

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

(Amendment No. 7)

LITTON INDUSTRIES, INC.

(Name of Subject Company (issuer))

NORTHROP GRUMMAN CORPORATION
(formerly NNG, Inc.)
LII ACQUISITION CORP.
Northrop Grumman Systems Corporation
(formerly Northrop Grumman Corporation)

(Name of Filing Persons (offeror))

Common Stock, Par Value \$1.00 Per Share
(including associated rights)
(Title of Class of Securities)

538021 10 6
(CUSIP Number of Class of Securities)

Series B \$2 Cumulative Preferred Stock, Par Value \$5.00 Per Share

(Title of Class of Securities)

538021 40 3

(CUSIP Number of Class of Securities)

W. Burks Terry
Corporate Vice President and General Counsel
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067
(310) 553-6262

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

Andrew E. Bogen
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, California 90071-3197
(213) 229-7159

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this
statement relates:

third party tender offer
subject to Rule 14d-1

going-private transaction
subject to Rule 13e-3

issuer tender offer
subject to Rule 13e-4

amendment to Schedule 13D
under Rule 13d-2

Check the following box if the filing is a final amendment reporting the
results of the tender offer.

Northrop Grumman Systems Corporation (formerly Northrop Grumman Corporation), a Delaware corporation ("Parent" or "Systems"), LII Acquisition Corp., and Northrop Grumman Corporation (formerly NNG, Inc.) ("Northrop"), hereby amend and supplement their Tender Offer Statement on Schedule T0 originally filed on January 5, 2001 (the "Schedule T0"), as subsequently amended from time to time, with respect to the Offer to Purchase or Exchange (the "Offer") (a) all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "Common Stock") of Litton Industries, Inc., a Delaware corporation (the "Company"), together with any associated rights to purchase preferred stock of the Company (together with the Common Stock, the "Common Shares") and (b) all of the outstanding shares of Series B \$2 Cumulative Preferred Stock, par value \$5.00 per share (the "Preferred Shares"), of the Company.

Items 1 through 11

As permitted by General Instruction F to Schedule TO, the information set forth in Amendment No. 2 to the Registration Statement on Form S-4 (Commission file No. 333-54800) filed with the SEC by Northrop Grumman Corporation (formerly NNG, Inc.) on March 27, 2001 is incorporated by reference into this Tender Offer Statement on Schedule TO.

Item 8. Interest in Securities of the Subject Company

Item 8 of the Schedule TO is hereby amended and supplemented to include the following information:

Expiration of the Offer and Results

The Offer expired at Midnight, New York City time, on Monday, April 2, 2001. EquiServe Trust Company N.A., the Depositary for the Offer, has informed Northrop that at that time, 44,660,440 Common Shares and 240,632 Preferred Shares had been validly tendered and not properly withdrawn by the Company's stockholders. At approximately 12:30 a.m., New York City Time, on Tuesday, April 3, 2001, Northrop accepted for purchase or exchange all of the Common Shares and Preferred Shares validly tendered and not properly withdrawn prior to the expiration of the Offer. Based on information provided to Northrop by the Company and Bank of New York, the Company's transfer agent, there were 45,900,722 Common Shares and 410,643 Preferred Shares outstanding as of March 28, 2001. Therefore, the number of Common Shares and Preferred Shares accepted for purchase or exchange by Northrop represent approximately 97.3% and 58.6% of the Common Shares and Preferred Shares outstanding as of March 28, 2001, respectively.

Based on these numbers, Northrop will issue the full allotment of 13,000,000 shares of Northrop common stock and 3,500,000 shares of Northrop preferred stock available for issuance pursuant to the Offer. In addition, the number of shares of Northrop common stock and Northrop preferred stock issuable to the Company's stockholders requesting such securities will be subject to proration, because the number of such securities requested by tendering holders of Common Shares exceeds the respective amounts of such securities available for issuance pursuant to the Offer.

Proration Factors

Based on the tender numbers reported by the Depositary, the total number of Common Shares tendered for Northrop preferred stock was approximately 24,962,376, which substantially exceeds the maximum preferred stock consideration available in the Offer. As a result, all tenders of Common Shares for Northrop preferred stock are subject to a proration factor of 0.175269414. Based on the tender numbers reported by the Depositary, the total number of Common Shares tendered for Northrop common stock, together with the total number of Common Shares tendered for Northrop common stock that could not be satisfied due to pro ration, was approximately 16,352,503. Of such number, 11,237,071 shares were subject to Alternative A elections and 5,115,432 shares were subject to Alternative B elections. As a result of these amounts, the Common Shares tendered for Northrop common stock with an Alternative A election are subject to a proration factor of 0.790733996. There will be no proration of (a) Common Shares tendered (or deemed tendered as a result of proration) for Northrop common stock with an Alternative B election, (b) Common Shares tendered for cash or (c) Preferred Shares tendered for cash.

Average Closing Prices of Northrop Grumman Corporation Common Stock

The average of the closing prices for Northrop Grumman Corporation common stock on the NYSE for the five consecutive trading days ending on the second full trading day before the expiration of the Offer was \$86.42. As described in the Offer to Purchase or Exchange filed as a part of Northrop's Registration Statement on Form S-4 dated February 1, 2001 and subsequently amended (the "Prospectus"), this number is used in determining both the amounts payable to tendering holders of Common Shares in lieu of fractional shares of Northrop common stock, and to determine the common stock exchange ratio for the Offer. Accordingly, all references in the Prospectus to the average of the closing prices for Northrop Grumman Corporation common stock on the NYSE for the five consecutive trading days ending on the second full trading day before the expiration of the Offer should be read to refer to \$86.42.

As described in the section of the Prospectus entitled "The Offer - Cash Instead of Fractional Shares of NNG Stock," each tendering holder of Common Shares that would otherwise receive a fractional share of Northrop common stock will instead be paid cash in an amount equal to the fraction of the share of Northrop common stock (expressed as a decimal and rounded to the nearest 0.01 of

a share) multiplied by \$86.42.

As described throughout the Prospectus, the number of shares of Northrop common stock issuable in exchange for Common Shares is determined by dividing \$80.25 by the average of the closing prices for Northrop Grumman Corporation common stock on the New York Stock Exchange for the five consecutive trading days ending on the second full trading day before the expiration of the Offer (i.e. \$86.42). Therefore, each Common Share exchanged for Northrop common stock pursuant to the Offer will be exchanged for 0.9286 shares of Northrop common stock.

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibits:

- (a)(5)(xv) Press release issued by Systems on March 23, 2001.
- (a)(5)(xvi) Press release issued by Systems on March 23, 2001.
- (a)(5)(xvii) Press release issued by Systems on March 30, 2001.
- (a)(5)(xviii) Press release issued by Northrop on April 3, 2001.
- (a)(5)(xix) Press release issued by Northrop on April 3, 2001.
- (a)(5)(xx) Press release issued by Northrop on April 4, 2001.
- (a)(5)(xxi) Press release issued by Northrop on April 9, 2001.
- (a)(5)(xxii) Press release issued by Northrop on April 18, 2001.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LII ACQUISITION CORP.

By: /s/ John H. Mullan

Name: John H. Mullan

Title: Secretary

NORTHROP GRUMMAN SYSTEMS CORPORATION
(formerly Northrop Grumman Corporation)

By: /s/ John H. Mullan

Name: John H. Mullan

Title: Corporate Vice President and Secretary

NORTHROP GRUMMAN CORPORATION
(formerly NNG, Inc.)

By: /s/ John H. Mullan

Name: John H. Mullan

Title: Corporate Vice President, Associate
General Counsel and Secretary

Dated: April 18, 2001

EXHIBIT INDEX

- (a)(1)(i)* Offer to Purchase, dated January 5, 2001.
- (a)(1)(ii)* Letter of Transmittal, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(1)(iii)* Notice of Guaranteed Delivery, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(1)(iv)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan prior to December 1, 1993, dated January 5, 2001.
- (a)(1)(v)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan after November 1, 1994, dated January 5, 2001.
- (a)(1)(vi)* Letter of Transmittal, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(vii)* Notice of Guaranteed Delivery, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(viii)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan prior to December 1, 1993, dated February 1, 2001.
- (a)(1)(ix)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan after November 1, 1994, dated February 1, 2001.
- (a)(1)(x)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees, Common Stock and Preferred Stock, dated February 1, 2001.
- (a)(1)(xi)* Letter to Clients, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(xii)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4)* Registration Statement on Form S-4 filed with the SEC by NNG, Inc. on February 1, 2001 and incorporated by this reference.
- (a)(5)(i)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees, Common Stock and Preferred Stock, dated January 5, 2001.
- (a)(5)(ii)* Letter to Clients, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(5)(iii)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(5)(iv)* Press release issued by Parent on December 21, 2000 (incorporated by reference to Schedule TO-C filed with the Securities and Exchange Commission on December 20, 2000).
- (a)(5)(v)* Summary Advertisement as published in the Wall Street Journal on January 5, 2001.
- (a)(5)(vi)* Press release issued by Parent on January 8, 2001.
- (a)(5)(vii)* Press release issued by Parent on January 16, 2001.
- (a)(5)(viii)* Joint Press release issued by Parent and the Company on January 24, 2001.
- (a)(5)(ix)* Summary Advertisement as published in the Wall Street Journal on February 1, 2001.
- (a)(5)(x)* Press release issued by Parent on February 22, 2001.
- (a)(5)(xi)* Press release issued by Parent on February 27, 2001.

- (a)(5)(xii)* Press release issued by Parent on March 1, 2001.
- (a)(5)(xiii)* Press release issued by Parent on March 9, 2001.
- (a)(5)(xiv)* Press release issued by Parent on March 16, 2001.
- (a)(5)(xv) Press release issued by Systems on March 23, 2001.
- (a)(5)(xvi) Press release issued by Systems on March 23, 2001.
- (a)(5)(xvii) Press release issued by Systems on March 30, 2001.
- (a)(5)(xviii) Press release issued by Northrop on April 3, 2001.
- (a)(5)(xix) Press release issued by Northrop on April 3, 2001.
- (a)(5)(xx) Press release issued by Northrop on April 4, 2001.
- (a)(5)(xxi) Press release issued by Northrop on April 9, 2001.
- (a)(5)(xxii) Press release issued by Northrop on April 18, 2001.
- (b)(i)* Financing Commitment Letter dated December 20, 2000 from Credit Suisse First Boston and The Chase Manhattan Bank relating to \$6,000,000,000 aggregate principal amount of senior credit facilities.
- (b)(ii)* \$6,000,000,000 Senior Credit Facilities Commitment Letter dated January 30, 2001 from Credit Suisse First Boston, The Chase Manhattan Bank and JP Morgan.
- (b)(iii) Form of \$2,500,000,000 364-day Revolving Credit Facility among NNG, Inc., Parent, Litton Industries, Inc., the Lenders party thereto, The Chase Manhattan Bank and Credit Suisse First Boston, as Co-Administrative Agents, Salomon Smith Barney, Inc., as Syndication Agent, and the Bank of Nova Scotia and Deutsche Banc Alex.Brown Inc. as Co-Documentation Agents (incorporated by reference to Exhibit 10.6 to Amendment No. 2 to Registration Statement on Form S-4 (Commission File No. 333-54800) filed by NNG, Inc. on March 27, 2001).
- (b)(iv) Form of \$2,500,000 Five Year Credit Agreement among NNG, Inc., Parent, Litton Industries, Inc., the Lenders party thereto, The Chase Manhattan Bank and Credit Suisse First Boston, as Co-Administrative Agents, Salomon Smith Barney, Inc., as Syndication Agent, and The Bank of Nova Scotia and Deutsche Banc Alex.Brown Inc. as Co-Documentation Agents (incorporated by reference to Exhibit 10.7 to Amendment No. 2 to Registration Statement on Form S-4 (Commission File No. 333-54800) filed by NNG, Inc. on March 27, 2001).
- (c) Not applicable.
- (d)(1)* Merger Agreement, dated as of December 21, 2000, by and among Parent, Purchaser and the Company.
- (d)(2)* Confidentiality Agreement dated June 23, 2000, between Parent and the Company.
- (d)(3)* Letter Agreement dated December 21, 2000, between Ronald D. Sugar and Parent.
- (d)(4)* Amended and Restated Agreement and Plan of Merger dated as of January 23, 2001 among Northrop Grumman Corporation, Litton Industries, Inc., NNG, Inc. and LII Acquisition Corp.
- (d)(5)* Stockholder's Agreement dated as of January 23, 2001 among Northrop Grumman Corporation, NNG, Inc. and Unitrin, Inc.
- (d)(6)* Registration Rights Agreement dated as of January 23, 2001 by and among Northrop Grumman Corporation, NNG, Inc. and Unitrin, Inc.
- (e) Not applicable.
- (f)* Section 262 of the Delaware General Corporation Law (included as Schedule II to the Offer to Purchase).
- (g) None.
- (h) None.

* Previously filed.

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

LOS ANGELES -- March 23, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it has extended its pending tender offer for the common and preferred stock of Litton Industries Inc. (NYSE: LIT) from March 22, 2001, to March 29, 2001, at midnight E.S.T.

The existing tender offer for all outstanding Litton stock, as previously announced, will be extended in increments of five business days or less until the Hart-Scott-Rodino and European Union waiting periods have expired as provided in Northrop Grumman's agreement with Litton.

At the close of business on March 22, 2001, approximately 49,198,296 shares of Litton Industries common and Series B preferred stock had been validly tendered and not withdrawn. Of that total, 11,369,204 shares were subject to guaranteed delivery. According to Litton, there were 51,292,796 shares outstanding and reserved for issuance under its employee stock option, restricted stock or deferred stock plans as of Nov. 30, 2000.

-more-

NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

Northrop Grumman Corporation, headquartered in Los Angeles, is a world-class, high technology company providing innovative solutions in systems integration, defense electronics and information technology for its U.S. and international military, government and commercial customers, as a prime contractor, principal subcontractor, team member or preferred supplier. The company had revenues of \$7.6 billion in 2000 and has a workforce of approximately 39,000 employees.

NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

#

0301-52

Contact: Jim Taft
(310) 201-3335

For Immediate Release

EUROPEAN COMMISSION APPROVES NORTHROP GRUMMAN

ACQUISITION OF LITTON INDUSTRIES INC.

LOS ANGELES -- March 23, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that the European Commission has approved the company's pending acquisition of Litton Industries Inc. (NYSE: LIT).

On February 22, the company had provided the Commission with the necessary filings related to the Litton transaction. Northrop Grumman also said it remains optimistic that the Hart-Scott-Rodino review will conclude within the current review period, which expires at midnight E.S.T. on March 29, 2001.

Northrop Grumman Corporation, headquartered in Los Angeles, is a world-class, high technology company providing innovative solutions in systems integration, defense electronics and information technology for its U.S. and international military, government and commercial customers, as a prime contractor, principal subcontractor, team member or preferred supplier. The company had revenues of \$7.6 billion in 2000 and has a workforce of approximately 39,000 employees.

#

0301-53

NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

NEWS
[LETTERHEAD OF NORTHROP GRUMMAN]

For Immediate Release

NORTHROP GRUMMAN CLEARS HART-SCOTT-RODINO

FOR PROPOSED ACQUISITION OF LITTON INDUSTRIES INC.;

SETS COMPLETION DATE FOR TENDER OFFER

LOS ANGELES -- March 30, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it received early termination notice yesterday from the Federal Trade Commission under the Hart-Scott-Rodino Act for its proposed acquisition of Litton Industries Inc. (NYSE: LIT).

Previously, the European Commission approved the acquisition on March 23, 2001. The Registration Statement on Form S-4 as last amended on March 27, 2001, has been declared effective by the Securities and Exchange Commission. As a result, all U.S. and international governmental and regulatory reviews that are required for the completion of the offer to purchase all outstanding common and preferred stock of Litton have been received.

Northrop Grumman also said it has extended its pending tender offer for Litton's common and Series B preferred stock to April 2, 2001, at midnight E.D.T., at which time the tender offer is expected to close.

-more-

NORTHROP GRUMMAN CLEARS HART-SCOTT-RODINO

FOR PROPOSED ACQUISITION OF LITTON INDUSTRIES INC.;

SETS COMPLETION DATE FOR TENDER OFFER

The company announced that the exchange ratio in the pending tender offer for the common stock of Litton has been fixed at 0.9286 shares of NNG Inc. common stock for each share of Litton common stock validly tendered by the expiration of the offer. NNG Inc. is a wholly-owned subsidiary of Northrop Grumman. The company also stated that the conversion price for the new NNG Inc. Series B preferred will be \$109.75 per share provided shareholders approve the conversion feature.

The exchange ratio was determined by dividing \$80.25 by \$86.42, the average of the closing prices for Northrop Grumman common stock as reported on the New York Stock Exchange during the five trading days ending March 29, 2001. The conversion price for the NNG Inc. Series B preferred stock is equal to 127 percent of \$86.42.

As of the close of business on March 29, the company was advised that approximately 48,570,000 shares of Litton common stock and Series B preferred stock had been validly tendered and not withdrawn. Of that total, approximately 11,320,000 shares were subject to guaranteed delivery.

Requests for assistance or for copies of the exchange offer materials should be directed to the information agent for the offer, Georgeson Shareholder Communications Inc., at (212) 440-9915 or toll-free at (800) 223-2064.

Northrop Grumman Corporation, headquartered in Los Angeles, is a world-class, high technology company providing innovative solutions in systems integration, defense electronics and information technology for its U.S. and international military, government

-more-

NORTHROP GRUMMAN CLEARS HART-SCOTT-RODINO

FOR PROPOSED ACQUISITION OF LITTON INDUSTRIES INC.;

SETS COMPLETION DATE FOR TENDER OFFER

and commercial customers, as a prime contractor, principal subcontractor, team member or preferred supplier. The company had revenues of \$7.6 billion in 2000 and has a workforce of approximately 39,000 employees.

#

0301-54

The Registration Statement on Form S-4, as last amended on March 27, 2001, filed by NNG, Inc. in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc was declared effective by the Securities and Exchange Commission (the "SEC") on March 28, 2001. Accordingly, the condition to the offer that the Registration Statement be declared effective has been satisfied. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

Members of the news media may receive our releases via e-mail by registering at:
<http://www.northgrum.com/cgi-bin/registform.cgi>

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

-more-

[LETTERHEAD OF NORTHROP GRUMMAN CORPORATION]

NEWS
Northrop Grumman

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN COMPLETES

TENDER OFFER FOR LITTON INDUSTRIES INC.

Acquisition Creates \$15 Billion Top-Tier Global Defense Enterprise

LOS ANGELES -- April 3, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it has completed the purchase of all tendered shares of Litton Industries Inc. common and Series B preferred stock, after receiving all required U.S. and international governmental and regulatory approvals.

"Today marks an exciting new chapter in Northrop Grumman's 60-year history," said Kent Kresa, Northrop Grumman's chairman, president and chief executive officer. "The Litton acquisition creates a \$15 billion, top-tier global defense enterprise with 80,000 employees worldwide. Without question, the global military environment has changed. So, too, has Northrop Grumman," Mr. Kresa added. "With Litton, we have solidified our position in major growth segments of the 21st century defense marketplace."

Mr. Kresa said Litton is a superb strategic fit that offers tremendous synergies with existing Northrop Grumman businesses. "Together, we form an extraordinary team of men and women who share a proud history of achievement and the promise of future accomplishments," he noted.

"Litton elevates Northrop Grumman to a defense electronics powerhouse and one of the largest providers of information technology for the federal government," Mr. Kresa said. "It also gives us the new prime capability of shipbuilding, making us the largest supplier of non-nuclear surface ships for the U.S. Navy. Litton also adds world-class capabilities in the commercial electronics arena."

-more-

NORTHROP GRUMMAN COMPLETES

TENDER OFFER FOR LITTON INDUSTRIES INC.

Northrop Grumman said with continued strong growth from existing businesses and the Litton acquisition, the company's revenues are expected to double to \$15 billion in 2001 and to \$18 billion in 2003. The company also expects double-digit increases in its economic earnings (excluding pension income, amortization of goodwill and other purchased intangibles) through 2003.

Mr. Kresa said he was particularly pleased that Northrop Grumman closed the transaction a few days after the end of the first quarter, meeting the goal set when the acquisition was announced on Dec. 21, 2000. The integration of Litton's businesses into Northrop Grumman will begin immediately and should be completed by the end of this year.

The company received early termination notice for the acquisition on March 30, 2001, from the Federal Trade Commission under the Hart-Scott-Rodino Act. Previously, the European Commission approved the transaction on March 23, 2001. The tender offer for Litton's common and preferred stock expired April 2, 2001, at midnight E.D.T.

To welcome Litton employees to Northrop Grumman, Mr. Kresa is touring Litton's facilities, beginning today in Pascagoula, Miss., home of the Ingalls shipyard. On the trip, he will also visit the Avondale shipyard in New Orleans, La.; meet with employees of PRC and TASC in the Washington, D.C., area; address employees of Interconnect Technologies in Springfield, Mo.; and welcome employees of three defense electronics divisions based in the Los Angeles area.

Under a definitive agreement signed by the two companies, the value of the Litton acquisition is approximately \$5.1 billion, which includes the assumption of Litton's \$1.3 billion in net debt.

Northrop Grumman has been advised by the depository, Equiserve Trust Co., NA, that as of midnight E.D.T. on April 2, 2001, in excess of 90 percent of the outstanding shares of Litton Industries common stock and in excess of 50 percent of the shares of Series B preferred stock had been validly tendered, including tender by guarantees of delivery.

The company said it will move promptly to complete the acquisition of the remaining shares of Litton's common stock pursuant to the merger agreement signed Jan. 23, 2001.

-more-

NORTHROP GRUMMAN COMPLETES

TENDER OFFER FOR LITTON INDUSTRIES INC.

Following the acquisition, those shares of Litton not tendered under the tender offer will be converted into the right to receive \$80 per share in cash. Litton's Series B preferred shares will not be affected in the merger.

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear 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 customers.

Note: Certain statements and assumptions in this release contain or are based on "forward-looking" information and involve risks and uncertainties. Such "forward-looking" information includes the statements above as to the impact of the Litton acquisition on revenues and earnings. Such statements are subject to numerous assumptions and uncertainties, many of which are outside the company's control. These include the company's ability to successfully integrate the operations of Litton, assumptions with respect to future revenues, expected program performance and cash flows, the outcome of contingencies including litigation, environmental remediation, divestitures of businesses, and anticipated costs of capital investments. The company's operations are subject to various additional risks and uncertainties resulting from its position as a supplier, either directly or as subcontractor or team member, to the U.S. Government and its agencies as well as to foreign governments and agencies; actual outcomes are dependent upon factors, including, without limitation, the company's successful performance of internal plans; government customers' budgetary restraints; customer changes in short-range and long-range plans; domestic and international competition in both the defense and commercial areas; product performance; continued development and acceptance of new products; performance issues with key suppliers and subcontractors; government import and export policies; acquisition or termination of government contracts; the outcome of political and legal processes; legal, financial, and governmental risks related to international transactions and global needs for military aircraft, military and civilian electronic systems and support and information technology; as well as other economic, political and technological risks and uncertainties and other risk factors set out in the company's filings from time to time with the Securities and Exchange Commission, including, without limitation, the company's reports on Form 10-K and Form 10-Q.

#

0401-55

Members of the news media may receive our releases via e-mail by registering at: http://www.northgrum.com/cgi-bin/regist_form.cgi

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

Northrop Grumman Corporation (formerly NNG, Inc.) has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

Contact: Jim Taft
(310) 201-3335

For Immediate Release

DR. RONALD D. SUGAR ELECTED

TO NORTHROP GRUMMAN BOARD OF DIRECTORS

LOS ANGELES -- April 3, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that Dr. Ronald D. Sugar has been elected to its board of directors, increasing the board to 14 members.

Dr. Sugar, formerly president and chief operating officer of Litton Industries Inc., is corporate vice president, president and chief executive officer of Northrop Grumman's Litton Sector. He joined the board effective with the completion of the company's tender offer for Litton Industries Inc. The tender offer expired at midnight E.D.T. April 2, 2001.

Prior to joining Litton, Dr. Sugar was president and chief operating officer of TRW Aerospace and Information Systems, and a member of the three-man Chief Executive Office of TRW Inc., a \$17 billion global automotive, aerospace and information systems company.

In his nearly 20 years with TRW, Dr. Sugar also served as chief financial officer of the corporation and as executive vice president and general manager of TRW's global automotive electronics business. Earlier, he was vice president of TRW Space Communications Division and played major roles in TRW's advanced military, scientific, and commercial space and electronics programs.

-more-

DR. RONALD D. SUGAR ELECTED

TO NORTHROP GRUMMAN BOARD OF DIRECTORS

Dr. Sugar previously held technical and management positions with Hughes Aircraft Co., Argosystems Inc. and The Aerospace Corporation.

In 1968, Dr. Sugar graduated summa cum laude in electrical engineering from the University of California at Los Angeles, where he also received master's (1969) and doctoral degrees (1971) in the same field. In 1996, he was honored by his alma mater as Alumnus of the Year. He has completed executive education programs at Stanford University, the Wharton School of the University of Pennsylvania and Harvard University.

Dr. Sugar was appointed by the President of the United States to the National Security Telecommunications Advisory Committee. He is a trustee of the National Defense Industrial Association, a member of the board of governors of the Aerospace Industries Association and a member of the Conference Board Council of Operating Executives. He is a trustee of the Cleveland Opera, The Cleveland Institute of Music and is an active supporter of the United Way and other community organizations.

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear 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 customers.

#

0401-56

Members of the news media may receive our releases via e-mail by registering at:
http://www.northgrum.com/cgi-bin/regist_form.cgi

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

Northrop Grumman Corporation (formerly NNG, Inc.) has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

[LETTERHEAD OF NORTHROP GRUMMAN CORP.]

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN ISSUES STATEMENT

ON TENDER OFFER FOR LITTON INDUSTRIES INC.

LOS ANGELES -- April 4, 2001 -- Northrop Grumman Corporation has issued the following statement concerning its tender offer for Litton Industries Inc., which expired at midnight E.D.T. on April 2, 2001:

"The depository, Equiserve Trust Co., NA, has advised Northrop Grumman that as of the close of the tender offer, tenders (including guaranteed deliveries) had been received for a number of shares which exceeds the total number of Litton common shares outstanding.

"The most recent information furnished by Litton indicates that less than 46 million shares of Litton common stock are outstanding. The depository in the tender offer has indicated that tenders have been received for a total of 51,368,791 shares of Litton common stock, including guaranteed deliveries totaling 16,425,431 shares. Stockholders tendering by guaranteed delivery must make delivery of the tendered shares within three NYSE trading days after the notice of guaranteed delivery is executed.

"Based on preliminary information, the company believes that tenders have been received electing in excess of the maximum 13 million shares of common stock and 3.5

-more-

NORTHROP GRUMMAN ISSUES STATEMENT

ON TENDER OFFER FOR LITTON INDUSTRIES INC.

million shares of Series B preferred stock of Northrop Grumman. The company does not expect to be able to determine preliminary proration factors until the guaranteed deliveries have been completed or determined to be invalid. Determination of the final proration factors will not be completed until all tenders have been checked for accuracy and completeness, a process which is expected to take the remainder of the week."

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear 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 customers.

#

0401-57

Members of the news media may receive our releases via e-mail by registering at:
[http://www.northgrum.com/cgi-bin/regist form.cgi](http://www.northgrum.com/cgi-bin/regist_form.cgi)

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

Northrop Grumman Corporation (formerly NNG, Inc.) has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the"SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

[LETTERHEAD OF NORTHROP GRUMMAN]

Contact: Bob Bishop (Media) (310) 201-3335
Gaston Kent (Investors) (310) 201-3423

For Immediate Release

NORTHROP GRUMMAN ISSUES UPDATE

ON LITTON INDUSTRIES TENDER OFFER

LOS ANGELES -- April 9, 2001 -- Northrop Grumman Corporation (NYSE: NOC) has provided the following updated information concerning its tender offer for Litton Industries Inc., which expired at midnight E.D.T. on April 2, 2001:

"The depository, Equiserve Trust Co. Inc., has advised Northrop Grumman that tenders had been received for 44,660,309 shares of Litton common stock, of the 45,900,722 shares outstanding as of March 28, 2001. The depository also advised Northrop Grumman that 240,632 shares of Litton's Series B preferred shares had been tendered, of the 410,643 outstanding as of March 28, 2001. All figures are current as of the close of the tender offer and the delivery of guaranteed shares following three trading days ended April 5, 2001.

"Based on this preliminary information, the company believes that tenders have been received electing in excess of the maximum 13 million shares of common stock and 3.5 million shares of Series B preferred stock of Northrop Grumman which are to be issued in this transaction. The parties electing to receive either common or preferred stock, therefore, may be subject to a proration of shares.

NORTHROP GRUMMAN ISSUES UPDATE

ON LITTON INDUSTRIES TENDER OFFER

"These preliminary results indicate that those tendering Litton shares for Northrop Grumman common under Alternative A are subject to a proration factor of approximately 0.7907 and 1.0 for Alternative B. Those tendering for Northrop Grumman preferred will be subject to a proration factor of approximately 0.1753 on the preferred for Alternatives A, B and C. Those tendering for preferred Alternative A are subject to an approximate proration factor of 0.7907 for the Northrop Grumman common portion of the election and 1.0 for preferred Alternative B.

"The company stated that it expects to complete the determination of proration of shares shortly and to issue shares within the next week."

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear 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 customers.

#

0401-62

Members of the news media may receive our releases via e-mail by registering at:
[http://www.northgrum.com/cgi-bin/regist form.cgi](http://www.northgrum.com/cgi-bin/regist_form.cgi)

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

N E W S
- - - - -
[NORTHROP GRUMMAN LOGO]

Northrop Grumman Corporation
Public Information
1840 Century Park East
Los Angeles, California 90067-2199

Contact: Bob Bishop (Media) (310) 201-3335
Gaston Kent (Investors) (310) 201-3423

For Immediate Release

NORTHROP GRUMMAN SETS PRORATION FACTORS
- - - - -
FOR LITTON INDUSTRIES INC., TENDER OFFER
- - - - -

LOS ANGELES -- April 18, 2001 -- Northrop Grumman Corporation (NYSE: NOC) today announced proration factors for its tender offer for Litton Industries Inc., which expired at midnight E.D.T. on April 2, 2001.

Based on the tender numbers reported by the depository, EquiServe Trust Company, the total number of Litton common shares tendered for Northrop Grumman preferred stock was 24,962,376, which substantially exceeds the maximum preferred stock consideration available in the offer.

As a result, the company said all tenders of Litton common shares for Northrop Grumman preferred stock are subject to a proration factor of 0.175269414.

The total number of Litton common shares tendered for Northrop Grumman common stock, together with the total number of common shares tendered for Northrop Grumman preferred stock that could not be satisfied due to proration, was 16,352,503, based on numbers reported by the depository. Of that amount, 11,237,071 shares were subject to Alternative A elections and 5,115,432 shares were subject to Alternative B elections.

- more -

NORTHROP GRUMMAN SETS PRORATION FACTORS

FOR LITTON INDUSTRIES INC., TENDER OFFER

As a result of these amounts, the common shares tendered for Northrop Grumman common stock with an Alternative A election are subject to a proration factor of 0.790733996. There will be no proration of (a) common shares tendered (or deemed tendered as a result of proration) for Northrop Grumman common stock with an Alternative B election or (b) preferred shares tendered for cash.

EquiServe reported that 44,660,440 common shares and 240,632 preferred shares of Litton stock were validly tendered and not properly withdrawn. There were 45,900,722 common shares and 410,643 preferred shares of Litton stock outstanding as of March 28, 2001, according to Litton and its transfer agent, and the number of Litton shares accepted for purchase or exchange by Northrop Grumman represent approximately 97.3% of such outstanding common shares and 58.6% of such outstanding preferred shares.

Based on these numbers, Northrop Grumman said it will issue the full allotment of 13,000,000 shares of its common stock and 3,500,000 shares of its preferred stock available for issuance pursuant to the offer. Proration is necessary because the number of such securities requested by tendering holders of Litton common shares exceeds the respective amounts of securities available in the offer.

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear 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 customers.

- more -

NORTHROP GRUMMAN SETS PRORATION FACTORS

FOR LITTON INDUSTRIES INC., TENDER OFFER

Note: Certain statements and assumptions in this release contain or are based on "forward-looking" information and involve risks and uncertainties. Such "forward-looking" information includes the statements above as to the impact of the proposed acquisition on revenues and earnings. Such statements are subject to numerous assumptions and uncertainties, many of which are outside the company's control. These include the company's ability to successfully integrate the operations of Litton, assumptions with respect to future revenues, expected program performance and cash flows, the outcome of contingencies including litigation, environmental remediation, divestitures of businesses, and anticipated costs of capital investments. The company's operations are subject to various additional risks and uncertainties resulting from its position as a supplier, either directly or as subcontractor or team member, to the U.S. Government and its agencies as well as to foreign governments and agencies; actual outcomes are dependent upon factors, including, without limitation, the company's successful performance of internal plans; government customers' budgetary restraints; customer changes in short-range and long-range plans; domestic and international competition in both the defense and commercial areas; product performance; continued development and acceptance of new products; performance issues with key suppliers and subcontractors; government import and export policies; acquisition or termination of government contracts; the outcome of political and legal processes; legal, financial, and governmental risks related to international transactions and global needs for military aircraft, military and civilian electronic systems and support and information technology; as well as other economic, political and technological risks and uncertainties and other risk factors set out in the company's filings from time to time with the Securities and Exchange Commission, including, without limitation, the company's reports on Form 10-K and Form 10-Q.

#

0401-66

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