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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of Earliest Event Reported) May 28, 1996

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LOCKHEED MARTIN CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of Incorporation)	1-11437 (Commission File Number)	52-1893632 (IRS Employer Identification No.)
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6801 Rockledge Drive  
Bethesda, Maryland  
(Address of principal executive officer)

20817  
(Zip Code)

(301) 897-6000  
(Registrant's telephone number, including area code)

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Not Applicable  
(Former name or address, if changed since last report)

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## Item 5. Other Events

On March 15, 1995, Lockheed Corporation ("Lockheed") and Martin Marietta Corporation ("Martin Marietta") consummated a transaction (the "Combination") pursuant to which Lockheed and Martin Marietta became wholly-owned subsidiaries of a new holding corporation, Lockheed Martin Corporation ("Lockheed Martin"). Effective January 28, 1996, Lockheed and Martin Marietta were merged with and into Lockheed Martin.

Following the filing of a "Complaint for Permanent Injunction and Certain Ancillary Relief" by the Securities and Exchange Commission (the "Commission") in the United States District Court for the District of Columbia on April 13, 1976 (Securities and Exchange Commission v. Lockheed Aircraft Corporation, et. al. Civil Action No. 76-0611), Lockheed (then known as Lockheed Aircraft Corporation) consented to the entry of a Final Judgment of Permanent Injunction which incorporates a Consent and Undertaking (the "Consent") pursuant to which Lockheed, among other things, represented to the Commission that its Board of Directors had adopted, implemented and would maintain a Statement of Policies and Procedures (the "Statement") with respect to payments by Lockheed to any official or employee of any government or any official or employee of any entity owned and/or controlled by any government which payments would be unlawful under the laws of the United States or such foreign country.

In addition, Lockheed agreed to file a copy of the Statement with the Commission as an Exhibit to a Current Report on Form 8-K and a copy of Lockheed Management Policy Statement (MPS) 168 which contains the Statement was so filed as Exhibit E to Lockheed's Current Report on Form 8-K, dated May 6, 1976. Further, Lockheed represented to the Commission that, in the event that there was an intent to change the policy embodied in the Statement, at least 10 days prior to the effectiveness of the contemplated policy change, Lockheed would file a copy of the revised Statement via a Current Report on Form 8-K.

As a result of the Combination, Lockheed no longer had securities registered pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934. Consequently, in accordance with Lockheed's representation, on May 4, 1996, Lockheed Martin filed on behalf of Lockheed a Current Report on Form 8-K which included as an exhibit Lockheed Martin Procedure No.: INT-01. Lockheed Martin Procedure INT-01 had as its subject consultants to Lockheed Martin and, upon its effectiveness, supplanted MPS 168.

INT-01 was an interim procedure. Consequently, following the filing by Lockheed Martin of a Current Report on Form 8-K on behalf of its former subsidiary Lockheed as contemplated by the Consent, Lockheed Martin replaced Lockheed Martin Procedure No. INT-01 with Lockheed Martin Corporate Policy Statements

(CPS) CPS-703 and CPS-704 pertaining to domestic consultants and international consultants respectively. Lockheed Martin has issued additional procedures which it intends to implement related to the subject of the Consent and therefore is filing this Current Report on Form 8-K on behalf of its former subsidiary Lockheed which includes as an exhibit CPS-730 pertaining to compliance with the Foreign Corrupt Practices Act.

Item 7. Financial Statements and Exhibits

Financial Statements

None

Exhibits

- 99 Lockheed Martin Corporate Policy Statement No.: CPS-730 - Compliance with the Foreign Corrupt Practices Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOCKHEED MARTIN CORPORATION

/s/ Stephen M. Piper

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By: Stephen M. Piper

Its: Assistant General Counsel

Date: 28 May 1996

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99	Lockheed Martin Corporate Policy Statement No.: CPS-730 - Compliance with the Foreign Corrupt Practices Act.	

Corporate Headquarters

Corporate Policy Statement No: CPS-730

Issued: April 8, 1996

Revision No: original

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IMPORTANT NOTICE: A hard copy of this document may not be the document currently in effect. The current version is always the version on the Lockheed Martin Network.

Subject: Compliance with the Foreign  
Corrupt Practices Act

This Corporate Policy Statement (CPS) contains the following sections:

- 1.0 Policy
- 2.0 General
- 3.0 Implementation

Exhibit A: Description of the Foreign Corrupt Practices Act

Exhibit B: Operational Directions

Exhibit C: Financial and Accounting Directions

Exhibit D: Internal Certification to the Vice President and Controller -

Compliance with the Foreign Corrupt Practices Act

Exhibit E: Hospitality Guidelines

[Click here for General Applicability statement](#)

## 1.0 POLICY

Lockheed Martin Corporation (the "Corporation") will conduct every international business transaction with integrity, regardless of differing local manners and traditions, and will comply with: (a) the laws and regulations of each foreign country in which it operates (except to the extent inconsistent with U.S. law); (b) the laws and regulations of the U.S., particularly the provisions of the Foreign Corrupt Practices Act (FCPA); and (c) the Consent Decree dated April 13, 1976, entered into between Lockheed Corporation and the Securities and Exchange Commission and the Consent Order dated June 23, 1978, between Lockheed Corporation and the Federal Trade Commission.

## 2.0 GENERAL

2.1 The provisions of this CPS will apply to all officers and employees of the Corporation and its wholly-owned subsidiaries, both within and outside the U.S., and, by written agreement, flowing down all appropriate provisions, to all distributors, and to all agents, consultants, representatives, brokers or other persons or firms of U.S. or any other nationality who have or are likely to have contact with a foreign customer and are hired or otherwise retained by the Corporation to provide services directly related to obtaining, retaining, or facilitating business or business opportunities, including offsets/countertrade commitments to foreign governments, in or with any foreign country or foreign firm ("consultants"), as defined in section 2.0 of CPS-704, International Consultants.

2.2 With respect to entities controlled (but not wholly-owned) by the Corporation (normally an ownership interest in excess of 50%), the Vice President and Chief Counsel or his or her designee shall ensure that policies substantially similar to this CPS are adopted. With respect to entities with which the Corporation has a substantial (but not controlling) ownership interest, (i.e., 20%-50%), the Vice President and Chief Counsel or his or her designee shall ensure that such entities have adopted appropriate controls and are taking the steps necessary to effect compliance with the FCPA by all of their officers, employees, distributors and consultants.

### 3.0 IMPLEMENTATION

3.1 A brief description of the FCPA is set forth in Exhibit A, Description of the Foreign Corrupt Practices Act. Instructions designed to ensure that the Corporation and its personnel comply fully with both the spirit and the letter of the FCPA are provided in Exhibit B, Operational Directions. Exhibit C, Financial and Accounting Directions, is designed to ensure compliance with the accounting standards provisions of the FCPA. Exhibit D, Internal Certification to the Vice President and Controller - Compliance with the Foreign Corrupt Practices Act, provides a certification to be signed annually by the individual in charge of each Lockheed Martin company (Responsible Officer). Exhibit E, Hospitality Guidelines, provides direction with respect to activities involving foreign officials in all countries.

3.2 It is the individual responsibility of each officer, employee and consultant of the Corporation, by action and supervision as well as continuous review, to ensure strict compliance with this CPS. The Corporation may take severe disciplinary action, up to and including dismissal, against any officer or employee who violates this directive.

3.3 Any officer or employee who is aware of any violation of this CPS must report the infraction to the Responsible Officer, who will immediately advise the element's Legal department and cause an investigation of the reported matter to be conducted. A consultant who is aware of any such violation must immediately inform the Agreement Monitor, who will report the infraction to the Responsible Officer. The Responsible Officer, upon receiving any such report, will immediately advise the element's Legal department which will cause an investigation to be conducted. The Responsible Officer also will report any such violation in writing to the Vice President and Associate General Counsel-Administrative Law or the Assistant General Counsel-International. In the alternative, any officer, employee or consultant who is aware of any violation of this CPS may report it directly to the Vice President of Ethics and Business Conduct (anonymously, if desired), the Vice President and Associate General Counsel-Administrative Law or the Assistant General Counsel-International.

3.4 The Vice President and Associate General Counsel-Administrative Law and the Assistant General Counsel-International shall be responsible for furnishing advice with respect to the interpretation and application of the FCPA and of this CPS, as necessary. They shall also assist the Sector Presidents and Sector Vice Presidents and General Counsels in ensuring that affected personnel are fully informed as to the prohibitions of the FCPA and the requirements of this CPS.

3.5 The Sector Presidents and Sector Vice Presidents and General Counsels shall be responsible for ensuring that all affected personnel are fully informed as to the prohibitions of the FCPA and the requirements of this CPS. They shall also be responsible for ensuring that the Vice President and Chief Counsel or his or her designee is advised, prior to the acquisition of any ownership interest of 20% or more in any entity, of the controls which will be implemented to ensure compliance with this CPS. In addition, they shall be responsible for adopting and enforcing appropriate controls and taking the steps necessary to effect compliance with this CPS by all officers, employees, distributors and consultants of the Corporation.

3.6 Exceptions to this CPS must have prior written approval of the Vice President and Associate General Counsel-Administrative Law or his or her designee, and the approval of the Vice President of International Business Development. Exceptions shall not be granted unless legal opinions have been obtained from outside and in-house counsel that the conduct for which approval is sought does not violate applicable foreign or U.S. law.

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

Exhibit A  
Description of the Foreign Corrupt Practices Act

1.0 ACCOUNTING AND RECORDKEEPING CONTROLS REQUIREMENTS

The FCPA requires certain U.S. companies, including Lockheed Martin, to establish accounting and recordkeeping controls that will prevent the use of "slush funds" and "off-the-books" accounts which have been used in the past by some companies as a means of facilitating and concealing questionable foreign payments. In particular, the FCPA requires companies to establish and keep books, records, accounts and controls which accurately and fairly reflect their transactions and disposition of their assets.

2.0 ANTI-BRIBERY PROVISIONS (PROHIBITIONS)

The FCPA makes it illegal for a U.S. company to corruptly offer or give money or anything of value, directly or indirectly through agents or intermediaries, to foreign officials to assist the U.S. company in obtaining or retaining business. Specifically, the FCPA prohibits any use of the mails or means of interstate commerce "corruptly in furtherance of an offer, payment, promise to pay, or authorization of the giving of anything of value" to:

2.1 Any foreign official, which means any officer or employee of a foreign government or member of its armed forces or any department, agency, or instrumentality thereof, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality;

2.2 Any foreign political party or official thereof or any candidate for foreign political office; or

2.3 Any person (including any consultant), while knowing (or being aware of a high probability) that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any foreign official, any foreign political party or official thereof, or any candidate for foreign political office for purposes of:

Influencing any act or decision in his, her or its official capacity (or in the case of a foreign official, inducing him or her to do or omit to do any act in violation of that official's lawful duty); or

Inducing him, her or it to use his, her or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality;

in order to assist in obtaining or retaining business for or with, or directing business to, any person.

3.0 LIMITED EXCEPTIONS

The FCPA contains certain limited exceptions to the prohibitions set forth in section 2.0 above. These limited exceptions may not be utilized or relied upon except in accordance with the Operational Directions set forth in Exhibit B of this CPS.

3.1 Facilitating Payments

3.1.1 The FCPA provides that the prohibitions referred to in section 2.0 above do not apply to any facilitating or expediting payment to any foreign official, political party, or party official, "the purpose of which is to expedite or secure performance of a routine governmental action."



3.1.2 Examples of such "routine governmental action" include actions ordinarily and commonly performed by a foreign official in:

Obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;

Processing governmental papers such as visas and work orders;

Providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;

Providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or

Actions of similar nature.

3.1.3 The term "routine governmental action" does not include any decision by a foreign official whether, or on what terms, to award new business to or continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party.

### 3.2 Affirmative Defenses

The FCPA also contains two affirmative defenses for: (a) "reasonable and bonafide" expenditures, such as travel and lodging expenses, incurred by or on behalf of a foreign official, party, party official, or candidate that are directly related to the promotion, demonstration, or explanation of products or services or the execution or performance of a contract with a foreign government or agency thereof; or (b) payments to foreign officials that are lawful under the written laws and regulations of the foreign official's country.

### 4.0 PENALTIES - FINES AND IMPRISONMENT

The FCPA's penalties relating to the anti-bribery provisions include fines of up to \$2,000,000 per violation for companies and fines of up to \$100,000 and/or imprisonment for up to five years per violation for individuals. The FCPA prohibits a company from reimbursing an officer, director, employee or consultant for the amount of the fine involved. Individuals are subject to criminal liability under the FCPA regardless of whether the company has been found guilty or prosecuted for a violation.

### 5.0 APPLICABILITY

U.S. companies and their domestic subsidiaries are subject to the FCPA's anti-bribery provisions. The FCPA does not by its terms apply to payments made by foreign nationals not subject to the jurisdiction of the U.S. on behalf of foreign companies controlled by a U.S. company. In practice, however, this exception makes little difference. The FCPA applies to U.S. citizens and nationals living or working abroad, and to U.S. citizens, nationals and companies and their directors, officers, employees and consultants who authorize such U.S.-controlled foreign companies to make payments proscribed under the FCPA, or who know or are aware of a high probability that such foreign companies will offer, give or promise illegal payments to any foreign official.

## 6.0 KEY TERMS

6.1 As used in this CPS, foreign official means any officer or employee of a foreign government, its armed forces, or any department, agency, or instrumentality thereof, or any person acting in an official capacity for or on behalf of such government or department, agency, or instrumentality.

6.2 The prohibition against payments to foreign officials extends to the offering or giving of anything of value where the requisite criminal intent and business purpose are present. The thing of value given can be of any kind, not just money, and there is no minimum amount or threshold of value which must be exceeded before the gift becomes illegal.

6.3 The FCPA's former reason to know standard for vicarious liability was repealed by the Foreign Corrupt Practices Act Amendments of 1988 and was replaced with a defined knowing standard. Knowing requires awareness or a firm belief that the agent, representative, or the other third party is making a corrupt payment, or a substantial certainty that this will occur. The knowledge standard is also met where there is awareness of a high probability that the corrupt payment will be made, unless there is actual belief to the contrary. Willful ignorance (sticking one's head in the sand) is not excused. There may be circumstances in which an officer, director, employee or consultant of the Corporation becomes aware of facts which, while not of themselves causing the individual either to know or believe that a foreign official will be the ultimate recipient of a bribe, should cause suspicion. In these circumstances, if the individual fails to take steps to allay suspicion, he or she risks prosecution under the FCPA since the officer, director, employee or consultant could be alleged to have had the requisite knowledge for a violation.

6.4 Although the FCPA does not define government instrumentality, the term should be construed to include entities wholly- or partially-owned by foreign governments and specially chartered private corporations entrusted with quasi-governmental functions, as well as organizations such as INTELSAT and ARABSAT, because the majority of the membership of those organizations is composed of foreign governments and quasi-governmental entities.

## Exhibit B Operational Directions

### 1.0 APPLICATION

1.1 These Operational Directions apply to Lockheed Martin Corporation and its wholly-owned subsidiaries, both within and outside the U.S. The directions will control even though local law or custom may permit business standards that are less exacting than the directions. With respect to entities controlled (but not wholly-owned) by the Corporation (normally an ownership interest in excess of 50%), the Vice President and Chief Counsel or his or her designee shall ensure that policies substantially similar to these Operational Directions are adopted. With respect to entities with which the Corporation has a substantial (but not controlling) ownership interest, (i.e., 20%-50%), the Vice President and Chief Counsel or his or her designee shall ensure that such entities have adopted appropriate controls and are taking the steps necessary to effect compliance with the FCPA by all of their officers, employees, distributors and consultants. The Vice President of Corporate Development, in the case of corporate acquisitions, or the Sector Presidents or their designees, in the case of other acquisitions (including interest in joint ventures), shall ensure that the Vice President and Chief Counsel or his or her designee is advised, prior to acquiring any ownership interest of 20% or more in any entity, of the controls which will be implemented to ensure compliance with this CPS.

1.2 At times, observance of the directions may place the Corporation in a non-competitive position. However, strict compliance with the directions and their underlying policies and goals is of greater value to the Corporation than any business which may be lost.

## 2.0 SPECIFIC PROHIBITIONS AND REQUIREMENTS

2.1 Except as provided herein, no offers, payments, promises to pay or authorizations to pay any money, make gifts or provide anything of value will be made by or on behalf of the Corporation to:

Any foreign official, including members of the armed forces;

Any foreign political party or official thereof or any candidate for foreign political office; or

Any person, while knowing or having reason to know that all or a portion of any payment will be offered, given or promised, directly or indirectly, to any of the above.

2.2 No facilitating or expediting payment shall be made without the prior approval of company or sector counsel or, alternatively, the Vice President and Associate General Counsel-Administrative Law, or his or her designee.

2.3 Except for hospitality provided in accordance with paragraph 2.7 of this Exhibit, no officer, employee or consultant of the Corporation may rely on either of the FCPA's affirmative defenses, as described in Exhibit A, Description of the Foreign Corrupt Practices Act, without the prior written approval of the Vice President and Associate General Counsel-Administrative Law, or his or her designee.

2.4 No action in furtherance of any of the activities prohibited in paragraphs 2.1 through 2.3 above will be taken by or on behalf of the Corporation.

2.5 Use of corporate aircraft to transport foreign officials is prohibited, except with the written consent of the Vice President and Chief Counsel or his or her designee. Consent will not be granted absent review and approval by company and sector Legal Counsel or, in the event of a corporate consultant, by corporate Legal Counsel. Any such request must be accompanied by an outside legal opinion of counsel familiar with the laws of the country involved.

2.6 The above prohibitions apply to payments and gifts on behalf of the Corporation, whether or not they involve the use of Corporation resources.

2.7 Provision of hospitality, transportation, meals, models or mementos of reasonable value will be in accordance with guidelines issued by the Vice President and Associate General Counsel-Administrative Law in coordination with the Vice President of International Business Development. The guidelines are set forth in Exhibit E, Hospitality Guidelines. Where the hospitality to be given by the Corporation is clearly within the guidelines, no prior written approval is required. Otherwise, the prior written approval of the Legal department must be obtained.

2.8 Questions as to whether government-owned or controlled commercial enterprises are government instrumentalities for purposes of this CPS will be referred to the Vice President and Associate General Counsel-Administrative Law, or his or her designee, for resolution.

### Exhibit C Financial and Accounting Directions

The Vice President and Controller ("Controller") ensures that the accounting and recordkeeping activities of the Corporation adhere to the highest standards and conform to this CPS. Yet, with regard to ethics, legality and propriety, each officer and employee involved with financial and accounting functions has an obligation which transcends normal reporting requirements. Each such

individual must be alert to possible violation of the following financial and accounting directions and will report suspected violations to the Controller and the Legal department:

1.0 All cash, bank accounts, investments and other assets of the Corporation must always be recorded accurately on the official books of the Corporation. In accordance with corporate policy regarding the Corporation's internal control structure and the Corporate Controller's Manual, personnel responsible for the Corporation's financial books, records and internal accounting controls will periodically review such books, records and controls to ensure their compliance with the requirements of the FCPA. Bank accounts should be opened or closed only upon the prior written approval of the Vice President and Treasurer, Vice President and Assistant Treasurer, or Assistant Treasurer of Lockheed Martin Corporation. Anonymous ("numbered") accounts will not be maintained.

2.0 Payments will not be made into anonymous bank accounts or other accounts not in the name of the payee or of an entity known to be controlled by the payee.

3.0 Except for regular, approved cash payroll payments and normal disbursements from petty cash supported by signed receipts or other appropriate documentation, payments will not be made in cash. Checks will not be drawn to the order of "cash," "bearer" or similar designations.

4.0 Fictitious invoices, over-invoices or other misleading documentation will not be used.

5.0 Fictitious entities, sales, purchases, services, loans or financial arrangements will not be used.

6.0 Check requests will be in writing and contain a complete explanation of the purpose and authority for the payment. The explanation will accompany all documents submitted in the course of the issuing process. The explanation must be kept on file at the paying location.

7.0 No expenses relating to foreign business will be reimbursed to persons or companies assisting the Corporation in obtaining or retaining such business unless such expenses are supported by reasonable written documentation.

8.0 No payment to any consultant will be made outside of either the country where a substantial portion of the related services are performed or the country from which the person performing such services normally conducts business.

9.0 Payments for any services rendered to the Corporation by a foreign official or an officer or official of a foreign government-owned or -controlled commercial enterprise, including honorarium payments and reimbursement of expenses, will be made solely to the foreign government agency or instrumentality employing the individual. Such payments will be made by check directly to the foreign government agency or instrumentality, or by wire to its named bank account within the foreign government agency's or instrumentality's country, or by wire through its duly authorized correspondent bank within the U.S. No such payment shall be made without the prior written approval of the Sector Vice President and General Counsel or, alternatively, the Vice President and Associate General Counsel-Administrative Law, or his or her designee.

10.0 Receipts, whether in cash or checks, will be deposited promptly in a bank account of the Corporation. Any officer or employee who suspects the possibility that a bribe, kickback or over-invoice is associated with a particular receipt or that an understanding exists that all or a portion of a receipt will be rebated, refunded or otherwise paid in contravention of the laws of any jurisdiction, will immediately report that suspicion to the Responsible Officer, the chief financial officer of the company, and the Legal department. Consultants will report such suspicions to the applicable Agreement Monitor (whose responsibilities are set forth in CPS-704, International Consultants), who will immediately refer the matter to the Responsible Officer, the chief financial officer of the company, and the Legal department.

11.0 Within 60 days after the end of each calendar year, each Responsible Officer will prepare a report, which will be submitted to the Controller, with respect to all commissions, other remuneration and facilitating payments made in connection with his or her company's operations in foreign countries during that year. The Responsible Officer will certify in such report that, to the best of his or her knowledge, the information contained therein is accurate and that all transactions during such year complied with this CPS. The chief financial officer of each company will assist the Responsible Officer in the preparation of such report, which should include an Internal Certification to the Vice President and Controller - Compliance with the Foreign Corrupt Practices Act, a sample of which is set forth in Exhibit D.

12.0 Within 90 days after the end of each calendar year, the Controller will prepare a report, which will be submitted by the Senior Vice President and Chief Financial Officer to the Audit & Ethics Committee of the Board of Directors of Lockheed Martin Corporation at its next scheduled meeting, with respect to all commissions, other remuneration and facilitating payments made in connection with operations in foreign countries during that year. The Senior Vice President and Chief Financial Officer will certify in such report that, to the best of his or her knowledge, the information contained therein is accurate and that all transactions during such year complied with this CPS. The chief financial officer of each company will assist the Controller in the preparation of such report.

Exhibit D

Internal Certification to the Vice President and Controller - Compliance with the Foreign Corrupt Practices Act

Key Responsibilities

It is the individual responsibility of each officer and employee of the Corporation and its wholly-owned subsidiaries, by action and supervision, as well as continuous review, to ensure strict compliance with CPS-730, Compliance with the Foreign Corrupt Practices Act (FCPA). The Corporation may take severe disciplinary action against any officer or employee who violates this directive. In summary, the FCPA specifically prohibits: (1) payments or offers of anything of value to corruptly influence foreign officials to obtain or retain business for the Corporation; (2) maintaining undisclosed/unrecorded funds or assets; and (3) making entries in the books and records of the Corporation for anything other than the purpose described.

Any officer or employee who becomes aware of any violation of CPS-730 must report the infraction immediately to the individual in charge of the element involved (Responsible Officer), who will advise the Legal department and cause an investigation of the reported matter to be conducted.

Any officer or employee who suspects the possibility that a bribe, kickback, or over-invoice is associated with a particular receipt or payment or that an understanding exists that all or a portion of a receipt or payment will be rebated, refunded, or otherwise paid in contravention of the laws of any jurisdiction, will immediately report that suspicion to the Responsible Officer, the chief financial officer of the company, and the Legal department.

Certification

I, the undersigned, do hereby affirm, to the best of my knowledge and belief, that the operations for which I am assigned responsibility: (1) are in compliance with CPS-730 and the FCPA; (2) have not made any unlawful or irregular payments; (3) have no undisclosed/unrecorded funds or assets; and (4) have no entries in the books or records for other than the purpose described.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

[Name of Responsible Officer]

## Exhibit E

### Hospitality Guidelines

(To be followed for Activities Involving Foreign Government Officials or Employees in all Countries)

1.0 All hospitality (including entertainment) must be directly related to Lockheed Martin business, i.e., products and services. Hospitality, in all cases, must be reasonable and bonafide, must be offered only in connection with the promotion, demonstration or explanation of company products or services or the execution or performance of a contract with a foreign government or agency thereof, and must be allowable under applicable local law. Unless otherwise provided in the matrix approved by the corporate Legal Department of permissible hospitality for foreign officials of specific countries (the "Matrix") or approved by company Legal Counsel in writing, expenses for hospitality meals should not exceed the following U.S. dollar amount per person: Breakfast - \$25.00; Lunch - \$50.00; Dinner - \$75.00. Refreshments should not exceed \$20.00 per person. These dollar amounts are based on U.S. prices. Higher amounts may be appropriate in certain countries and may be approved by company Legal Counsel provided a written legal opinion is obtained from in-country counsel that such higher amounts are in accordance with such countries' laws and regulations and are not unreasonable or excessive.

Note: Frequency of hospitality must be carefully monitored, as the cumulative effect of frequent hospitality may give rise to the appearance of improper conduct. Hospitality for an individual should not exceed six events in any calendar year. Where more hospitality is anticipated, company Legal Counsel shall be consulted and prior written approval shall be obtained.

2.0 In the case of plant visits or similar activities by foreign government officials or employees which will involve Lockheed Martin paying airfare or lodging expenses for such officials, send invitations or itineraries, or both, to the foreign officials to inform them, to enable consultation with superiors, and to give them the option to decline. Also obtain prior written approval or confirmation from the invitee's superior or other authorized official or prepare a file memorandum of relevant conversations in this regard. If this is not practicable in connection with very senior invitees, obtain a written legal opinion from in-country counsel that specifically addresses the particular circumstances of the visit. In the case of plant visits that are specifically required by the terms of a contract with a foreign government customer, prior written approval or confirmation from the invitee's superior or other authorized official shall not be required, but all hospitality expenses related to any such visit shall be subject to these guidelines. In no case will payment or reimbursement be made directly to the individual. Such payment or reimbursement shall be made to the foreign government or agency involved.

3.0 Refreshments, meals or mementos of reasonable value and otherwise in accordance with these Guidelines which are furnished in connection with trade shows, association meetings, official governmental functions or ceremonial functions such as ship launchings, airplane rollouts, deliveries or demonstrations are permissible. For events or occasions to which foreign government officials or employees from three or more countries are invited, company Legal Counsel and in-country counsel opinions will not be required with respect to the foreign government officials' or employees' participation, provided the refreshments, meals or mementos to be offered are of reasonable value and otherwise strictly in accordance with these Guidelines and are not offered to improperly

influence any official decision. However, notification of such events shall be made in writing to the Vice President and Associate General Counsel-Administrative Law or his or her designee at least 15 days in advance of such event. The notification shall generally describe the event, the per person value of the refreshments, meals and mementos offered, and any other relevant aspects of the event.

4.0 Cash gifts or per diem payments are not permitted under any circumstances.

5.0 Product models or pictures of little or no intrinsic value bearing the company logo or other items of small dollar value (less than U.S. \$50) that are distributed for advertising or commemorative purposes are permitted. Gifts of items valued at \$50 or more must have the prior written approval of company Legal Counsel, provided company Legal Counsel obtains from in-country counsel a written opinion that any such higher amount is in accordance with that country's law and regulations. Company Legal Counsel shall consult with the company's ethics officer prior to granting any such approval. In addition, in no event shall an item having a cost in excess of \$500 (regardless of intrinsic value) be given without the prior written approval of the Vice President and Associate General Counsel-Administrative Law or his or her designee. Whenever it is appropriate, gifts should be made to the customer organization, and not to an individual.

6.0 Use of Lockheed Martin corporate aircraft to transport foreign officials is prohibited unless prior written authorization is obtained from the Vice President and Chief Counsel or his or her designee. Other transportation may be approved, after legal review, on a case-by-case basis.

7.0 Prior written approval by company Legal Counsel is required for any hospitality offered to spouses and/or children of foreign officials.

8.0 Quarterly written reports of all hospitality (excluding items permitted pursuant to paragraph 5.0. above) offered to foreign officials shall be made to company Legal Counsel within 30 days of the end of the calendar quarter. Such reports shall specify the names and titles of attendees, country represented, expenses incurred, and nature of hospitality. This reporting requirement is in addition to and separate from any reports required to be made to any company finance organization.

9.0 The Matrix of permissible hospitality for foreign officials has been provided to company Legal Counsel at each major location. This Matrix will be updated from time-to-time. No hospitality shall be authorized under these guidelines unless it is in accordance with the specific requirements of the Matrix.

10.0 Because foreign legal opinions can in some instances take days to obtain, counsel should be consulted as early as possible, but in no event later than five business days before the event.