



In re Raytheon Company Securities Litigation
 c/o Analytics Incorporated
 Claims Administrator
 Post Office Box 2003
 Chanhassen, MN 55317-2003

Complete and Sign this
 Form and Return
 Postmarked No Later Than
 December 31, 2004.

PROOF OF CLAIM AND RELEASE

WRITE ANY NAME AND ADDRESS CORRECTIONS BELOW OR IF THERE IS NO PREPRINTED DATA TO THE LEFT, YOU MUST PROVIDE THE NAME AND ADDRESS OF THE BENEFICIAL OWNER(S) HERE:

Name
Address:
City:
State/Country and Zip Code:

PLEASE COMPLETE THE FOLLOWING:	
Telephone Number (Day)	Telephone Number (Night)
Taxpayer ID or Social Security Number	
Check One:	
<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation
<input type="checkbox"/> Estate	<input type="checkbox"/> Other _____ (Specify)
<input type="checkbox"/> Joint Owners	<input type="checkbox"/> IRA

IF YOU PURCHASED THE CLASS A AND/OR CLASS B COMMON STOCK OF RAYTHEON COMPANY ("RAYTHEON") DURING THE PERIOD FROM OCTOBER 7, 1998 THROUGH OCTOBER 12, 1999, INCLUSIVE ("CLASS PERIOD"), AND WERE ALLEGEDLY DAMAGED THEREBY, YOU ARE A "CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS. (EXCLUDED FROM THE CLASS ARE THE DEFENDANTS, ALL OF THE OFFICERS, DIRECTORS, AND PARTNERS THEREOF, MEMBERS OF THEIR IMMEDIATE FAMILIES, AND THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS OR ASSIGNS AND ANY ENTITY IN WHICH ANY OF THE FOREGOING HAVE OR HAD A CONTROLLING INTEREST. ALSO EXCLUDED FROM THE CLASS ARE THE PERSONS AND/OR ENTITIES WHO PREVIOUSLY EXCLUDED THEMSELVES FROM THE CLASS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE NOTICE OF PENDENCY DATED SEPTEMBER 13, 2002.)

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN DECEMBER 31, 2004 TO THE FOLLOWING ADDRESS:

In re Raytheon Company Securities Litigation
 c/o Analytics Incorporated, Claims Administrator
 Post Office Box 2003
 Chanhassen, MN 55317-2003

YOUR FAILURE TO SUBMIT YOUR CLAIM BY DECEMBER 31, 2004 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY PAYMENTS IN CONNECTION WITH THE SETTLEMENTS OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.



STATEMENT OF CLAIM

1. I purchased the Class A and/or Class B common stock of Raytheon Company (“Raytheon”) during the period from October 7, 1998 through October 12, 1999, inclusive, and was damaged thereby. (Do not submit this Proof of Claim if you did not purchase Raytheon Class A and/or Class B common stock during this period).

2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Proposed Settlement of Class Action, Motion for Attorneys’ Fees and Settlement Fairness Hearing (the “Settlement Notice”), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Settlement Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Settlement Notice; and that I have not submitted a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I have set forth where requested below all relevant information with respect to each purchase of Raytheon Class A and/or Class B common stock during the Class Period, and each sale, if any, of such securities. I agree to furnish additional information (including transactions in other Raytheon securities) to the Claims Administrator to support this claim if requested to do so.

4. I have enclosed photocopies of the stockbroker’s confirmation slips, stockbroker’s statements, relevant portions of my tax returns or other documents evidencing each purchase, sale or retention of Raytheon Class A and/or Class B common stock listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

5. I understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities such as options.)

6. Upon the occurrence of the Effective Date (as defined in the Settlement Notice) my signature hereto will constitute a full and complete release, remise and discharge by me and my heirs, executors, administrators, predecessors, successors, and assigns (or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the “Released Parties” with respect to which the settlement was approved, of all “Settled Claims,” as defined in the Settlement Notice.

7. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-(888) 300-2319 or visit their website at www.raytheonsettlement.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



FOR RAYTHEON CLASS A COMMON STOCK

Beginning Holdings

At the close of business on October 6, 1998, I owned shares of Raytheon Class A common stock.

Check here if proof of holdings enclosed:

Purchases

I made the following purchases of Raytheon Class A common stock during the period from October 7, 1998 through October 12, 1999, inclusive. (Persons who received Raytheon Class A common stock during the Class Period other than by purchase are not eligible to submit claims for those transactions.):

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares of Class A Common Stock Purchased	Purchase Price Per Share of Class A Common Stock	Aggregate Cost (including commissions, taxes, and fees)	Check Here If Documents Enclosed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>

Sales

I made the following sales of Raytheon Class A common stock during the period from October 7, 1998 through October 12, 1999, inclusive:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares of Class A Common Stock Sold	Sale Price Per Share of Class A Common Stock	Amount Received (net of commissions, taxes, and fees)	Check Here If Documents Enclosed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>

Ending Holdings

At the close of business on October 12, 1999, I still owned shares of Raytheon Class A common stock.

Check here if proof of holdings enclosed:

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PHOTOCOPY THIS PAGE



FOR RAYTHEON CLASS B COMMON STOCK

Beginning Holdings

At the close of business on October 6, 1998, I owned shares of Raytheon Class B common stock.

Check here if proof of holdings enclosed:

Purchases

I made the following purchases of Raytheon Class B common stock during the period from October 7, 1998 through October 12, 1999, inclusive. (Persons who received Raytheon Class B common stock during the Class Period other than by purchase are not eligible to submit claims for those transactions.):

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares of Class B Common Stock Purchased	Purchase Price Per Share of Class B Common Stock	Aggregate Cost (including commissions, taxes, and fees)	Check Here If Documents Enclosed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>

Sales

I made the following sales of Raytheon Class B common stock during the period from October 7, 1998 through October 12, 1999, inclusive:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares of Class B Common Stock Sold	Sale Price Per Share of Class B Common Stock	Amount Received (net of commissions, taxes, and fees)	Check Here If Documents Enclosed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>

Ending Holdings

At the close of business on October 12, 1999 , I still owned shares of Raytheon Class B common stock.

Check here if proof of holdings enclosed:

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PHOTOCOPY THIS PAGE



Substitute Form W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)

or

Taxpayer Identification Number
(for estates, trusts, corporations, etc.)

Certification

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign)

_____ (Signature)

_____ (Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Date: _____

Check here if proof of authority to file is enclosed.
(See Item 2 on Page 2 for instructions)

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN DECEMBER 31, 2004, AND MUST BE MAILED TO:

**In re Raytheon Company Securities Litigation
c/o Analytics Incorporated
Claims Administrator
Post Office Box 2003
Chanhassen, MN 55317-2003**

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by December 31, 2004, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.



REMINDER CHECKLIST

- Please be sure to sign this Proof of Claim on page 5. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim please notify the Claims Administrator of the change in your address.

NOTE: RECEIPT ACKNOWLEDGMENT NEEDED

The Claims Administrator will send a written confirmation of its receipt of your Proof of Claim. Do not assume your claim is submitted until you receive written confirmation of its receipt. Your claim is not deemed fully filed until the Claims Administrator sends you written confirmation of its receipt of your Proof of Claim. If you do not receive an acknowledgement postcard within thirty (30) days of your mailing the Proof of Claim, then please call the Claims Administrator toll free at 1-(888) 300-2319.