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NEWPORT NEWS SHIPBUILDING INC

Form 425

June 19, 2001

FILED BY NORTHROP GRUMMAN CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES
ACT OF 1933 AND DEEMED FILED PURSUANT TO RULE
14D-2 OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: NEWPORT NEWS SHIPBUILDING INC.
COMMISSION FILE NO.: 1-12385

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FOR IMMEDIATE RELEASE

DOJ REQUESTS ADDITIONAL INFORMATION ON NORTHROP GRUMMAN'S

PLAN TO ACQUIRE NEWPORT NEWS SHIPBUILDING

LOS ANGELES - June 19, 2001 - Northrop Grumman Corporation (NYSE: NOC) announced that it intends to comply promptly with a request received yesterday from the U.S. Department of Justice for additional information under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 regarding its proposed acquisition of Newport News Shipbuilding (NYSE:NNS).

The waiting period under Hart-Scott-Rodino will expire 30 days after Northrop Grumman substantially complies with the request unless it is extended by court order or by the consent of Northrop Grumman.

On May 23, 2001 Northrop Grumman commenced an exchange offer for all outstanding shares of common stock, including associated rights, of Newport News Shipbuilding for \$67.50 in cash or shares of Northrop Grumman common stock designed to provide a value of \$67.50 per share, subject to certain proration and other limitations as more fully described in the offer. The exchange offer is scheduled to expire at midnight, EDT, on June 20, 2001, unless the offer is extended.

Northrop Grumman Corporation is a \$15 billion global aerospace and defense company with its worldwide headquarters in Los Angeles, California. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear-powered shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries. Northrop Grumman serves U.S. and international military, government and commercial users.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE

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AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THIS SEC'S WEBSITE AT WWW.SEC.GOV.

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LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at <http://www.northropgrumman.com>
