0.08%		
44	0.09%		
45	0.10%		
46	0.11%		
47	0.12%		
48	0.14%		
49	0.16%		

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Discussion of Actuarial Assumptions and Methods

For the funding valuation, the allowable interest rates and mortality tables available to measure Plan liabilities are prescribed by IRC Section 412. Aon Hewitt provided guidance with respect to the alternative interest rate and mortality table options, and it is our belief that the options prescribed by Lockheed Martin Corporation are appropriate for funding purposes. It is our belief that all other actuarial assumptions used for the funding valuation represent reasonable expectations of anticipated Plan experience. The Actuarial Cost Method used is prescribed by IRC Section 412. While the method used to value assets is prescribed by Lockheed Martin Corporation, Aon Hewitt provided guidance with respect to the use of this method, and it is our belief that the method is appropriate for funding purposes.

Calculation of Normal Costs and Liabilities

The method used to calculate the ERISA Target Normal Cost and Funding Target is the Unit Credit Cost Method. The Funding Target under IRC Section 430 is calculated as the present value of all benefits that have been accrued or earned under the Plan as of the first day of the Plan Year, based on current service and current pay. The Target Normal Cost is the present value of all benefits expected to accrue or be earned under the Plan during the Plan Year, including any increase in benefits earned in prior Plan Years attributable to compensation increases in the current Plan Year.

Under this method, benefits are estimated at each decrement age using service and earnings as of the valuation date. The present value of these estimated benefits using the applicable ERISA assumptions is the ERISA Funding Target. The Target Normal Cost is the present value of the benefits earned during the year.

For calculating the Actuarial Present Value of vested benefits, benefits at each decrement age are determined in the same manner, but are then multiplied by each participant's vesting percentage as of the valuation date. The present value of these estimated vested benefits is determined without recognition of any benefit for which a participant will become entitled only through the advancement in service or age while actively employed. In addition, certain ancillary benefits have been treated as vested consistent with PBGC premium regulations.

The ERISA Funding Target for lump sum benefits is determined by valuing the annuity that corresponds to the distribution using special actuarial assumptions, as described under Treasury Regulations Section 1.430(d). Under these special assumptions, for the period beginning with the annuity starting date, the current IRC Section 417(e) applicable mortality table is substituted for the mortality table otherwise used.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions

Effective Date of Plan: December 31, 1999.

Most Recent Collective Bargaining Agreement: March 8, 2008 for Mitchel Field.
June, 2009 for Eagan.

Eligibility: 1) *Mitchel Field*

All employees hired before January 1, 2009 are eligible on their date of employment. Employees hired or rehired on or after January 1, 2009 will not be eligible for the Plan.

2) *Eagan*

Earlier of two years of Vesting Service or attainment of age 21 and one year of Vesting Service. Employees hired or rehired on or after January 1, 2010 will not be eligible for the plan.

Compensation: Total compensation including Section 125, 401(k) and 132 amounts and severance. Compensation is limited to the annual compensation limit under IRC Section 401(a)(17). Only applicable for Mitchel Field participants.

Normal Retirement: (a) Eligibility Requirement:

Age 65.

(b) Benefit:

1) *Mitchel Field*

The accrued benefit under the Prior Plan plus 2.00% of compensation earned on or after May 5, 1995. For Local 444, minimum of \$13.00 multiplied by years of Credited Service. For all other Unions, minimum of \$13.00 to \$19.50 multiplied by years of Credited Service, varying with 5-Year Final Average Compensation.

Effective January 1, 2009, Local 444 employees will receive the greater of this benefit or their December 31, 1998 accrued benefit, plus for service after January 1, 1999, a benefit calculated under the terms of the Lockheed Martin Retirement Plan formula in effect on March 1, 2008.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Normal Retirement (continued): (b) 2) *Eagan*

\$50 (\$41 prior to most recent Collective Bargaining Agreement, \$42 for IGUA Local 32) multiplied by years of Credited Service.

Early Retirement:

(a) Eligibility Requirement:

Age 55 and 5 years of Vesting Service.

(b) Benefit:

1) *Mitchel Field*

Monthly benefit computed as in Normal Retirement, reduced 5.00% for each year by which retirement precedes age 62.

2) *Eagan*

Monthly benefit computed as in Normal Retirement, reduced 6.00% for each year by which retirement precedes age 65 (62 for participants who have at least 20 years of Vesting Service).

Early Retirement
Supplement:

(a) Eligibility Requirement:

Age 55 and 15 years of Vesting Service for Mitchel Field;
10 years of Vesting Service for Eagan.

(b) Benefit:

1) *Mitchel Field*

For Local 444 retirees not receiving the LMRP benefit, \$10 multiplied by years of Credited Service, payable until age 62. The LMRP supplement was discontinued effective January 1, 2011. For all other Unions, \$2.75 multiplied by years of Credited Service.

2) *Eagan*

\$2.50 multiplied by years of Credited Service. Payable until age 65 (62 for participants who have at least 20 years of Vesting Service).

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V -- Summary of Plan Provisions

(continued)

"Adder" Benefit:

- (a) Eligibility Requirement

25 years of Vesting Service as of July 1, 2008. This benefit is only available for Local 444 members of Mitchel Field.

- (b) Benefit

\$3,000, in addition to Normal Retirement Benefit.

**Total and Permanent
Disability Retirement:**

- (a) Eligibility Requirement:

No age or service requirement.

- (b) Benefit:

1) *Mitchel Field*

Accrued benefit based on earnings at date of disability and service projected to the participant's Normal Retirement Date. Benefit payable at Normal Retirement.

2) *Eagan*

Accrued benefit earned to the date of disability, payable unreduced at the time of disability for life. For participants ineligible for Social Security Disability Benefits, an additional \$1 multiplied by years of Credited Service will be paid.

Termination:

- (a) Eligibility Requirement:

5 years of Vesting Service.

- (b) Benefit:

A monthly benefit computed as in Normal Retirement, payable at age 62 for Mitchel Field employees and age 65 for Eagan employees. Benefits starting at age 55 will receive reductions as computed in Early Retirement.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Preretirement Surviving
Spouse's Benefit:

(a) Eligibility Requirement:
5 years of Vesting Service.

(b) Benefit:

1) *Mitchel Field*

Effective January 1, 2009, 100% of the monthly benefit the participant would have received if he had retired under the 100% Joint and Survivor Option on the first of the month preceding or coincident with his death, payable at the participant's Earliest Retirement Date.

2) *Eagan*

50% of the monthly benefit the participant would have received if he had retired under the 50% Joint and Survivor Option on the first of the month preceding or coincident with his death, payable at the participant's Earliest Retirement Date.

Preretirement Non-Spouse Death
Benefit:

(a) Eligibility Requirement:

1) *Mitchel Field*

10 years of Vesting Service. 5 years of Vesting Service for Local 444 participants.

2) *Eagan*

5 years of Vesting Service.

(b) Benefit:

60 monthly payments of the benefit the participant would have received if he had retired or terminated the day prior to his death, payable at the participant's Earliest Retirement Date.

SB Actuary Signature

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Postretirement Death
Benefit:

(a) Eligibility Requirement:

Age 55 and 10 years of Vesting Service. This benefit is only available to Eagan employees.

(b) Benefit:

\$9,000 Lump Sum.

Normal Form of Benefit Payment: Married Participants:

50% Joint and Survivor Annuity.

Unmarried Participants:

(a) *Mitchel Field*

Single Life Annuity.

(b) *Eagan*

5 Year Certain and Continuous Annuity.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

SB Actuary Signature

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Line 24 – Changes in Actuarial Assumptions

The following Assumption Changes have been made since the prior Valuation:

- The Expense Load was changed from \$809,771 to \$420,075 to reflect actual administrative expenses.
- The investment return was modified from 8.50% to 8.00%.

EIN: 52-1893632/043

Schedule SB, Line 26 - Schedule of Active Participant Data

SB Actuary Signature

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Line 32 – Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$25,999,370	January 1, 2011	6	\$4,980,795
Shortfall	(\$17,857,707)	January 1, 2012	7	(\$3,030,892)

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Line 19 – Discounted Employer Contributions

The following contributions for the 2012 Plan Year were made on the dates indicated. The contributions are also shown discounted to the beginning of the Plan Year at the Effective Interest Rate of 6.95%.

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
December 19, 2012	\$ 11,000,000	6.95%	353	\$ 10,309,756
December 31, 2012	14,000,000	6.95%	365	13,092,632
May 21, 2013	2,000,000	6.95%	506	1,822,582
July 15, 2013	<u>2,000,000</u>	6.95%	561	<u>1,804,272</u>
Total Contribution	\$ 29,000,000			\$ 27,029,242

LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043

Schedule SB, Line 22 -- Description of Weighted Average Retirement Age

Weighted Average Retirement Age

<u>Age</u>	<u>Retirement Rate</u>	<u>Retirement Probability</u>	<u>Weighted Age</u>
55	0.10	0.1000	5.50
56	0.05	0.0450	2.52
57	0.05	0.0428	2.44
58	0.05	0.0406	2.36
59	0.10	0.0772	4.55
60	0.10	0.0694	4.17
61	0.15	0.0938	5.72
62	0.20	0.1063	6.59
63	0.15	0.0638	4.02
64	0.15	0.0542	3.47
65	0.20	0.0614	3.99
66	0.15	0.0368	2.43
67	0.20	0.0418	2.80
68	0.15	0.0251	1.70
69	0.15	0.0213	1.47
70	1.00	0.1207	8.45
Totals:		1.0000	62.18

Weighted Age Rounded to the Nearest Age: 62

LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases:	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Retirement Age:	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65 for Eagan. Age 62 for Mitchel Field.
Mortality Rates:	
Healthy and Disabled	2012 Static Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	2003 SOA Select and Ultimate Table. See Table 2.
Disability Rates	See Table 3.
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year.
Valuation Compensation	2011 Pensionable earnings rolled forward one year with the salary increase assumption.
Surviving Spouse Benefit	It is assumed that 80% of males and 50% of females have an eligible spouse, and that males are three years older than their spouses.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC Section 415 maximum benefit of \$200,000 and the IRC Section 401(a)(17) compensation limit of \$250,000.

Valuation of Plan Assets

Smoothed Fair Market Value of Assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of Fair Market Value.

A characteristic of this method is that the expected distribution of the value of Plan assets is skewed toward understatement relative to the corresponding Market Values for expected long-term rates of return in excess of the Third Segment Rate under IRC Section 430(h)(2)(C)(iii).

Expected Return on Assets

2010 Plan Year

8.50%, limited to 6.82%

2011 Plan Year

8.50%, limited to 6.57%

**Trust Expenses Included in
Target Normal Cost**

\$420,075

Actuarial Method

Standard Unit Credit Cost Method

Valuation Date

January 1, 2012

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 1
Retirement Rates

<u>Age</u>	<u>Rate</u>
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	10.00%
60	10.00%
61	15.00%
62	20.00%
63	15.00%
64	15.00%
65	20.00%
66	15.00%
67	20.00%
68	15.00%
69	15.00%
70+	100.00%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 2
Withdrawal Rates—2003 SOA Select and Ultimate Table

Age	Years of Service			
	0-1	2-4	5-9	10+
18	39.64%	0.00%	0.00%	0.00%
19	20.23%	0.00%	0.00%	0.00%
20	17.99%	14.19%	0.00%	0.00%
21	22.38%	18.19%	0.00%	0.00%
22	24.07%	19.60%	15.00%	0.00%
23	23.85%	19.58%	15.09%	0.00%
24	22.70%	18.32%	14.25%	0.00%
25	21.74%	17.14%	12.96%	0.00%
26	20.95%	16.27%	11.29%	0.00%
27	20.41%	15.29%	9.97%	0.00%
28	19.42%	14.52%	9.15%	8.75%
29	18.73%	13.93%	8.69%	5.21%
30	18.61%	13.58%	8.39%	4.84%
31	18.83%	13.09%	8.02%	5.39%
32	18.32%	12.60%	7.76%	5.47%
33	17.39%	11.97%	7.56%	5.30%
34	16.94%	11.33%	7.37%	5.15%
35	16.78%	11.02%	7.15%	5.02%
36	16.69%	10.98%	6.85%	4.87%
37	16.29%	10.99%	6.68%	4.68%
38	16.00%	10.77%	6.44%	4.43%
39	15.36%	10.59%	6.27%	4.32%
40	15.91%	10.35%	6.01%	4.15%
41	15.94%	10.01%	5.89%	3.93%
42	16.05%	9.72%	5.84%	3.86%
43	15.98%	9.71%	5.75%	3.81%
44	15.88%	9.62%	5.77%	3.79%
45	15.48%	9.47%	5.82%	3.73%
46	15.61%	9.54%	5.81%	3.64%
47	15.30%	9.47%	5.61%	3.66%
48	15.15%	9.37%	5.52%	3.70%
49	15.53%	9.02%	5.60%	3.65%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 2 - continued
Withdrawal Rates—2003 SOA Select and Ultimate Table

Age	Years of Service			
	0-1	2-4	5-9	10+
50	15.60%	8.90%	5.32%	3.49%
51	15.35%	9.32%	5.13%	3.38%
52	14.35%	9.52%	4.99%	3.35%
53	14.34%	9.24%	4.70%	3.22%
54	14.17%	8.80%	4.12%	2.37%
55	13.52%	7.82%	2.59%	0.88%
56	12.84%	7.49%	1.84%	0.23%
57	12.66%	7.67%	1.54%	0.11%
58	12.74%	7.68%	1.58%	0.22%
59	13.50%	7.94%	1.92%	0.31%
60	13.63%	7.84%	2.12%	0.20%
61+	0.00%	0.00%	0.00%	0.00%

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Table 3
Disability Rates

Age	Rate	Age	Rate
18	0.03%	50	0.18%
19	0.03%	51	0.20%
		52	0.23%
20	0.03%	53	0.26%
21	0.03%	54	0.30%
22	0.03%		
23	0.03%	55	0.36%
24	0.03%	56	0.42%
		57	0.50%
25	0.03%	58	0.59%
26	0.04%	59	0.69%
27	0.04%		
28	0.04%	60	0.90%
29	0.04%	61	1.16%
		62	1.46%
30	0.04%	63	1.81%
31	0.04%	64	2.22%
32	0.04%		
33	0.05%	65	1.00%
34	0.05%	66+	0.00%
35	0.05%		
36	0.05%		
37	0.05%		
38	0.06%		
39	0.06%		
40	0.07%		
41	0.07%		
42	0.08%		
43	0.08%		
44	0.09%		
45	0.10%		
46	0.11%		
47	0.12%		
48	0.14%		
49	0.16%		

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
(continued)

Discussion of Actuarial Assumptions and Methods

For the funding valuation, the allowable interest rates and mortality tables available to measure Plan liabilities are prescribed by IRC Section 412. Aon Hewitt provided guidance with respect to the alternative interest rate and mortality table options, and it is our belief that the options prescribed by Lockheed Martin Corporation are appropriate for funding purposes. It is our belief that all other actuarial assumptions used for the funding valuation represent reasonable expectations of anticipated Plan experience. The Actuarial Cost Method used is prescribed by IRC Section 412. While the method used to value assets is prescribed by Lockheed Martin Corporation, Aon Hewitt provided guidance with respect to the use of this method, and it is our belief that the method is appropriate for funding purposes.

Calculation of Normal Costs and Liabilities

The method used to calculate the ERISA Target Normal Cost and Funding Target is the Unit Credit Cost Method. The Funding Target under IRC Section 430 is calculated as the present value of all benefits that have been accrued or earned under the Plan as of the first day of the Plan Year, based on current service and current pay. The Target Normal Cost is the present value of all benefits expected to accrue or be earned under the Plan during the Plan Year, including any increase in benefits earned in prior Plan Years attributable to compensation increases in the current Plan Year.

Under this method, benefits are estimated at each decrement age using service and earnings as of the valuation date. The present value of these estimated benefits using the applicable ERISA assumptions is the ERISA Funding Target. The Target Normal Cost is the present value of the benefits earned during the year.

For calculating the Actuarial Present Value of vested benefits, benefits at each decrement age are determined in the same manner, but are then multiplied by each participant's vesting percentage as of the valuation date. The present value of these estimated vested benefits is determined without recognition of any benefit for which a participant will become entitled only through the advancement in service or age while actively employed. In addition, certain ancillary benefits have been treated as vested consistent with PBGC premium regulations.

The ERISA Funding Target for lump sum benefits is determined by valuing the annuity that corresponds to the distribution using special actuarial assumptions, as described under Treasury Regulations Section 1.430(d). Under these special assumptions, for the period beginning with the annuity starting date, the current IRC Section 417(e) applicable mortality table is substituted for the mortality table otherwise used.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions

Effective Date of Plan: December 31, 1999.

Most Recent Collective Bargaining Agreement: March 8, 2008 for Mitchel Field.
June, 2009 for Eagan.

Eligibility: 1) *Mitchel Field*

All employees hired before January 1, 2009 are eligible on their date of employment. Employees hired or rehired on or after January 1, 2009 will not be eligible for the Plan.

2) *Eagan*

Earlier of two years of Vesting Service or attainment of age 21 and one year of Vesting Service. Employees hired or rehired on or after January 1, 2010 will not be eligible for the plan.

Compensation: Total compensation including Section 125, 401(k) and 132 amounts and severance. Compensation is limited to the annual compensation limit under IRC Section 401(a)(17). Only applicable for Mitchel Field participants.

Normal Retirement: (a) Eligibility Requirement:

Age 65.

(b) Benefit:

1) *Mitchel Field*

The accrued benefit under the Prior Plan plus 2.00% of compensation earned on or after May 5, 1995. For Local 444, minimum of \$13.00 multiplied by years of Credited Service. For all other Unions, minimum of \$13.00 to \$19.50 multiplied by years of Credited Service, varying with 5-Year Final Average Compensation.

Effective January 1, 2009, Local 444 employees will receive the greater of this benefit or their December 31, 1998 accrued benefit, plus for service after January 1, 1999, a benefit calculated under the terms of the Lockheed Martin Retirement Plan formula in effect on March 1, 2008.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Normal Retirement (continued): (b) 2) *Eagan*

\$50 (\$41 prior to most recent Collective Bargaining Agreement, \$42 for IGUA Local 32) multiplied by years of Credited Service.

Early Retirement:

(a) Eligibility Requirement:

Age 55 and 5 years of Vesting Service.

(b) Benefit:

1) *Mitchel Field*

Monthly benefit computed as in Normal Retirement, reduced 5.00% for each year by which retirement precedes age 62.

2) *Eagan*

Monthly benefit computed as in Normal Retirement, reduced 6.00% for each year by which retirement precedes age 65 (62 for participants who have at least 20 years of Vesting Service).

Early Retirement
Supplement:

(a) Eligibility Requirement:

Age 55 and 15 years of Vesting Service for Mitchel Field;
10 years of Vesting Service for Eagan.

(b) Benefit:

1) *Mitchel Field*

For Local 444 retirees not receiving the LMRP benefit, \$10 multiplied by years of Credited Service, payable until age 62. The LMRP supplement was discontinued effective January 1, 2011. For all other Unions, \$2.75 multiplied by years of Credited Service.

2) *Eagan*

\$2.50 multiplied by years of Credited Service. Payable until age 65 (62 for participants who have at least 20 years of Vesting Service).

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions

(continued)

“Adder” Benefit:

- (a) Eligibility Requirement

25 years of Vesting Service as of July 1, 2008. This benefit is only available for Local 444 members of Mitchel Field.

- (b) Benefit

\$3,000, in addition to Normal Retirement Benefit.

Total and Permanent
Disability Retirement:

- (a) Eligibility Requirement:

No age or service requirement.

- (b) Benefit:

1) *Mitchel Field*

Accrued benefit based on earnings at date of disability and service projected to the participant's Normal Retirement Date. Benefit payable at Normal Retirement.

2) *Eagan*

Accrued benefit earned to the date of disability, payable unreduced at the time of disability for life. For participants ineligible for Social Security Disability Benefits, an additional \$1 multiplied by years of Credited Service will be paid.

Termination:

- (a) Eligibility Requirement:

5 years of Vesting Service.

- (b) Benefit:

A monthly benefit computed as in Normal Retirement, payable at age 62 for Mitchel Field employees and age 65 for Eagan employees. Benefits starting at age 55 will receive reductions as computed in Early Retirement.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Preretirement Surviving
Spouse's Benefit:

(a) Eligibility Requirement:
5 years of Vesting Service.

(b) Benefit:

1) *Mitchel Field*

Effective January 1, 2009, 100% of the monthly benefit the participant would have received if he had retired under the 100% Joint and Survivor Option on the first of the month preceding or coincident with his death, payable at the participant's Earliest Retirement Date.

2) *Eagan*

50% of the monthly benefit the participant would have received if he had retired under the 50% Joint and Survivor Option on the first of the month preceding or coincident with his death, payable at the participant's Earliest Retirement Date.

Preretirement Non-Spouse Death
Benefit:

(a) Eligibility Requirement:

1) *Mitchel Field*

10 years of Vesting Service. 5 years of Vesting Service for Local 444 participants.

2) *Eagan*

5 years of Vesting Service.

(b) Benefit:

60 monthly payments of the benefit the participant would have received if he had retired or terminated the day prior to his death, payable at the participant's Earliest Retirement Date.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Part V – Summary of Plan Provisions
(continued)

Postretirement Death
Benefit:

(a) Eligibility Requirement:

Age 55 and 10 years of Vesting Service. This benefit is only available to Egan employees.

(b) Benefit:

\$9,000 Lump Sum.

Normal Form of Benefit Payment: Married Participants:

50% Joint and Survivor Annuity.

Unmarried Participants:

(a) *Mitchel Field*

Single Life Annuity.

(b) *Egan*

5 Year Certain and Continuous Annuity.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES
EIN: 52-1893632/043**

Schedule SB, Line 24 – Changes in Actuarial Assumptions

The following Assumption Changes have been made since the prior Valuation:

- The Expense Load was changed from \$809,771 to \$420,075 to reflect actual administrative expenses.
- The investment return was modified from 8.50% to 8.00%.

EIN: 52-1893632/043

Schedule SB, Line 26 - Schedule of Active Participant Data

[illegible]

**LOCKHEED MARTIN TACTICAL DEFENSE SYSTEMS RETIREMENT PLAN II
FOR BARGAINING UNIT EMPLOYEES**

EIN: 52-1893632/043

Schedule SB, Line 32 – Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$25,999,370	January 1, 2011	6	\$4,980,795
Shortfall	(\$17,857,707)	January 1, 2012	7	(\$3,030,892)