# 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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
SANDIA CORPORATION RETIREMENT INCOME PLAN

**1b** Three-digit plan number (PN) ▶ 006

**1c** Effective date of plan 01/01/1982

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SANDIA CORPORATION

P.O. BOX 5800, MAIL STOP 1382
ALBUQUERQUE, NM 87185-1382

**2b** Employer Identification Number (EIN) 85-0097942

**2c** Sponsor's telephone number 505-845-8350

**2d** Business code (see instructions) 541700

**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. | 01/28/2015 | JANE FARRIS |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 01/28/2015 | TIMOTHY KNEWITZ, CONTROLLER |
| | **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 [X] 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** | 14221 |
| **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** | 6755 |
| **b** | Retired or separated participants receiving benefits | **6b** | 6237 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 2171 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 15163 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1126 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 16289 |
| **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** | 5 |
| **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 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SANDIA CORPORATION RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 006

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANDIA CORPORATION

**D** Employer Identification Number (EIN)
85-0097942

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 22-1211670 | 68241 | GA-009007 | 16289 | 01/01/2012 | 12/31/2012 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 0 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 31511511 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 39263645 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | 6b | |
| **c** | Premiums due but unpaid at the end of the year | 6c | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | 7b | 28431404 |
| **c** | Additions: (1) Contributions deposited during the year | 7c(1) | | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 1779208 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | 10417434 | | |
| | ▶ MARKET VALUE CREDIT & TRANSFER/MERGING ASSETS W/PENSION SAVINGS PLAN | | | | |
| | (6) Total additions | | | 7c(6) | 12196642 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 40628046 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 3989262 | | |
| | (2) Administration charge made by carrier | 7e(2) | 127273 | | |
| | (3) Transferred to separate account | 7e(3) | 5000000 | | |
| | (4) Other (specify below) | 7e(4) | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 9116535 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 31511511 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# 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
SANDIA CORPORATION RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 006

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SANDIA CORPORATION

**D** Employer Identification Number (EIN)
85-0097942

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

| | | | | |
|---|---|---|---|---|
| 1 | Enter the valuation date: Month 01 Day 01 Year 2012 | | | |
| 2 | Assets: | | | |
| | **a** Market value | 2a | | 3840817772 |
| | **b** Actuarial value | 2b | | 3573630880 |
| 3 | Funding target/participant count breakdown: | | **(1)** Number of participants | **(2)** Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | 3a | 6219 | 2188491948 |
| | **b** For terminated vested participants | 3b | 1756 | 81376019 |
| | **c** For active participants: | | | |
| | **(1)** Non-vested benefits | 3c(1) | | 102216588 |
| | **(2)** Vested benefits | 3c(2) | | 1152158068 |
| | **(3)** Total active | 3c(3) | 6246 | 1254374656 |
| | **d** Total | 3d | 14221 | 3524242623 |
| 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 | | 7.03 % |
| 6 | Target normal cost | 6 | | 75045269 |

**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**

Signature of actuary — Date: 08/08/2013

BRIAN P. LEVINE — Type or print name of actuary

11-06424 — Most recent enrollment number

HEWITT ASSOCIATES LLC — Firm name

214-989-2661 — Telephone number (including area code)

2711 NORTH HASKELL AVENUE
SUITE 800
DALLAS, TX 75204

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 [ ]

## 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) | 67821839 | 0 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | 67821839 | 0 |
| 9 | Amount remaining (line 7 minus line 8) | 0 | 0 |
| 10 | Interest on line 9 using prior year's actual return of 16.70% | | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| a | Present value of excess contributions (line 38a from prior year) | | 104110295 |
| b | Interest on (a) using prior year's effective interest rate of 6.29% except as otherwise provided (see instructions) | | 13608791 |
| c | Total available at beginning of current plan year to add to prefunding balance | | 117719086 |
| d | Portion of (c) to be added to prefunding balance | | 117719086 |
| 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) | 0 | 117719086 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 98.06 % |
| 15 | Adjusted funding target attainment percentage | 15 | 101.40 % |
| 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 | 81.90 % |
| 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 |
|---|---|---|---|---|---|
| 10/03/2012 | 5000000 | | | | |
| 04/15/2013 | 100000000 | | | | |
| 05/30/2013 | 75000000 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 180000000 | 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 | 164557880 |

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 5.54% | 6.85% | 7.52 % | ☐ N/A, full yield curve used |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 4 |
| **22** Weighted average retirement age | **22** | 58 |

**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** | 75045269 |
| **b** Excess assets, if applicable, but not greater than line 31a | **31b** | 0 |

| **32** Amortization installments: | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 68330829 | 25322034 |
| **b** Waiver amortization installment | 0 | 0 |

| | | |
|---|---|---|
| **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** | 100367303 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances elected for use to offset funding requirement | 0 | 98027141 | 98027141 |

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | **36** | 2340162 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | **37** | 164557880 |
| **38** Present value of excess contributions for current year (see instructions) | | |
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 162217718 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | **38b** | 98027141 |
| **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 C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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<br>SANDIA CORPORATION RETIREMENT INCOME PLAN | **B** Three-digit plan number (PN) ▶ 006 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500<br>SANDIA CORPORATION | **D** Employer Identification Number (EIN)<br>85-0097942 |

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

PRUDENTIAL FINANCIAL

22-1211670

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 | NONE | 951095 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## 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
SANDIA CORPORATION RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 006

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
SANDIA CORPORATION

**D** Employer Identification Number (EIN)
85-0097942

**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: SANDIA CORP. PENSION PLANS TRUST

**b** Name of sponsor of entity listed in (a): SANDIA CORPORATION

| **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) |
|---|---|---|
| 36-3291356-008 | M | 4408722855 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TEMPORARY INVESTMENT ACCOUNT

**b** Name of sponsor of entity listed in (a): PRUDENTIAL FINANCIAL

| **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) |
|---|---|---|
| 22-1211670-044 | P | 37123060 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: CONSERVATIVE STOCK FUND

**b** Name of sponsor of entity listed in (a): PRUDENTIAL FINANCIAL

| **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) |
|---|---|---|
| 22-1211670-007 | P | 2140585 |

**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 |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# 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.**

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
SANDIA CORPORATION RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 006

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANDIA CORPORATION

**D** Employer Identification Number (EIN)
85-0097942

## 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) | 170000000 | 175000000 |
| **(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) | 27166253 | 39263645 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 3618188202 | 4408722855 |
| **(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) | 28431404 | 31511511 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(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 | 3843785859 | 4654498011 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | 552619 |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 552619 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 3843785859 | 4653945392 |

## 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) | 180000000 | |
| **(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) | | 180000000 |
| **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) | 1852127 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 1852127 |
| **(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) | | 274220 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 516782454 |
| (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 | | 698908801 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 221139764 | |
| (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) | | 221139764 |
| 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) | | |
| (2) Contract administrator fees | 2i(2) | 951095 | |
| (3) Investment advisory and management fees | 2i(3) | 5412384 | |
| (4) Other | 2i(4) | 2846870 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 9210349 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 230350113 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 468558688 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 341684313 |
| (2) From this plan | 2l(2) | | 83468 |

## 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)** [X] Disclaimer **(4)** [ ] Adverse

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

| | | Yes | No | Amount |
|---|---|---|---|---|
| **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.) | 4a | | X | |
| **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.) | 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.) | 4c | | 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.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | 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? | 4g | | 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? | 4h | | 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.) | 4i | 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.) | 4j | | 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? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| 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. | 4n | | X | |

**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) |
|---|---|---|
| SANDIA CORPORATION PENSION SECURITY PLAN | 85-0097942 | 005 |
| LOCKHEED MARTIN CORPORATION SALARIED EMPLOYEE RETIREMENT PROGRAM | 52-1893632 | 001 |
| | | |
| | | |

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| SANDIA CORP. PENSION PLANS TRUST | 363291356 |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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).

▶ **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
SANDIA CORPORATION RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 006

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANDIA CORPORATION

**D** Employer Identification Number (EIN)
85-0097942

## 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): _____ _____

**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 0

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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

## 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: 60% Investment-Grade Debt: 40% High-Yield Debt: 0% Real Estate: 0% Other: 0%

**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):

# SANDIA CORPORATION RETIREMENT INCOME PLAN

**Financial Statements and Supplemental Schedule**
**For the Years Ended December 31, 2012 and 2011**
**With Report of Independent Auditors**

**SANDIA CORPORATION RETIREMENT INCOME PLAN**
For the Years Ended December 31, 2012 and 2011

## TABLE OF CONTENTS


**Page(s)**

**REPORT OF INDEPENDENT AUDITORS**

**FINANCIAL STATEMENTS**

Statements of Net Assets Available for Benefits 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5–21

**SUPPLEMENTAL SCHEDULE**

Schedule H, Line 4i—Schedule of Assets (Held at End of Year) 22


*Note*: Other supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

MITCHELL & TITUS

Mitchell & Titus, LLP
1101 New York Avenue, NW
Washington, DC 20005
Tel: +1 202 293 7500
Fax: +1 202 465 3149
www.mitchelltitus.com

# REPORT OF INDEPENDENT AUDITORS

Sandia Investment Committee
Retirement Income Plan

## Report on the financial statements

We were engaged to audit the accompanying financial statements of the Sandia Corporation Retirement Income Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, 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 6, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entities that certified the investment information meet 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.

**Disclaimer of opinion on supplemental schedule**

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the basis for disclaimer of opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

**Opinion on the December 31, 2011 financial statements**

We previously audited the financial statements of the Sandia Corporation Retirement Income Plan as of December 31, 2011, and for the year then ended, and we expressed an unmodified opinion on those statements in our report dated August 13, 2012.

**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 2012 financial statements and supplemental schedule, 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

August 13, 2013

**SANDIA CORPORATION RETIREMENT INCOME PLAN**
Statements of Net Assets Available for Benefits
As of December 31, 2012 and 2011

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| *Assets held in insurance company pooled separate accounts, at fair value* | | |
| Short-term fund | $ 37,123,060 | $ 24,681,249 |
| Conservative stock fund | 2,140,585 | 2,485,004 |
| | 39,263,645 | 27,166,253 |
| Assets held in unallocated insurance contract, at contract value | 31,511,511 | 28,431,404 |
| *Receivables* | | |
| Contributions from employer | 175,000,000 | 170,000,000 |
| Plan's interest in Master Trust held by Northern Trust Company, at fair value | 4,408,722,855 | 3,618,188,202 |
| Total assets | 4,654,498,011 | 3,843,785,859 |
| **LIABILITIES** | | |
| Administrative expenses payable | 552,619 | - |
| Total liabilities | 552,619 | - |
| **Net assets available for benefits** | $ 4,653,945,392 | $ 3,843,785,859 |

The accompanying notes are an integral part of these financial statements.

**SANDIA CORPORATION RETIREMENT INCOME PLAN**
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2012 and 2011

| | 2012 | 2011 |
|---|---|---|
| **ADDITIONS** | | |
| *Investment income (loss)* | | |
| Interest and dividend income | $ 1,852,127 | $ 2,120,948 |
| Net appreciation (depreciation) in fair value of pooled separate accounts | 274,220 | (213,066) |
| Plan interest in net investment gain of Master Trust | 516,782,454 | 530,212,780 |
| Total investment income | 518,908,801 | 532,120,662 |
| Sponsor contributions | 180,000,000 | 277,697,651 |
| Transfers from LMC Retirement Program | 2,465,317 | 580,014 |
| Other | - | (7) |
| Total additions | 701,374,118 | 810,398,320 |
| **DEDUCTIONS** | | |
| Benefit payments | 221,139,764 | 194,817,894 |
| Administrative expenses | 9,210,349 | 9,426,188 |
| Transfers to LMC Retirement Program | 83,468 | 1,873,262 |
| Total deductions | 230,433,581 | 206,117,344 |
| Net increase | 470,940,537 | 604,280,976 |
| Transfers from Pension Security Plan, net | 339,218,996 | 736,920 |
| *Net assets available for benefits* | | |
| Beginning of year | 3,843,785,859 | 3,238,767,963 |
| **End of year** | $ 4,653,945,392 | $ 3,843,785,859 |

The accompanying notes are an integral part of these financial statements.

## NOTE 1 DESCRIPTION OF THE PLAN

General

The Sandia Corporation Retirement Income Plan (the Plan) is a non-contributory defined benefit pension plan covering non-union employees in certain job classifications (as defined) who have at least one year of service and are at least age 21, and all retired and terminated vested employees in such job classifications. Effective December 31, 2012, due to the merger of the Sandia Corporation Pension Security Plan (PSP) and the Plan, the Plan also covers union employees in certain job classifications (as defined) who at least have one year of service and are at least age 21, and all retired and terminated vested employees in such job classifications. Sandia Corporation (the Company) is a wholly owned subsidiary of Lockheed Martin Corporation (Lockheed Martin, or the Corporation). A description of the Plan is contained in the Summary Plan Description, which is provided to all participants.

The Plan was amended to close the Plan for non-union employees hired on or after January 1, 2009 and to the Office and Professional Employees International Union represented employees hired on or after July 1, 2009 and Metal Trades Council or Security Police Association represented employees hired on or after July 1, 2010.

Transfer of Assets and Plan Merger

Effective December 31, 2012, the PSP, for union represented employees, merged into the Plan. As a result of this merger, PSP net assets of $337,704,102 were transferred to the Plan on December 31, 2012. These merger-related transfers are included in the net transfer totals reported on the statements of changes in net assets available for benefits. Effective January 1, 2013, union represented employees who were participating in the PSP stopped participating in the PSP and began participating in the Plan.

## NOTE 1 DESCRIPTION OF THE PLAN *(continued)*

Funding Policy

The Company makes annual contributions to the Plan in amounts equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA), as determined by the Plan's actuary. Contributions are sufficient to fund the Plan's current service cost on a current basis and to fund the unfunded accrued liability plus interest thereon over a period of up to 30 years. The Plan made contributions of $180,000,000 and $277,697,651 for the years ended December 31, 2012 and 2011, respectively. Participant contributions were required prior to July 1, 1975. The participants' accumulated contributions pertaining to years prior to 1975, including interest credited at an annually compounded rate of 1.40% and 2.34% for the years ended December 31, 2012 and 2011, respectively, were $1,509,594 and $2,725,388 at January 1, 2012 and 2011, respectively.

Benefit Payments

Based on its provisions, the Plan provides for monthly pension payments to participating employees upon their attaining the minimum age and service requirements specified in the Plan document. The amount of such payments depends on an employee's length of service and earnings, and the amounts are recorded when distributed. The pension formula bases the calculation on compensation for the 36 highest-paid, fully completed consecutive calendar months of service within the 10 years immediately preceding the retirement period. Participants become fully vested after five years of credited service.

Effective December 31, 2012, due to the merger of the PSP and the Plan, a PSP participant's benefit under the Plan will be calculated under a Greater of Formula. Under the Greater of Formula, the participant will receive the greater of a Frozen PSP Benefit or an All Service RIP Benefit. A PSP participant's Frozen PSP Benefit is calculated based on the PSP benefit formula, but taking into account only the PSP participant's assigned pension band, credited service and supplemental payments determined as of (and defined as of) December 31, 2012 under the PSP plan documents. A PSP participant's All Service RIP Benefit is calculated based on the RIP benefit formula as though that PSP participant's Credited Service (if applicable) and Plan Service with Sandia on and after the Merger Date as well as such service prior to the Merger Date (to the extent used to calculate the participant's Frozen PSP Benefit) had been performed under the RIP.

Prior to the merger, as changes in employee job categories resulted in changes in eligibility between the Plan and the PSP, actuarially determined amounts of assets were transferred between the plans. These transfers are shown as transfers from/to PSP on the statements of changes in net assets available for benefits.

## NOTE 1 DESCRIPTION OF THE PLAN *(continued)*

Plan Termination

Although it has not expressed any such intent, the Company has the right under the Plan to discontinue contributions, if any, at any time and to terminate the Plan subject to provisions set forth in ERISA. Upon termination of the Plan, the assets would be allocated first, to participants' contributions; second, to benefits payable as an annuity; third, to other non-forfeitable benefits; fourth, to all other benefits; and fifth, in the event there is any remaining balance and to the extent permitted by law, to the Department of Energy.

Certain benefits under the Plan are secured by Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivors' pensions. However, PBGC does not guarantee all benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the U.S. requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements, supplemental schedule and accompanying notes. Actual results could differ from those estimates.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investment Contracts

Under the terms of the contract between Prudential Insurance Company of America (Prudential) and the Plan, Prudential manages funds on behalf of the Plan. Prudential has been granted discretionary authority concerning purchases and sales of investments in the funds within the separate accounts. The investments in the pooled separate accounts represent ownership of units of participation in various commingled funds rather than ownership of specific assets. The investments in the pooled separate accounts are stated at fair value.

The Plan's assets held in an unallocated insurance contract are valued at contract value, as certified by Prudential. Contract value represents contributions made under the contract, plus interest and less funds used to pay retirement benefits and administrative expenses. These investments are carried at contract value, which approximates fair value.

A minimum balance requirement, which is determined annually by Prudential, exists under the contract for the conservative stock fund pooled separate account and the unallocated insurance contract.

Master Trust Investments

Under the terms of a trust agreement between The Northern Trust Company (the Master Trustee) and the Plan, the Master Trustee holds funds on behalf of the Plan, which are combined with funds of the PSP into one Sandia Corporation Pension Plans Trust (Master Trust). The Master Trustee maintains records reflecting the net assets in the Master Trust and details of changes therein for each plan. Assets held by the Master Trustee are segregated into investment manager accounts and a cash account. The investment managers have investment authority over assets in their accounts and the Master Trustee has authority over the cash account. Realized and unrealized gains and losses, and investment income of the Master Trust, are allocated to the Plan based on the number of units outstanding at each month-end during the year. As a result of the PSP merger on December 31, 2012, all PSP assets were transferred to the Plan.

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Master Trust Investments *(continued)*

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) include the Plan's gains and losses on investments bought, sold, and held during the year.

Derivative Instruments

Derivative financial instruments may be used by the investment managers of the Master Trust as part of their respective strategies. These strategies include the use of futures contracts, interest rate swaps, options on futures, and options as substitutes for certain types of securities. Notional amounts disclosed below do not quantify risk or represent assets or liabilities of the Master Trust, but are used in the calculation of the cash settlements under the contracts.

The fair values of these instruments are recorded as investments of the Master Trust. To the extent that a gain has been recognized, the instruments are recorded as assets, and to the extent that a loss has been recognized, the instruments are recorded as liabilities. Changes in the fair value of the derivative instruments are reflected in investment income as net investment gain/(loss) in the Master Trust. As of December 31, 2012 and 2011, these derivative financial instruments were held for trading purposes. The notional amounts and fair values are presented as gross assets and liabilities as of December 31, 2012 and 2011 as follows:

| | 2012 | | 2011 | |
|---|---|---|---|---|
| | Notional Amount | Amount Included in Fair Value of Asset | Notional Amount | Amount Included in Fair Value of Asset |
| **Cash and cash equivalents** | | | | |
| Future contracts | $ 157,074,775 | $ - | $ 44,126,800 | $ - |
| *Foreign currency* | | | | |
| Forward contracts–Payable | - | (3,164,721) | - | (15,251,395) |
| Forward contracts–Receivable | - | 3,157,318 | - | 15,175,034 |
| **Fixed income** | | | | |
| Futures contracts | (7,822,687) | - | - | - |
| **Alternative investments** | | | | |
| Swaps contacts | - | 143,790 | - | - |
| Options contracts | - | (126,868) | - | (331,534) |

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign Currency Forward Contracts

To help reduce the risk of foreign currency exchange rate losses related to international equity securities held by the Master Trust, the Master Trust holds foreign currency forward contracts that represent commitments either to purchase or sell foreign currencies at a specified future date and at a specific price. Such contracts are recorded at fair value as a receivable or payable for foreign currency forward contracts in the net assets of the Master Trust. Realized and unrealized gains and losses on the forward contracts, resulting from the settlement of contracts and changes in the exchange rates, are reflected in plan interest in investment gain of the Master Trust.

Risks and Uncertainties

The Plan invests in investment securities that are exposed to 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. The changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions regarding interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Tax Status

The Plan received a determination letter from the Internal Revenue Service (IRS), dated April 7, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company's management believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and that the related trust is tax exempt.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Tax Status *(continued)*

Accounting principles generally accepted in the U.S. require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effect of a tax position is 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 jurisdiction; however, there are currently no audits for any tax period in progress. The plan administrator believes it is no longer subject to income and examination for years prior to 2004.

Subsequent Events

The Company evaluated subsequent events and transactions through August 13, 2013, the date these financial statements were available to be issued. The Company is not aware of any subsequent events that would require recognition or disclosure in the financial statements other than those described below.

The Plan submitted an application for a determination letter in January 2013 to the IRS, which is still under review. As such, a favorable determination letter has not yet been received.

Recent Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures,* to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan's adoption of this guidance did not have a material impact on measurement of the Plan's net assets.

## NOTE 3 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, attributable under the Plan's provisions to the service rendered by employees from their date of eligibility to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries to the extent they are deemed attributable to employee service rendered to the valuation date.

The Plan's enrolled actuary determines the actuarial present value of accumulated plan benefits, which is the amount that results from applying the actuarial assumptions (shown below) to adjust the accumulated plan benefits earned by the participants, reflecting the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected payment date.

The actuarial valuation for the Plan was made by Aon Hewitt. 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. Significant assumptions underlying the actuarial computations included (a) discount rate of 7.00% for the year ended December 31, 2011, (b) assumed mortality (modified RP-2000 Mortality Table for the year ended December 31, 2011), and (c) retirement ages, disability, and turnover rates based on published statistical data and the Plan's experience. The interest rate assumptions used to calculate the actuarial present value of accumulated Plan benefits are based on long-term economic assumptions and are not expected to fluctuate significantly from year to year, barring significant adjustments to the underlying trust asset allocation.

The actuarial present value of accumulated plan benefits as of the beginning of the year was as follows:

| | **December 31, 2011** |
|---|---|
| Vested benefits of participants currently receiving payments | $ 2,158,602,121 |
| Other vested benefits | 1,272,462,583 |
| Non-vested benefits | 100,490,124 |
| **Total** | $ 3,531,554,828 |

## NOTE 3 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS *(continued)*

The net change in the actuarial present value of accumulated plan benefits for the year ended December 31, 2011 is the result of the following:

| | |
|---|---|
| Change in actuarial assumptions and methods | $ 4,931,463 |
| Interest due to an increase in discount period | 229,704,032 |
| Benefits accrued (including transfers from the PSP) | 114,650,169 |
| Benefits paid | (195,133,706) |
| Net increase | 154,151,958 |
| *Actuarial present value of accumulated plan benefits* | |
| Beginning of year | 3,377,402,870 |
| **End of year** | $ 3,531,554,828 |

Consistent with prior-year activity, changes in employee job categories of active participants resulted in eligibility changes between the Plan and the PSP. During 2011, the impact of the active participant transfers between the Plan and the PSP was immaterial to the Plan.

## NOTE 4 MASTER TRUST

The Plan's interest in the Master Trust's net assets as of December 31, 2012 and 2011 was approximately 100% and 92.7%, respectively. The Plan's interest in the Master Trust represented more than 5% of the Plan's net assets. As a result of the PSP merger on December 31, 2012, all PSP assets were transferred to the Plan.

All investment information for the Master Trust disclosed in the accompany financial statements and supplemental schedules, including investments held at December 31, 2012, and net appreciation (depreciation) in fair value of investments, interest, and dividends for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by The Northern Trust Company and Prudential Life Insurance Company of America, the trustees of the Master Trust.

**NOTE 4 MASTER TRUST** *(continued)*

The Master Trust participates in a securities lending program under which securities of the Trust are loaned to selected security brokerage firms. The Master Trust transfers titles of the loaned securities, but retains the right to redeem securities on short notice and is entitled to all distributions made by the issuer of the securities during the term of the loan. All such loans require collateralization by U.S. government securities, cash, or letters of credit that always equal at least 100% of the loaned security market value plus accrued interest. Cash collateral received on loaned securities as of December 31, 2012 and 2011 was invested in a commingled fixed-income fund. There are limitations on the aggregate market value of securities that may be loaned to any one broker and to all brokers as a group. At December 31, 2012 and 2011, loaned securities had a market value of $322,189,436 and $281,204,220, respectively.

The following table presents the fair value of investments in the Master Trust as of December 31:

| | 2012 | 2011 |
|---|---|---|
| *Equity* | | |
| U.S. equity securities | $ 377,991,365 | $ 322,415,964 |
| International equity securities | 200,417,208 | 167,572,165 |
| *Fixed income* | | |
| Government debt securities | 409,250,586 | 838,065,868 |
| Corporate debt securities | 1,283,121,662 | 73,025,430 |
| Derivatives | 16,922 | (331,534) |
| Mortgage- and asset-backed securities | 8,745,252 | 10,941,626 |
| Common/collective trusts | 1,677,241,482 | 2,097,937,977 |
| 103-12 entities | 435,623,617 | 397,028,176 |
| Accrued income | 17,662,384 | 3,278,277 |
| Cash and cash equivalents | 10,442,913 | 1,682,704 |
| Investments held as collateral on securities loaned | 328,947,541 | 287,547,608 |
| Due from brokers for sale of securities | 6,506,008 | 9,991,187 |
| Receivable for foreign currency forward contracts | 3,157,318 | 15,175,034 |
| Payable for foreign currency forward contracts | (3,164,721) | (15,251,395) |
| Due to brokers for purchase of securities | (18,289,141) | (17,347,533) |
| Obligation to return collateral on securities loaned | (328,947,541) | (287,547,608) |
| Total net assets | 4,408,722,855 | 3,904,183,946 |
| Amount attributable to the PSP | - | (285,995,744) |
| **Amount attributable to the Plan** | $ 4,408,722,855 | $ 3,618,188,202 |

## NOTE 4 MASTER TRUST *(continued)*

Investment income for the Master Trust for the years ended December 31, 2012 and 2011 was as follows:

| | 2012 | 2011 |
|---|---|---|
| **Investment income** | | |
| *Net appreciation (depreciation) in the fair value of investments* | | |
| *Equity* | | |
| U.S. equity securities | $ 310,838,007 | $ (138,122,009) |
| International equity securities | 69,385,256 | (23,979,901) |
| *Fixed income* | | |
| Corporate debt securities | 419,418,064 | 131,674,053 |
| U.S. government securities | (173,297,354) | 237,602,801 |
| Other fixed-income obligations | (110,801,017) | 186,415,795 |
| 103-12 entities | 60,515,266 | (2,780,535) |
| Common/collective trusts | (77,292,011) | 156,427,532 |
| | 498,766,211 | 547,237,736 |
| Dividend income | 14,177,815 | 9,910,434 |
| Interest income | 42,402,738 | 14,935,902 |
| Other investment income | 1,099,193 | 602,965 |
| Net investment gain | 556,445,957 | 572,687,037 |
| Net investment gain attributable to the PSP | 39,663,503 | 42,474,257 |
| **Net investment gain attributable to the Plan** | $ 516,782,454 | $ 530,212,780 |

## NOTE 5 POOLED SEPARATE ACCOUNTS

During 2012 and 2011, the Plan's investments in pooled separate accounts held by Prudential (depreciated)/appreciated in value as follows:

| | 2012 | 2011 |
|---|---|---|
| Conservative stock fund | $ 274,220 | $ (213,066) |

## NOTE 6 FAIR VALUE MEASUREMENTS

The following sets forth, by level within the fair value hierarchy, the Master Pension Plans Trust's (the Master Trust) assets at fair value as of December 31, 2012.

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The fair value hierarchy established by ASC 820 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—include 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.
- *Level 3*: Unobservable inputs—include amounts derived from valuation models where one or more significant inputs are unobservable and require the development of relevant assumptions.

The following is a description of the valuation methodologies used to measure fair value for Master Trust assets:

*Common stocks and preferred stocks*: Common stocks and preferred stocks appear in the Level 1 valuation level. Common stocks and preferred stocks categorized as Level 1 are valued based on quoted market prices.

*Government and corporate debt securities:* Government and corporate debt securities categorized as Level 2 are valued based on inputs other than quoted prices that are observable for the asset (e.g., interest rates and yield curves observable at commonly quoted intervals).

*Mortgage- and asset-backed securities:* Mortgage- and asset-backed securities categorized as Level 2 are valued based on inputs other than quoted prices that are observable for the asset (e.g., interest rates and yield curves observable at commonly quoted intervals).

**NOTE 6 FAIR VALUE MEASUREMENTS** *(continued)*

*Common/collective trusts and 103-12 investment entities:* Common/collective trusts and 103-12 investment entities are valued based on the net asset values (NAVs) of the shares held by the trust at year end. The value of the NAV is based on closing market prices of the underlying securities in the trust's portfolio. The NAV per share is the total value of the trust divided by the number of shares outstanding. The NAV is corroborated by observable market data (e.g., purchases or sales activity). Accordingly, these investments are categorized as Level 2.

*Derivatives:* The Level 1 investment is a put option investment that is valued based on a quoted market price. The Level 2 investment is comprised of put options, swap assets and swap liabilities categorized that are valued based on inputs other than quoted prices that are observable for the asset (e.g., interest rate yield curves and credit spreads). The Level 3 investment is comprised of swap assets and swap liabilities that net to the market value as shown. The investment manager is using these derivative instruments as a way of modifying the interest rate sensitivity of the investment portfolio. The swap investments have the same unobservable inputs in the fair value methodology, none weighted any more than the other. The swaps are valued based on their present value as of the reporting date. Those inputs include agreed-upon interest rates, contractual terms, and notional amounts. The pricing of these swaps can be complex and requires the use of models with multiple unobservable inputs, so they have been categorized as a Level 3 holding.

The methods described above may produce a fair value calculation that may not indicate net realizable value or reflect future fair values. Furthermore, while the Plan 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.

Cash and cash equivalent derivatives valued in domestic currency are not reflected in the fair value measurement table since the fair value is identical to the unit measure of the instrument.

## NOTE 6 FAIR VALUE MEASUREMENTS *(continued)*

The Master Trust's assets at fair value as of December 31, 2012 were as follows:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| *Equities* | | | | |
| U.S. equity securities | $ 377,991,365 | $ - | $ - | $ 377,991,365 |
| International equity securities | 200,417,208 | - | - | 200,417,208 |
| *Fixed income* | | | | |
| Government debt securities | - | 409,250,586 | - | 409,250,586 |
| Corporate debt securities | - | 1,283,121,662 | - | 1,283,121,662 |
| Derivatives | 46,600 | (24,214) | (5,464) | 16,922 |
| Mortgage- and asset-backed securities | - | 8,745,252 | - | 8,745,252 |
| Common/collective trusts | - | 1,677,241,482 | - | 1,677,241,482 |
| 103-12 entities | - | 435,623,617 | - | 435,623,617 |
| **Total** | $ 578,455,173 | $ 3,813,958,385 | $ (5,464) | $ 4,392,408,094 |

The Master Trust's assets at fair value as of December 31, 2011 were as follows:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| *Equities* | | | | |
| U.S. equity securities | $ 322,415,964 | $ - | $ - | $ 322,415,964 |
| International equity securities | 167,565,259 | - | 6,906 | 167,572,165 |
| *Fixed income* | | | | |
| Government debt securities | - | 837,643,376 | 422,492 | 838,065,868 |
| Corporate debt securities | - | 73,025,430 | - | 73,025,430 |
| Derivatives | (180,650) | (150,884) | - | (331,534) |
| Mortgage- and asset-backed securities | - | 10,854,758 | 86,868 | 10,941,626 |
| Common/collective trusts | - | 2,097,937,977 | - | 2,097,937,977 |
| 103-12 entities | - | 397,028,176 | - | 397,028,176 |
| **Total** | $ 489,800,573 | $ 3,416,338,833 | $ 516,266 | $ 3,906,655,672 |

Cash received as collateral for securities loaned at December 31, 2012 and 2011 totaled $328,947,541 and $287,547,608, respectively. These funds were invested in a commingled fixed-income fund that was valued at the NAV of the shares held at year end. Such investments were considered Level 2 investments.

**NOTE 6 FAIR VALUE MEASUREMENTS** *(continued)*

The table below sets forth a summary of changes in the fair value of the Master Trust Level 3 assets for the year ended December 31, 2012:

**Master Trust Level 3 Asset Reconciliation**
**Year Ended December 31, 2012**

| | |
|---|---|
| Balance, beginning of year | $ 516,266 |
| Realized gains/(losses) | 6,936 |
| Unrealized gains/(losses) relating to instruments still held at the reporting date | (98,117) |
| Purchases | 11,927 |
| Sales | (348,672) |
| Settlements | (6,936) |
| Transfers in/out of Level 3 | (86,868) |
| **Balance, end of year** | $ (5,464) |

The following table sets forth, by level within the fair value hierarchy, the Plan's assets managed by Prudential at fair value as of December 31, 2012:

**Other Investments (Managed by Prudential) at Fair Value as of December 31, 2012**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Fixed income fund | $ - | $ - | $ 31,511,511 | $ 31,511,511 |
| Conservative stock fund | - | 2,140,585 | - | 2,140,585 |
| Short-term fund | - | 37,123,060 | - | 37,123,060 |
| **Total** | $ - | $ 39,263,645 | $ 31,511,511 | $ 70,755,156 |

**NOTE 6 FAIR VALUE MEASUREMENTS** *(continued)*

The following table represents the Plan's Level 3 investments, the valuation techniques used to measure the fair value, and the significant unobservable inputs and the ranges of values for those inputs:

| Instrument | Contract Value | Fair Value | Valuation Technique | Unobservable Inputs | Range of Significant Input Values | Weighted Average |
|---|---|---|---|---|---|---|
| Unallocated insurance contract (i.e., General Account) | $31,511,511 | $31,511,511 | *see below | *see below | *see below | *see below |

*Fair value information for this investment is obtained directly from contract underwriter. However, quantitative information for this investment is not available.

The following table sets forth, by level within the fair value hierarchy, the RIP's assets managed by Prudential at fair value as of December 31, 2011:

**Other Investments (Managed by Prudential) at Fair Value as of December 31, 2011**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Fixed income fund | $ - | $ - | $ 28,431,404 | $ 28,431,404 |
| Conservative stock fund | - | 2,485,004 | - | 2,485,004 |
| Short-term fund | - | 24,681,249 | - | 24,681,249 |
| **Total** | $ - | $ 27,166,253 | $ 28,431,404 | $ 55,597,657 |

## NOTE 6 FAIR VALUE MEASUREMENTS *(continued)*

The following is a description of the valuation methodologies used for measuring other assets (managed by Prudential) at fair value:

The conservative stock fund and short-term fund are held in pooled separate accounts, which are valued based on the NAV of the shares held by the Plan at year end. The NAV per share is the total value of the funds divided by the number of shares outstanding. The values of the investments in the funds are based on the closing quoted market prices of the underlying securities in the funds. The NAV is corroborated by observable market data (e.g., purchases or sales activity). Accordingly, these investments are categorized as Level 2.

The fixed income fund is held in the Prudential Insurance Company of America (PICA) General Account. The Plan holds units in the General Account consisting of a proprietary blended investment portfolio. Unit value for this account is provided by Prudential. Since the underlying value of the investments is not available, these investments are categorized as Level 3.

The table below sets forth a summary of changes in the fair value of the Level 3 investments managed by Prudential for the year ended December 31, 2012:

**Other Investments (Managed by Prudential) Level 3 Reconciliation**
**Year Ended December 31, 2012**

| | |
|---|---|
| Balance, beginning of year | $ 28,431,404 |
| Receipts | 16,438 |
| Disbursements | (3,994,699) |
| Realized gains | 1,657,372 |
| Sales | (5,000,000) |
| Merged PSP assets, end of year | 10,400,996 |
| **Balance, end of year** | $ 31,511,511 |

## NOTE 8 RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by Prudential, who also serves as administrator of certain benefits paid to plan participants.

The Plan holds units of trust funds managed by Prudential, a trustee of the Plan. This transaction qualifies as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA. During 2012, the Plan paid Prudential $29,465 in trustee and transactional fees. The Plan also owed the trustee $430,953 in fees as of December 31, 2012.

# SUPPLEMENTAL SCHEDULE

**SANDIA CORPORATION RETIREMENT INCOME PLAN**
Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
As of December 31, 2012

| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | Cost | Current Value |
|---|---|---|---|
| **Pooled separate accounts with Prudential Insurance Company of America* | | | |
| Short-term fund | Interest-bearing cash account, variable interest, 2,763,175 units at 12/31/12 | $ 37,123,060 | $ 37,123,060 |
| Conservative stock fund | Common stock account, 28,262 units at 12/31/12 | 638,355 | 2,140,585 |
| *Unallocated insurance contract with Prudential Insurance Company of America | Variable rate, 6.43% at 12/31/12 | 31,511,511 | 31,511,511 |
| | | $ 69,272,926 | $ 70,775,156 |

*Party-in-interest.

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

| Date | Amount | Interest Rate | Days to Discount to 1/1/2012 | Interest Adjusted Contribution |
|---|---|---|---|---|
| October 3, 2012 | $ 5,000,000 | 7.03% | 276 | $ 4,750,288 |
| April 15, 2013 | 100,000,000 | 7.03% | 470 | 91,645,341 |
| May 30, 2013 | 75,000,000 | 7.03% | 515 | 68,162,251 |
| Total Contribution | $ 180,000,000 | | | $ 164,557,880 |

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

| (a) Age | (b) Rate | (c) Weight | (d) Product (a) × (b) × (c) |
|---|---|---|---|
| 46.5 | 3.50% | 1.0000 | 1.63 |
| 47.5 | 3.50% | 0.9650 | 1.60 |
| 48.5 | 3.50% | 0.9312 | 1.58 |
| 49.5 | 3.50% | 0.8986 | 1.56 |
| 50.5 | 3.50% | 0.8672 | 1.53 |
| 51.5 | 3.50% | 0.8368 | 1.51 |
| 52.5 | 3.50% | 0.8075 | 1.48 |
| 53.5 | 3.50% | 0.7793 | 1.46 |
| 54.5 | 3.50% | 0.7520 | 1.43 |
| 55.5 | 7.00% | 0.7257 | 2.82 |
| 56.5 | 7.00% | 0.6749 | 2.67 |
| 57.5 | 10.00% | 0.6276 | 3.61 |
| 58.5 | 10.00% | 0.5649 | 3.30 |
| 59.5 | 10.00% | 0.5084 | 3.02 |
| 60.5 | 15.00% | 0.4576 | 4.15 |
| 61.5 | 25.00% | 0.3889 | 5.98 |
| 62.5 | 35.00% | 0.2917 | 6.38 |
| 63.5 | 25.00% | 0.1896 | 3.01 |
| 64.5 | 25.00% | 0.1422 | 2.29 |
| 65.5 | 35.00% | 0.1066 | 2.44 |
| 66.5 | 25.00% | 0.0693 | 1.15 |
| 67.5 | 20.00% | 0.0520 | 0.70 |
| 68.5 | 20.00% | 0.0416 | 0.57 |
| 69.5 | 30.00% | 0.0333 | 0.69 |
| 70 | 100.00% | 0.0233 | 1.63 |
| | | Weighted Average | 58.19 |

The retirement rates during 2012 and 2013 were assumed to be half of the retirement rates shown above.

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, Part V—Summary of Plan Provisions

### History of the Plan

The contributory pension plan, established effective June 1, 1950, by the Sandia Corporation, was amended effective January 1, 1967, to permit employees to elect to have a portion of their pension determined on the basis of the performance of a variable annuity fund.

Effective July 1, 1975, the pension plan became noncontributory, the accrual of variable annuity benefits was discontinued, and new Bell System benefit structures adopted. Participants who elected to be participants in the amended plan and consented to the cancellation of their variable annuities are known as “Prior Plan Employees.”

On January 1, 1982, the pension plan was divided into the Sandia Corporation Retirement. Income Plan (RIP) and the Sandia Corporation Pension Security Plan (PSP). Effective October 1, 1993, Sandia’s contract was assumed by Lockheed Martin and a new final average pay benefit structure was adopted.

Effective January 1, 1998, all regular employees who were formerly covered under the Pension Security Plan that are not members of a bargaining unit were reclassified as participants under the Retirement Income Plan.

Effective January 1, 2000, the following groups were also reclassified under the Retirement Income Plan:

i. Participants that retired or terminated as regular employees not in a bargaining unit; and

ii. Beneficiaries of deceased participants that retired, terminated vested, or deceased as regular Pension Security Plan employees not in a bargaining unit.

During February 2002, Sandia adopted amendments, some of which were retroactively effective on December 19, 2000, January 1, 2002 and February 13, 2002, as follows:

i. Incorporated a new benefit formula and early retirement reductions;

ii. Changed the qualified joint and survivor annuity, as well as the qualified pre-retirement survivor annuity, to a joint and 100% survivor annuity; and

iii. Provided benefit improvements to retired participants and beneficiaries of deceased participants.

During 2002, Sandia adopted an amendment, which modified the definition of covered participants to include Limited Term Employees (“LTEs”) and Post-Docs.

Effective January 1, 2009, the plan was amended to limit participation to employees hired on or before December 31, 2008. The plan was also amended to eliminate disability benefits for participants who become disabled after December 31, 2008.

Effective January 1, 2012, the plan was amended to implement a 2.25% modified career average benefit formula for the portion of pension benefit service on or after that date. The current benefit formula will be frozen for benefit service and average annual earnings through December 31, 2011.

| | |
|---|---|
| Effective Date | January 1, 1998. Amended and restated January 1, 2008. Last amended December 17, 2010. |
| Plan Year | January 1 through December 31. |
| Participation | Regular, Limited-Term, and Post-Doc salaried employees with one year of service and at least age 21 are eligible to participate. Effective January 1, 2009, neither a New Hire nor a Post-2008 Rehire is eligible to participate. |
| Employee Contributions | Contributions, if any, made by a Participant under a Previous Plan, to the extent that those contributions remain in the plan. Employee contributions include “Prior Plan Employee Contributions” and “LMSC Employee Contributions”. |
| Retirement Eligibility | |
| Normal | The later of the date a Participant attains age 65 or the fifth anniversary of the Participant’s commencement of employment. |
| Service | Age 55 with 20 years of Eligibility Service, age 50 with 25 years of Eligibility Service, age 60 with 15 years of Eligibility Service, age 65 with 10 years of Eligibility Service or any age with 30 years of Eligibility Service. Only participants who meet these requirements while still in active service are eligible for a Service Retirement. |
| Early | The same as Service Retirement. Age 55 with 20 years of Eligibility Service or age 50 with 25 years of Eligibility Service for the purpose of a deferred vested pension. |
| Disability | Fifteen years of Eligibility Service, provided qualifying disability occurred before January 1, 2009. |
| Vesting | Five years of Eligibility Service. |

Retirement Benefits

Normal

An individual who first became a pension plan participant after June 30, 1975 or is otherwise not eligible for the Prior Plan minimum benefit shall have the pension amount determined solely by the following formula:

I. For Retirements on or after January 1, 2012:

[(a) × (b)] + (c) where:

(a) equals the employee's Pensionable Pay earned on or after January 1, 2012

(b) equals 2.25%

(c) equals the employee's pension amount determined by formula II (below), but using only the employee's Average Annual Earnings and Benefit Service determined through December 31, 2011.

II. For Retirements on or after December 18, 2000, but prior to December 31, 2011:

[(a) × (b) × (c)] where:

(a) equals the employee's Average Annual Earnings

(b) Equals 2.0%

(c) Equals Benefit Service as of retirement

Plan participants that retire prior to December 18, 2006, will receive a benefit equal to the greater of II (above) and III (below).

III. For Retirements on or after October 1, 1993, but prior to December 31, 2000:

[(d) × (e) × (f)] where:

(d) equals the employee's Average Annual Earnings

(e) Equals 1.5%

(f) Equals Benefit Service as of retirement

| | |
|---|---|
| | An individual who is a Prior Plan employee shall have the pension determined as the greater of the above formula and the formula in effect prior to October 1, 1993.<br><br>Eligible former employees of Lockheed Martin Corporation Specialty Components (“Pinellas”) and The Lockheed Martin Corporation receive a benefit equal to the above described benefit based on total service (service accrued while a Sandia employee plus service accrued at former company), not less than the accrued regular benefit under Pinellas or Lockheed Martin (whichever applicable) at the date of transfer. In addition, the Pinellas participants receive a benefit based on their Personal and Voluntary Pension Accounts. |
| Early | The accrued normal retirement benefit calculated using Formula I above is reduced 1/3% for each month that retirement precedes age 62.<br><br>The accrued normal retirement benefit calculated using Formula II above is reduced 0.5% for each month that retirement precedes age 55 for participants who retire after attaining age 50 with 25 years of Eligibility Service, and 0.25% for each month that retirement precedes age 55 after attaining any age with 30 years of Eligibility Service. There are no reductions for participants who retire after attaining age 55 with 20 years of Eligibility Service or age 60 with 15 years of Eligibility Service. |
| Disability | Accrued normal retirement benefit, payable without a reduction for early commencement, for the duration of disability. Effective January 1, 2009, this special disability benefit was eliminated. Benefits for participants who become disabled after this date will be paid according to the vesting provisions of the plan. |
| Vesting | Any participant who is at least age 22, and leaves employment before age 65 with at least 5 years of vesting service is entitled to a deferred vested pension at age 65. Any participant who leaves employment on or after age 65 with at least 5 years of vesting service is entitled to a vested pension commencing immediately. A participant eligible for early retirement may elect to receive a reduced benefit. The reductions are based on tabular factors for deferred vested participants that vary |

based on the participant's age at the benefit commencement date.

Preretirement Spouse's Benefits

Eligibility — The spouse of an active participant who dies after becoming eligible for a deferred vested pension.

Benefit — The benefit amount, derived from the participant's accrued benefit, and the annuity commencement date are dependent on the deceased's years of employment as follows:

(a) Fifteen or more years or service pension eligible: 90%[1] of accrued benefit payments commence upon the participant's death without early retirement reductions.

(b) Less than 15 years or not yet service pension eligible: 86%[1] of accrued benefit; payments commence on the deceased's 65th birthday.

Death Benefit

Eligibility — A beneficiary of a Prior Plan Employee if there is no surviving spouse.

Benefit — An amount equal to the participant's employee contributions plus accumulated interest reduced by any benefit payments made to the participant. If death occurs after retirement and the participant did not have an eligible survivor at retirement, then the amount will not be less than the accrued December 31, 1975, annual annuity.

Return of Employee Contributions — A participant who terminates employment and is not eligible for a Service Pension or a Disability Pension may, with spousal consent, elect to receive a single sum payment equal to the Participant's Prior Plan Employee Contributions plus interest on any date between the participant's termination of employment and the participant's benefit commencement date. This single sum payment will reduce the participant's accrued benefit under the plan.

[1] Effective February 13, 2002, the qualified pre-retirement survivor annuity (QPSA) was changed to the joint and 100% survivor annuity from the joint and 50% survivor annuity. Prior to changes effective February 13, 2002, the applicable reductions were 46.5% and 45% for retirements and terminations of employment, respectively, on or after April 21, 1994. For retirements and terminations of employment prior to April 21, 1994 the reductions were 45% and 44%, respectively.

| | |
|---|---|
| Normal Form of Payment | Life annuity for single participants, 100% joint and survivor annuity with a pop-up for married participants. |
| Optional Forms of Payment | 50% joint and survivor annuity with a pop-up. |
| Actuarial Equivalence | Participant's benefit is reduced 14% for 100% joint and survivor annuity with a pop-up and 7% for 50% joint and survivor annuity with a pop-up. For a Service or a Disability Pension, 14% is replaced by 10% and 7% is replaced by 5%. |
| Cost Of Living Increases | Since January 1, 1982, the following benefit increases for certain retirees and survivors have occurred: |

| **Effective Date** | **Increase %** | **Proration Period** |
|---|---|---|
| Oct. 1, 1982 | 7.50% | 18 months after Mar. 31, 1981 |
| Jan. 1, 1985 | 5.00% | 27 months after Sept. 30, 1982 |
| Jan. 1, 1988 | 4.50% | 36 months after Dec. 31, 1984 |
| July 1, 1991 | 5.00%[2] | 42 months after Dec. 31, 1987 |
| July 1, 1991 | 6.50%[3] | N/A |
| Jan. 1, 1996 | 6.00% | Retired Prior to 1991 |
| | 4.00% | Retired in 1991 |
| | 2.00% | Retired in 1992 |
| | 0.00% | Retired after 1992 |
| | | **Participants Eligible[4]** |
| Oct. 1, 2000 | 18.00% | Retired Prior to 1983 |
| | 17.00% graded down 3.00% | Retired in 1983 through 1997 |
| | 0.00% | Retired after 1997 |
| Jan. 1, 2002 | 15.00%[5] | N/A[6] |

[2] Applies to retirees and survivors whose original date of retirement falls between October 1, 1980 and January 1, 1991
[3] Applies to retirees and survivors whose original date of retirement falls before October 1, 1980.
[4] Applies to retirees (and survivors) who retire with a service or disability pension. Also retired participants eligible with at least 20 years of service are subject to a minimum monthly benefit of $500 ($300 for survivors). The minimum monthly benefit is prorated if service is less than 20 years.
[5] Plus an increase due to change in QJSA reductions.
[6] Applies to retirees (and survivors) who retire with a service or disability pension.

| | |
|---|---|
| Transferred Service | In the event of the transfer of a participant in this plan to the Sandia Corporation Pension Security Plan ("PSP"), or from PSP to this plan, the obligation with respect to the employee's pension benefits under this plan or under the PSP, as applicable, will be transferred from the pension plan from which the employee transfers to the pension plan to which the employee transfers as soon as administratively possible. Upon the transfer of such obligation, assets shall be transferred in connection with such obligation transferred, as required by and as determined in accordance with applicable IRS rules. |
| Definitions | |
| Pensionable Pay | Only an Eligible Employee's base salary or, in the case of an hourly paid Eligible Employee, the amount of base wages; (without including special circumstances). Notwithstanding the foregoing, Pensionable Pay includes non-base compensation awards including Individual Performance Awards, Sandia Awards for Excellence, Special Recognition Awards, promotion and appointment awards, and sign on bonuses. In addition, Pensionable Pay includes incentive compensation awards under the Lockheed Martin Corporation Management Incentive Compensation Plan and the Lockheed Martin Deferred Management Incentive Compensation Plan. Compensation deferred under the Lockheed Martin Deferred Management Incentive Plan is recognized in and for the years such compensation is awarded and deferred. |
| Average Annual Earnings | The highest average of three consecutive 12 months of Pensionable Pay during the ten-year period ending on the earlier of the participant's termination date or retirement date. The determination of the Average Annual Earnings will be frozen at December 31, 2011.<br><br>For retirements on or after October 1, 1993, but prior to December 19, 2000: the highest average of five consecutive 12 months of Pensionable Pay during the ten-year period ending on the earlier of the participant's termination date or retirement date. |
| Eligibility Service | One year of Service is credited for each plan year in which an employee completes at least 1,000 hours of service. |

| | |
|---|---|
| Benefit Service | All service with the Company excluding periods of break-in-service. |
| Administrative Expenses | The plan pays administrative expenses for actuarial services, legal services, services for plan administration, and PBGC premiums. |

## 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.

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants and Average Compensation

| Attained Age | Years of Credited Service | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | <1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ |
| <25 | | 16 | | | | | | | | |
| 25-29 | | 107<br>$92,787 | 110<br>$87,911 | 1 | | | | | | |
| 30-34 | | 133<br>$102,817 | 430<br>$101,806 | 102<br>$96,710 | 5 | | | | | |
| 35-39 | | 89<br>$100,114 | 346<br>$106,408 | 196<br>$112,784 | 19 | 2 | | | | |
| 40-44 | | 44<br>$106,085 | 236<br>$103,373 | 251<br>$120,060 | 98<br>$129,182 | 36<br>$108,136 | | | | |
| 45-49 | 3 | 38<br>$95,503 | 251<br>$102,698 | 209<br>$111,154 | 201<br>$133,541 | 219<br>$137,121 | 101<br>$124,148 | | | |
| 50-54 | | 40<br>$106,492 | 202<br>$97,956 | 205<br>$106,452 | 186<br>$121,852 | 322<br>$132,703 | 355<br>$134,677 | 139<br>$121,793 | 1 | |
| 55-59 | | 17 | 106<br>$102,808 | 145<br>$96,899 | 131<br>$122,098 | 133<br>$130,205 | 237<br>$128,291 | 219<br>$140,135 | 81<br>$116,364 | 1 |
| 60-64 | | 6 | 54<br>$105,192 | 77<br>$104,198 | 38<br>$123,110 | 52<br>$117,472 | 61<br>$121,768 | 60<br>$147,885 | 38<br>$158,486 | 4 |
| 65-69 | | 3 | 14 | 12 | 5 | 10 | 8 | 5 | 7 | 6 |
| 70+ | | | 1 | 2 | 3 | 1 | 3 | 1 | 3 | 9 |

N-6,246

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## 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 | $628,154,776 | January 1, 2011 | 6 | $120,337,920 |
| Shortfall | ($559,823,947) | January 1, 2012 | 7 | ($95,015,886) |

# 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: Sandia Corporation Retirement Income Plan

**B** Three-digit plan number (PN) ▶ 006

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Sandia Corporation

**D** Employer Identification Number (EIN): 85-0097942

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

**1** Enter the valuation date: Month 1 Day 1 Year 2012

| | | | | |
|---|---|---|---|---|
| **2** | Assets: | | | |
| | **a** Market value | | **2a** | 3,840,817,772 |
| | **b** Actuarial value | | **2b** | 3,573,630,880 |
| **3** | Funding target/participant count breakdown: | | (1) Number of participants | (2) Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | **3a** | 6,219 | 2,188,491,948 |
| | **b** For terminated vested participants | **3b** | 1,756 | 81,376,019 |
| | **c** For active participants: | | | |
| | (1) Non-vested benefits | **3c(1)** | | 102,216,588 |
| | (2) Vested benefits | **3c(2)** | | 1,152,158,068 |
| | (3) Total active | **3c(3)** | 6,246 | 1,254,374,656 |
| | **d** Total | **3d** | 14,221 | 3,524,242,623 |
| **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** | 7.03 % |
| **6** | Target normal cost | | **6** | 75,045,269 |

**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** Brian P. Levine BKL — Signature of actuary

08/08/2013 — Date

Brian P. Levine — Type or print name of actuary

11-06424 — Most recent enrollment number

Hewitt Associates LLC — Firm name

(214) 989-2661 — Telephone number (including area code)

2711 North Haskell Avenue
Suite 800
Dallas TX 75204 — 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 [ ]

## 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) | 67,821,839 | 0 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | 67,821,839 | 0 |
| 9 | Amount remaining (line 7 minus line 8) | 0 | 0 |
| 10 | Interest on line 9 using prior year's actual return of 16.70 % | | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | 104,110,295 |
| | b Interest on (a) using prior year's effective interest rate of 6.29 % except as otherwise provided (see instructions) | | 13,608,791 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 117,719,086 |
| | d Portion of (c) to be added to prefunding balance | | 117,719,086 |
| 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) | 0 | 117,719,086 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 98.06 % |
| 15 | Adjusted funding target attainment percentage | 15 | 101.40 % |
| 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 | 81.90 % |
| 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 |
|---|---|---|---|---|---|
| 10/03/2012 | 5,000,000 | | | | |
| 04/15/2013 | 100,000,000 | | | | |
| 05/30/2013 | 75,000,000 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ▶ 18(b) | 180,000,000 | 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 | 164,557,880 |
| 20 | Quarterly contributions and liquidity shortfalls: | | |
| | a Did the plan have a "funding shortfall" for the prior year? | | [X] Yes [ ] No |
| | b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? | | [X] 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: | 2nd segment: | 3rd segment: | ☐ N/A, full yield curve used |
|---|---|---|---|
| 5.54 % | 6.85 % | 7.52 % | |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | 21b | 4 |
| **22** Weighted average retirement age | 22 | 58 |

**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 | 75,045,269 |
| **b** Excess assets, if applicable, but not greater than line 31a | 31b | 0 |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 68,330,829 | 25,322,034 |
| **b** Waiver amortization installment | 0 | 0 |

| | | |
|---|---|---|
| **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 | 100,367,303 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances elected for use to offset funding requirement | 0 | 98,027,141 | 98,027,141 |

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | 36 | 2,340,162 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | 37 | 164,557,880 |

**38** Present value of excess contributions for current year (see instructions)

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | 38a | 162,217,718 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | 38b | 98,027,141 |
| **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 SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

| Date | Amount | Interest Rate | Days to Discount to 1/1/2012 | Interest Adjusted Contribution |
|---|---|---|---|---|
| October 3, 2012 | $ 5,000,000 | 7.03% | 276 | $ 4,750,288 |
| April 15, 2013 | 100,000,000 | 7.03% | 470 | 91,645,341 |
| May 30, 2013 | 75,000,000 | 7.03% | 515 | 68,162,251 |
| Total Contribution | $ 180,000,000 | | | $ 164,557,880 |

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

| (a) Age | (b) Rate | (c) Weight | (d) Product (a) × (b) × (c) |
|---|---|---|---|
| 46.5 | 3.50% | 1.0000 | 1.63 |
| 47.5 | 3.50% | 0.9650 | 1.60 |
| 48.5 | 3.50% | 0.9312 | 1.58 |
| 49.5 | 3.50% | 0.8986 | 1.56 |
| 50.5 | 3.50% | 0.8672 | 1.53 |
| 51.5 | 3.50% | 0.8368 | 1.51 |
| 52.5 | 3.50% | 0.8075 | 1.48 |
| 53.5 | 3.50% | 0.7793 | 1.46 |
| 54.5 | 3.50% | 0.7520 | 1.43 |
| 55.5 | 7.00% | 0.7257 | 2.82 |
| 56.5 | 7.00% | 0.6749 | 2.67 |
| 57.5 | 10.00% | 0.6276 | 3.61 |
| 58.5 | 10.00% | 0.5649 | 3.30 |
| 59.5 | 10.00% | 0.5084 | 3.02 |
| 60.5 | 15.00% | 0.4576 | 4.15 |
| 61.5 | 25.00% | 0.3889 | 5.98 |
| 62.5 | 35.00% | 0.2917 | 6.38 |
| 63.5 | 25.00% | 0.1896 | 3.01 |
| 64.5 | 25.00% | 0.1422 | 2.29 |
| 65.5 | 35.00% | 0.1066 | 2.44 |
| 66.5 | 25.00% | 0.0693 | 1.15 |
| 67.5 | 20.00% | 0.0520 | 0.70 |
| 68.5 | 20.00% | 0.0416 | 0.57 |
| 69.5 | 30.00% | 0.0333 | 0.69 |
| 70 | 100.00% | 0.0233 | 1.63 |
| | | Weighted Average | 58.19 |

The retirement rates during 2012 and 2013 were assumed to be half of the retirement rates shown above.

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## 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% |
| Variable Annuity Increase Rate | 3.50% |
| Salary Increases | |
| Minimum Funding Target Normal Cost | See Table 1 |
| Maximum Tax Expected Benefit Increase | See Table 1 |
| Optional Payment Form Election Percentage | |
| Married Males | 35% life annuity<br>65% joint and 100% survivor annuity with a pop-up |
| Married Females | 85% life annuity<br>15% joint and 100% survivor annuity with a pop-up |
| Unmarried Males and Females | 100% life annuity |
| Optional Payment Form Conversion Assumptions | Tabular conversion factors as specified in the plan document |
| Retirement Age | |
| Active Participants | See Table 2 |
| Terminated Vested Participants | Age 65 |
| Mortality Rates | |
| Healthy and Disabled | 2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) |
| Withdrawal Rates | See Table 3 |

| | |
|---|---|
| Disability Rates | See Table 4 |
| Decrement Timing | Middle of year decrements, with 100% retirement occurring at beginning of year |
| Surviving Spouse Benefit | It is assumed that 90% of males and 75% of females have an eligible spouse, and that males are three years older than their spouses. |
| Valuation Compensation | 2011 pensionable earnings rolled forward one year with the salary increase assumption |
| 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.<br><br>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 | 7.00%, limited to 6.76% |
| 2011 Plan Year | 7.00%, limited to 6.57% |
| Trust Expenses Included in Target Normal Cost | The expenses included in the target normal cost reflect the average administrative expenses excluding PBGC premiums over the prior three years plus an estimate of the current year's PBGC premiums, rounded to the nearest $10,000 ($4,220,000 for 2012). |
| Actuarial Method | Standard unit credit cost method |
| Valuation Date | January 1, 2012 |

Table 1

**Salary Merit Increase Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 21 | 13.00% | 51 | 3.50% |
| 22 | 13.00% | 52 | 3.50% |
| 23 | 12.50% | 53 | 3.50% |
| 24 | 11.50% | 54 | 3.50% |
| 25 | 8.50% | 55 | 3.50% |
| 26 | 7.75% | 56 | 3.50% |
| 27 | 7.50% | 57 | 3.50% |
| 28 | 7.25% | 58 | 3.50% |
| 29 | 6.50% | 59 | 3.50% |
| 30 | 6.50% | 60 | 3.50% |
| 31 | 6.00% | 61 | 3.50% |
| 32 | 5.75% | 62 | 3.50% |
| 33 | 5.25% | 63 | 3.50% |
| 34 | 5.00% | 64 | 3.50% |
| 35 | 5.00% | 65 | 3.50% |
| 36 | 5.00% | 66 | 3.50% |
| 37 | 5.00% | 67 | 3.50% |
| 38 | 5.00% | 68 | 3.50% |
| 39 | 5.00% | 69 | 3.50% |
| 40 | 4.00% | 70+ | 3.50% |
| 41 | 4.00% | | |
| 42 | 4.00% | | |
| 43 | 4.00% | | |
| 44 | 4.00% | | |
| 45 | 3.50% | | |
| 46 | 3.50% | | |
| 47 | 3.50% | | |
| 48 | 3.50% | | |
| 49 | 3.50% | | |
| 50 | 3.50% | | |

Table 2

**Retirement Rates**[1]

| Age | Rate |
|---|---|
| 45 | 0.00% |
| 46 | 3.50% |
| 47 | 3.50% |
| 48 | 3.50% |
| 49 | 3.50% |
| 50 | 3.50% |
| 51 | 3.50% |
| 52 | 3.50% |
| 53 | 3.50% |
| 54 | 3.50% |
| 55 | 7.00% |
| 56 | 7.00% |
| 57 | 10.00% |
| 58 | 10.00% |
| 59 | 10.00% |
| 60 | 15.00% |
| 61 | 25.00% |
| 62 | 35.00% |
| 63 | 25.00% |
| 64 | 25.00% |
| 65 | 35.00% |
| 66 | 25.00% |
| 67 | 20.00% |
| 68 | 20.00% |
| 69 | 30.00% |
| 70+ | 100.00% |

[1] The retirement rates during 2012 and 2013 are assumed to be half of the retirement rates shown above.

Table 3

**Withdrawal Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 15 | 14.50% | 45 | 2.87% |
| 16 | 14.50% | 46 | 2.81% |
| 17 | 14.50% | 47 | 2.75% |
| 18 | 14.50% | 48 | 2.66% |
| 19 | 14.50% | 49 | 2.55% |
| 20 | 14.50% | 50 | 2.50% |
| 21 | 14.50% | 51 | 2.50% |
| 22 | 13.50% | 52 | 2.50% |
| 23 | 12.50% | 53 | 2.50% |
| 24 | 10.75% | 54 | 2.50% |
| 25 | 9.37% | 55 | 2.50% |
| 26 | 8.25% | 56 | 2.50% |
| 27 | 7.50% | 57 | 2.50% |
| 28 | 6.83% | 58 | 2.50% |
| 29 | 6.00% | 59 | 2.50% |
| 30 | 5.27% | 60 | 2.50% |
| 31 | 4.69% | 61 | 2.50% |
| 32 | 4.23% | 62 | 2.50% |
| 33 | 3.98% | 63 | 2.50% |
| 34 | 3.90% | 64 | 2.50% |
| 35 | 3.81% | 65 | 2.50% |
| 36 | 3.69% | 66 | 2.50% |
| 37 | 3.57% | 67 | 2.50% |
| 38 | 3.43% | 68 | 2.50% |
| 39 | 3.28% | 69 | 2.50% |
| 40 | 3.16% | 70+ | 2.50% |
| 41 | 3.07% | | |
| 42 | 2.99% | | |
| 43 | 2.94% | | |
| 44 | 2.91% | | |

Table 4

**Disability Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 15 | 0.10% | 45 | 0.10% |
| 16 | 0.10% | 46 | 0.10% |
| 17 | 0.10% | 47 | 0.10% |
| 18 | 0.10% | 48 | 0.10% |
| 19 | 0.10% | 49 | 0.10% |
| 20 | 0.10% | 50 | 0.10% |
| 21 | 0.10% | 51 | 0.10% |
| 22 | 0.10% | 52 | 0.10% |
| 23 | 0.10% | 53 | 0.10% |
| 24 | 0.10% | 54 | 0.10% |
| 25 | 0.10% | 55 | 0.10% |
| 26 | 0.10% | 56 | 0.10% |
| 27 | 0.10% | 57 | 0.10% |
| 28 | 0.10% | 58 | 0.10% |
| 29 | 0.10% | 59 | 0.10% |
| 30 | 0.10% | 60 | 0.10% |
| 31 | 0.10% | 61 | 0.10% |
| 32 | 0.10% | 62 | 0.10% |
| 33 | 0.10% | 63 | 0.10% |
| 34 | 0.10% | 64 | 0.10% |
| 35 | 0.10% | 65 | 0.00% |
| 36 | 0.10% | 66 | 0.00% |
| 37 | 0.10% | 67 | 0.00% |
| 38 | 0.10% | 68 | 0.00% |
| 39 | 0.10% | 69 | 0.00% |
| 40 | 0.10% | 70+ | 0.00% |
| 41 | 0.10% | | |
| 42 | 0.10% | | |
| 43 | 0.10% | | |
| 44 | 0.10% | | |

## Schedule SB, Part V—Summary of Plan Provisions

### History of the Plan

The contributory pension plan, established effective June 1, 1950, by the Sandia Corporation, was amended effective January 1, 1967, to permit employees to elect to have a portion of their pension determined on the basis of the performance of a variable annuity fund.

Effective July 1, 1975, the pension plan became noncontributory, the accrual of variable annuity benefits was discontinued, and new Bell System benefit structures adopted. Participants who elected to be participants in the amended plan and consented to the cancellation of their variable annuities are known as “Prior Plan Employees.”

On January 1, 1982, the pension plan was divided into the Sandia Corporation Retirement. Income Plan (RIP) and the Sandia Corporation Pension Security Plan (PSP). Effective October 1, 1993, Sandia’s contract was assumed by Lockheed Martin and a new final average pay benefit structure was adopted.

Effective January 1, 1998, all regular employees who were formerly covered under the Pension Security Plan that are not members of a bargaining unit were reclassified as participants under the Retirement Income Plan.

Effective January 1, 2000, the following groups were also reclassified under the Retirement Income Plan:

i. Participants that retired or terminated as regular employees not in a bargaining unit; and

ii. Beneficiaries of deceased participants that retired, terminated vested, or deceased as regular Pension Security Plan employees not in a bargaining unit.

During February 2002, Sandia adopted amendments, some of which were retroactively effective on December 19, 2000, January 1, 2002 and February 13, 2002, as follows:

i. Incorporated a new benefit formula and early retirement reductions;

ii. Changed the qualified joint and survivor annuity, as well as the qualified pre-retirement survivor annuity, to a joint and 100% survivor annuity; and

iii. Provided benefit improvements to retired participants and beneficiaries of deceased participants.

During 2002, Sandia adopted an amendment, which modified the definition of covered participants to include Limited Term Employees (“LTEs”) and Post-Docs.

Effective January 1, 2009, the plan was amended to limit participation to employees hired on or before December 31, 2008. The plan was also amended to eliminate disability benefits for participants who become disabled after December 31, 2008.

Effective January 1, 2012, the plan was amended to implement a 2.25% modified career average benefit formula for the portion of pension benefit service on or after that date. The current benefit formula will be frozen for benefit service and average annual earnings through December 31, 2011.

| | |
|---|---|
| Effective Date | January 1, 1998. Amended and restated January 1, 2008. Last amended December 17, 2010. |
| Plan Year | January 1 through December 31. |
| Participation | Regular, Limited-Term, and Post-Doc salaried employees with one year of service and at least age 21 are eligible to participate. Effective January 1, 2009, neither a New Hire nor a Post-2008 Rehire is eligible to participate. |
| Employee Contributions | Contributions, if any, made by a Participant under a Previous Plan, to the extent that those contributions remain in the plan. Employee contributions include “Prior Plan Employee Contributions” and “LMSC Employee Contributions”. |
| Retirement Eligibility | |
| Normal | The later of the date a Participant attains age 65 or the fifth anniversary of the Participant’s commencement of employment. |
| Service | Age 55 with 20 years of Eligibility Service, age 50 with 25 years of Eligibility Service, age 60 with 15 years of Eligibility Service, age 65 with 10 years of Eligibility Service or any age with 30 years of Eligibility Service. Only participants who meet these requirements while still in active service are eligible for a Service Retirement. |
| Early | The same as Service Retirement. Age 55 with 20 years of Eligibility Service or age 50 with 25 years of Eligibility Service for the purpose of a deferred vested pension. |
| Disability | Fifteen years of Eligibility Service, provided qualifying disability occurred before January 1, 2009. |
| Vesting | Five years of Eligibility Service. |

Retirement Benefits

Normal

An individual who first became a pension plan participant after June 30, 1975 or is otherwise not eligible for the Prior Plan minimum benefit shall have the pension amount determined solely by the following formula:

I. For Retirements on or after January 1, 2012:

[(a) × (b)] + (c) where:

(a) equals the employee's Pensionable Pay earned on or after January 1, 2012

(b) equals 2.25%

(c) equals the employee's pension amount determined by formula II (below), but using only the employee's Average Annual Earnings and Benefit Service determined through December 31, 2011.

II. For Retirements on or after December 18, 2000, but prior to December 31, 2011:

[(a) × (b) × (c)] where:

(a) equals the employee's Average Annual Earnings

(b) Equals 2.0%

(c) Equals Benefit Service as of retirement

Plan participants that retire prior to December 18, 2006, will receive a benefit equal to the greater of II (above) and III (below).

III. For Retirements on or after October 1, 1993, but prior to December 31, 2000:

[(d) × (e) × (f)] where:

(d) equals the employee's Average Annual Earnings

(e) Equals 1.5%

(f) Equals Benefit Service as of retirement

| | |
|---|---|
| | An individual who is a Prior Plan employee shall have the pension determined as the greater of the above formula and the formula in effect prior to October 1, 1993.<br><br>Eligible former employees of Lockheed Martin Corporation Specialty Components (“Pinellas”) and The Lockheed Martin Corporation receive a benefit equal to the above described benefit based on total service (service accrued while a Sandia employee plus service accrued at former company), not less than the accrued regular benefit under Pinellas or Lockheed Martin (whichever applicable) at the date of transfer. In addition, the Pinellas participants receive a benefit based on their Personal and Voluntary Pension Accounts. |
| Early | The accrued normal retirement benefit calculated using Formula I above is reduced 1/3% for each month that retirement precedes age 62.<br><br>The accrued normal retirement benefit calculated using Formula II above is reduced 0.5% for each month that retirement precedes age 55 for participants who retire after attaining age 50 with 25 years of Eligibility Service, and 0.25% for each month that retirement precedes age 55 after attaining any age with 30 years of Eligibility Service. There are no reductions for participants who retire after attaining age 55 with 20 years of Eligibility Service or age 60 with 15 years of Eligibility Service. |
| Disability | Accrued normal retirement benefit, payable without a reduction for early commencement, for the duration of disability. Effective January 1, 2009, this special disability benefit was eliminated. Benefits for participants who become disabled after this date will be paid according to the vesting provisions of the plan. |
| Vesting | Any participant who is at least age 22, and leaves employment before age 65 with at least 5 years of vesting service is entitled to a deferred vested pension at age 65. Any participant who leaves employment on or after age 65 with at least 5 years of vesting service is entitled to a vested pension commencing immediately. A participant eligible for early retirement may elect to receive a reduced benefit. The reductions are based on tabular factors for deferred vested participants that vary |

| | |
|---|---|
| | based on the participant's age at the benefit commencement date. |
| Preretirement Spouse's Benefits | |
| Eligibility | The spouse of an active participant who dies after becoming eligible for a deferred vested pension. |
| Benefit | The benefit amount, derived from the participant's accrued benefit, and the annuity commencement date are dependent on the deceased's years of employment as follows:<br><br>(a) Fifteen or more years or service pension eligible: 90%[1] of accrued benefit payments commence upon the participant's death without early retirement reductions.<br><br>(b) Less than 15 years or not yet service pension eligible: 86%[1] of accrued benefit; payments commence on the deceased's 65th birthday. |
| Death Benefit | |
| Eligibility | A beneficiary of a Prior Plan Employee if there is no surviving spouse. |
| Benefit | An amount equal to the participant's employee contributions plus accumulated interest reduced by any benefit payments made to the participant. If death occurs after retirement and the participant did not have an eligible survivor at retirement, then the amount will not be less than the accrued December 31, 1975, annual annuity. |
| Return of Employee Contributions | A participant who terminates employment and is not eligible for a Service Pension or a Disability Pension may, with spousal consent, elect to receive a single sum payment equal to the Participant's Prior Plan Employee Contributions plus interest on any date between the participant's termination of employment and the participant's benefit commencement date. This single sum payment will reduce the participant's accrued benefit under the plan. |

[1] Effective February 13, 2002, the qualified pre-retirement survivor annuity (QPSA) was changed to the joint and 100% survivor annuity from the joint and 50% survivor annuity. Prior to changes effective February 13, 2002, the applicable reductions were 46.5% and 45% for retirements and terminations of employment, respectively, on or after April 21, 1994. For retirements and terminations of employment prior to April 21, 1994 the reductions were 45% and 44%, respectively.

| | |
|---|---|
| Normal Form of Payment | Life annuity for single participants, 100% joint and survivor annuity with a pop-up for married participants. |
| Optional Forms of Payment | 50% joint and survivor annuity with a pop-up. |
| Actuarial Equivalence | Participant's benefit is reduced 14% for 100% joint and survivor annuity with a pop-up and 7% for 50% joint and survivor annuity with a pop-up. For a Service or a Disability Pension, 14% is replaced by 10% and 7% is replaced by 5%. |
| Cost Of Living Increases | Since January 1, 1982, the following benefit increases for certain retirees and survivors have occurred: |

| **Effective Date** | **Increase %** | **Proration Period** |
|---|---|---|
| Oct. 1, 1982 | 7.50% | 18 months after Mar. 31, 1981 |
| Jan. 1, 1985 | 5.00% | 27 months after Sept. 30, 1982 |
| Jan. 1, 1988 | 4.50% | 36 months after Dec. 31, 1984 |
| July 1, 1991 | 5.00%[1] | 42 months after Dec. 31, 1987 |
| July 1, 1991 | 6.50%[2] | N/A |
| Jan. 1, 1996 | 6.00% | Retired Prior to 1991 |
| | 4.00% | Retired in 1991 |
| | 2.00% | Retired in 1992 |
| | 0.00% | Retired after 1992 |
| | | **Participants Eligible[3]** |
| Oct. 1, 2000 | 18.00% | Retired Prior to 1983 |
| | 17.00% graded down 3.00% | Retired in 1983 through 1997 |
| | 0.00% | Retired after 1997 |
| Jan. 1, 2002 | 15.00%[4] | N/A[5] |

[1] Applies to retirees and survivors whose original date of retirement falls between October 1, 1980 and January 1, 1991
[2] Applies to retirees and survivors whose original date of retirement falls before October 1, 1980.
[3] Applies to retirees (and survivors) who retire with a service or disability pension. Also retired participants eligible with at least 20 years of service are subject to a minimum monthly benefit of $500 ($300 for survivors). The minimum monthly benefit is prorated if service is less than 20 years.
[4] Plus an increase due to change in QJSA reductions.
[5] Applies to retirees (and survivors) who retire with a service or disability pension.

| | |
|---|---|
| Transferred Service | In the event of the transfer of a participant in this plan to the Sandia Corporation Pension Security Plan ("PSP"), or from PSP to this plan, the obligation with respect to the employee's pension benefits under this plan or under the PSP, as applicable, will be transferred from the pension plan from which the employee transfers to the pension plan to which the employee transfers as soon as administratively possible. Upon the transfer of such obligation, assets shall be transferred in connection with such obligation transferred, as required by and as determined in accordance with applicable IRS rules. |
| Definitions | |
| Pensionable Pay | Only an Eligible Employee's base salary or, in the case of an hourly paid Eligible Employee, the amount of base wages; (without including special circumstances). Notwithstanding the foregoing, Pensionable Pay includes non-base compensation awards including Individual Performance Awards, Sandia Awards for Excellence, Special Recognition Awards, promotion and appointment awards, and sign on bonuses. In addition, Pensionable Pay includes incentive compensation awards under the Lockheed Martin Corporation Management Incentive Compensation Plan and the Lockheed Martin Deferred Management Incentive Compensation Plan. Compensation deferred under the Lockheed Martin Deferred Management Incentive Plan is recognized in and for the years such compensation is awarded and deferred. |
| Average Annual Earnings | The highest average of three consecutive 12 months of Pensionable Pay during the ten-year period ending on the earlier of the participant's termination date or retirement date. The determination of the Average Annual Earnings will be frozen at December 31, 2011.<br><br>For retirements on or after October 1, 1993, but prior to December 19, 2000: the highest average of five consecutive 12 months of Pensionable Pay during the ten-year period ending on the earlier of the participant's termination date or retirement date. |
| Eligibility Service | One year of Service is credited for each plan year in which an employee completes at least 1,000 hours of service. |

| | |
|---|---|
| Benefit Service | All service with the Company excluding periods of break-in-service. |
| Administrative Expenses | The plan pays administrative expenses for actuarial services, legal services, services for plan administration, and PBGC premiums. |

## 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.

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants and Average Compensation

| Attained Age | Years of Credited Service | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | <1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ |
| <25 | | 16 | | | | | | | | |
| 25-29 | | 107<br>$92,787 | 110<br>$87,911 | 1 | | | | | | |
| 30-34 | | 133<br>$102,817 | 430<br>$101,806 | 102<br>$96,710 | 5 | | | | | |
| 35-39 | | 89<br>$100,114 | 346<br>$106,408 | 196<br>$112,784 | 19 | 2 | | | | |
| 40-44 | | 44<br>$106,085 | 236<br>$103,373 | 251<br>$120,060 | 98<br>$129,182 | 36<br>$108,136 | | | | |
| 45-49 | 3 | 38<br>$95,503 | 251<br>$102,698 | 209<br>$111,154 | 201<br>$133,541 | 219<br>$137,121 | 101<br>$124,148 | | | |
| 50-54 | | 40<br>$106,492 | 202<br>$97,956 | 205<br>$106,452 | 186<br>$121,852 | 322<br>$132,703 | 355<br>$134,677 | 139<br>$121,793 | 1 | |
| 55-59 | | 17 | 106<br>$102,808 | 145<br>$96,899 | 131<br>$122,098 | 133<br>$130,205 | 237<br>$128,291 | 219<br>$140,135 | 81<br>$116,364 | 1 |
| 60-64 | | 6 | 54<br>$105,192 | 77<br>$104,198 | 38<br>$123,110 | 52<br>$117,472 | 61<br>$121,768 | 60<br>$147,885 | 38<br>$158,486 | 4 |
| 65-69 | | 3 | 14 | 12 | 5 | 10 | 8 | 5 | 7 | 6 |
| 70+ | | | 1 | 2 | 3 | 1 | 3 | 1 | 3 | 9 |

N-6,246

## 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 | $628,154,776 | January 1, 2011 | 6 | $120,337,920 |
| Shortfall | ($559,823,947) | January 1, 2012 | 7 | ($95,015,886) |

# Schedule SB Attachment (Form 5500)—2012 Plan Year
# Retirement Income Plan
# EIN: 850097942 PN: 006

## 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% |
| Variable Annuity Increase Rate | 3.50% |
| Salary Increases | |
| Minimum Funding Target Normal Cost | See Table 1 |
| Maximum Tax Expected Benefit Increase | See Table 1 |
| Optional Payment Form Election Percentage | |
| Married Males | 35% life annuity<br>65% joint and 100% survivor annuity with a pop-up |
| Married Females | 85% life annuity<br>15% joint and 100% survivor annuity with a pop-up |
| Unmarried Males and Females | 100% life annuity |
| Optional Payment Form Conversion Assumptions | Tabular conversion factors as specified in the plan document |
| Retirement Age | |
| Active Participants | See Table 2 |
| Terminated Vested Participants | Age 65 |
| Mortality Rates | |
| Healthy and Disabled | 2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) |
| Withdrawal Rates | See Table 3 |

| | |
|---|---|
| Disability Rates | See Table 4 |
| Decrement Timing | Middle of year decrements, with 100% retirement occurring at beginning of year |
| Surviving Spouse Benefit | It is assumed that 90% of males and 75% of females have an eligible spouse, and that males are three years older than their spouses. |
| Valuation Compensation | 2011 pensionable earnings rolled forward one year with the salary increase assumption |
| 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.<br><br>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 | 7.00%, limited to 6.76% |
| 2011 Plan Year | 7.00%, limited to 6.57% |
| Trust Expenses Included in Target Normal Cost | The expenses included in the target normal cost reflect the average administrative expenses excluding PBGC premiums over the prior three years plus an estimate of the current year's PBGC premiums, rounded to the nearest $10,000 ($4,220,000 for 2012). |
| Actuarial Method | Standard unit credit cost method |
| Valuation Date | January 1, 2012 |

Table 1

**Salary Merit Increase Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 21 | 13.00% | 51 | 3.50% |
| 22 | 13.00% | 52 | 3.50% |
| 23 | 12.50% | 53 | 3.50% |
| 24 | 11.50% | 54 | 3.50% |
| 25 | 8.50% | 55 | 3.50% |
| 26 | 7.75% | 56 | 3.50% |
| 27 | 7.50% | 57 | 3.50% |
| 28 | 7.25% | 58 | 3.50% |
| 29 | 6.50% | 59 | 3.50% |
| 30 | 6.50% | 60 | 3.50% |
| 31 | 6.00% | 61 | 3.50% |
| 32 | 5.75% | 62 | 3.50% |
| 33 | 5.25% | 63 | 3.50% |
| 34 | 5.00% | 64 | 3.50% |
| 35 | 5.00% | 65 | 3.50% |
| 36 | 5.00% | 66 | 3.50% |
| 37 | 5.00% | 67 | 3.50% |
| 38 | 5.00% | 68 | 3.50% |
| 39 | 5.00% | 69 | 3.50% |
| 40 | 4.00% | 70+ | 3.50% |
| 41 | 4.00% | | |
| 42 | 4.00% | | |
| 43 | 4.00% | | |
| 44 | 4.00% | | |
| 45 | 3.50% | | |
| 46 | 3.50% | | |
| 47 | 3.50% | | |
| 48 | 3.50% | | |
| 49 | 3.50% | | |
| 50 | 3.50% | | |

Table 2

**Retirement Rates**[1]

| Age | Rate |
|---|---|
| 45 | 0.00% |
| 46 | 3.50% |
| 47 | 3.50% |
| 48 | 3.50% |
| 49 | 3.50% |
| 50 | 3.50% |
| 51 | 3.50% |
| 52 | 3.50% |
| 53 | 3.50% |
| 54 | 3.50% |
| 55 | 7.00% |
| 56 | 7.00% |
| 57 | 10.00% |
| 58 | 10.00% |
| 59 | 10.00% |
| 60 | 15.00% |
| 61 | 25.00% |
| 62 | 35.00% |
| 63 | 25.00% |
| 64 | 25.00% |
| 65 | 35.00% |
| 66 | 25.00% |
| 67 | 20.00% |
| 68 | 20.00% |
| 69 | 30.00% |
| 70+ | 100.00% |

[1] The retirement rates during 2012 and 2013 are assumed to be half of the retirement rates shown above.

Table 3

**Withdrawal Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 15 | 14.50% | 45 | 2.87% |
| 16 | 14.50% | 46 | 2.81% |
| 17 | 14.50% | 47 | 2.75% |
| 18 | 14.50% | 48 | 2.66% |
| 19 | 14.50% | 49 | 2.55% |
| 20 | 14.50% | 50 | 2.50% |
| 21 | 14.50% | 51 | 2.50% |
| 22 | 13.50% | 52 | 2.50% |
| 23 | 12.50% | 53 | 2.50% |
| 24 | 10.75% | 54 | 2.50% |
| 25 | 9.37% | 55 | 2.50% |
| 26 | 8.25% | 56 | 2.50% |
| 27 | 7.50% | 57 | 2.50% |
| 28 | 6.83% | 58 | 2.50% |
| 29 | 6.00% | 59 | 2.50% |
| 30 | 5.27% | 60 | 2.50% |
| 31 | 4.69% | 61 | 2.50% |
| 32 | 4.23% | 62 | 2.50% |
| 33 | 3.98% | 63 | 2.50% |
| 34 | 3.90% | 64 | 2.50% |
| 35 | 3.81% | 65 | 2.50% |
| 36 | 3.69% | 66 | 2.50% |
| 37 | 3.57% | 67 | 2.50% |
| 38 | 3.43% | 68 | 2.50% |
| 39 | 3.28% | 69 | 2.50% |
| 40 | 3.16% | 70+ | 2.50% |
| 41 | 3.07% | | |
| 42 | 2.99% | | |
| 43 | 2.94% | | |
| 44 | 2.91% | | |

Table 4

**Disability Rates**

| Age | Rate | Age | Rate |
|---|---|---|---|
| 15 | 0.10% | 45 | 0.10% |
| 16 | 0.10% | 46 | 0.10% |
| 17 | 0.10% | 47 | 0.10% |
| 18 | 0.10% | 48 | 0.10% |
| 19 | 0.10% | 49 | 0.10% |
| 20 | 0.10% | 50 | 0.10% |
| 21 | 0.10% | 51 | 0.10% |
| 22 | 0.10% | 52 | 0.10% |
| 23 | 0.10% | 53 | 0.10% |
| 24 | 0.10% | 54 | 0.10% |
| 25 | 0.10% | 55 | 0.10% |
| 26 | 0.10% | 56 | 0.10% |
| 27 | 0.10% | 57 | 0.10% |
| 28 | 0.10% | 58 | 0.10% |
| 29 | 0.10% | 59 | 0.10% |
| 30 | 0.10% | 60 | 0.10% |
| 31 | 0.10% | 61 | 0.10% |
| 32 | 0.10% | 62 | 0.10% |
| 33 | 0.10% | 63 | 0.10% |
| 34 | 0.10% | 64 | 0.10% |
| 35 | 0.10% | 65 | 0.00% |
| 36 | 0.10% | 66 | 0.00% |
| 37 | 0.10% | 67 | 0.00% |
| 38 | 0.10% | 68 | 0.00% |
| 39 | 0.10% | 69 | 0.00% |
| 40 | 0.10% | 70+ | 0.00% |
| 41 | 0.10% | | |
| 42 | 0.10% | | |
| 43 | 0.10% | | |
| 44 | 0.10% | | |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** SANDIA CORPORATION RETIREMENT INCOME PLAN **EIN:** 85-0097942
**Plan Sponsor's Name** SANDIA CORPORATION **PN:** 006

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | PRUDENTIAL INSURANCE | SHORT TERM FUND<br>INTEREST BEARING CASH<br>ACCT. VARIABLE INTEREST<br>2,763,175 UNITS<br>AT 12/31/12 | 37,123,060 | 37,123,060 |
| | PRUDENTIAL INSURANCE | COMMON STOCK<br>28,262 UNITS<br>AT 12/31/12 | 638,355 | 2,140,585 |
| | PRUDENTIAL INSURANCE | VARIABLE RATE 6.43%<br>AT 12/31/12 | 31,511,511 | 31,511,511 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |