

Tyco Electronics Ltd.  
Form 10-Q  
July 23, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 25, 2010

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**001-33260**

(Commission File Number)

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**TYCO ELECTRONICS LTD.**

(Exact name of registrant as specified in its charter)

**Switzerland**  
(Jurisdiction of Incorporation)

**98-0518048**  
(I.R.S. Employer Identification No.)

**Rheinstrasse 20**  
**CH-8200 Schaffhausen, Switzerland**  
(Address of principal executive offices)

**+41 (0)52 633 66 61**

(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of common shares outstanding as of July 19, 2010 was 446,967,357.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## TYCO ELECTRONICS LTD.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

|   | For the<br>Quarters Ended            |                  | For the<br>Nine Months Ended |                  |
|---|--------------------------------------|------------------|------------------------------|------------------|
|   | June 25,<br>2010                     | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|   | (in millions, except per share data) |                  |                              |                  |
| Net sales   | \$ 3,084                             | \$ 2,508         | \$ 8,933                     | \$ 7,558         |
| Cost of sales   | 2,099                                | 1,921            | 6,149                        | 5,713            |
| <b>Gross margin</b>   | 985                                  | 587              | 2,784                        | 1,845            |
| Selling, general, and administrative expenses                           | 375                                  | 330              | 1,149                        | 1,070            |
| Research, development, and engineering expenses                         | 147                                  | 130              | 427                          | 405              |
| Pre-separation litigation (credits) charges                             | (7)                                  |                  | (7)                          | 144              |
| Restructuring and other charges, net                                    | 3                                    | 63               | 81                           | 329              |
| Impairment of goodwill  |                                      |                  |                              | 3,547            |
| <b>Operating income (loss)</b>  | 467                                  | 64               | 1,134                        | (3,650)          |
| Interest income   | 4                                    | 4                | 14                           | 13               |
| Interest expense  | (38)                                 | (42)             | (115)                        | (125)            |
| Other income, net   | 42                                   | 5                | 125                          | 7                |
| <b>Income (loss) from continuing operations<br/>before income taxes</b> | 475                                  | 31               | 1,158                        | (3,755)          |
| Income tax (expense) benefit  | (144)                                | (6)              | (348)                        | 570              |
| <b>Income (loss) from continuing operations</b>                         | 331                                  | 25               | 810                          | (3,185)          |
| Loss from discontinued operations, net of income<br>taxes               |                                      | (100)            |                              | (166)            |
| <b>Net income (loss)</b>  | 331                                  | (75)             | 810                          | (3,351)          |
| Less: net income attributable to noncontrolling<br>interests            | (1)                                  | (2)              | (4)                          | (5)              |
| <b>Net income (loss) attributable to Tyco<br/>Electronics Ltd.</b>      | \$ 330                               | \$ (77)          | \$ 806                       | \$ (3,356)       |
| <b>Amounts attributable to Tyco Electronics Ltd.:</b>                   |                                      |                  |                              |                  |
| Income (loss) from continuing operations                                | \$ 330                               | \$ 23            | \$ 806                       | \$ (3,190)       |
| Loss from discontinued operations                                       |                                      | (100)            |                              | (166)            |
| <b>Net income (loss)</b>  | \$ 330                               | \$ (77)          | \$ 806                       | \$ (3,356)       |

**Basic earnings (loss) per share attributable to  
Tyco Electronics Ltd.:**

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|  |    |      |    |        |    |      |    |        |
|--|----|------|----|--------|----|------|----|--------|
| Income (loss) from continuing operations | \$ | 0.73 | \$ | 0.05   | \$ | 1.77 | \$ | (6.97) |
| Loss from discontinued operations        |    |      |    | (0.22) |    |      |    | (0.36) |
| Net income (loss)                        | \$ | 0.73 | \$ | (0.17) | \$ | 1.77 | \$ | (7.33) |

**Diluted earnings (loss) per share attributable to Tyco Electronics Ltd.:**

|  |    |      |    |        |    |      |    |        |
|--|----|------|----|--------|----|------|----|--------|
| Income (loss) from continuing operations | \$ | 0.72 | \$ | 0.05   | \$ | 1.75 | \$ | (6.97) |
| Loss from discontinued operations        |    |      |    | (0.22) |    |      |    | (0.36) |
| Net income (loss)                        | \$ | 0.72 | \$ | (0.17) | \$ | 1.75 | \$ | (7.33) |

**Weighted-average number of shares outstanding:**

|         |     |     |     |     |
|---------|-----|-----|-----|-----|
| Basic   | 451 | 458 | 456 | 458 |
| Diluted | 456 | 459 | 460 | 458 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**TYCO ELECTRONICS LTD.****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

|   | June 25,<br>2010                    | September 25,<br>2009 |
|---|-------------------------------------|-----------------------|
|   | (in millions,<br>except share data) |                       |
| <b>Assets</b>   |                                     |                       |
| Current Assets:   |                                     |                       |
| Cash and cash equivalents   | \$ 1,815                            | \$ 1,521              |
| Accounts receivable, net of allowance for doubtful accounts of \$39 and \$48, respectively  | 2,216                               | 1,975                 |
| Inventories   | 1,586                               | 1,435                 |
| Prepaid expenses and other current assets   | 563                                 | 487                   |
| Deferred income taxes   | 153                                 | 161                   |
| <br>  |                                     |                       |
| Total current assets  | 6,333                               | 5,579                 |
| Property, plant, and equipment, net   | 2,787                               | 3,111                 |
| Goodwill  | 3,155                               | 3,160                 |
| Intangible assets, net  | 398                                 | 407                   |
| Deferred income taxes   | 2,419                               | 2,397                 |
| Receivable from Tyco International Ltd. and Covidien plc  | 1,156                               | 1,130                 |
| Other assets  | 221                                 | 234                   |
| <br>  |                                     |                       |
| <b>Total Assets</b>   | <b>\$ 16,469</b>                    | <b>\$ 16,018</b>      |
| <br>  |                                     |                       |
| <b>Liabilities and Shareholders' Equity</b>   |                                     |                       |
| Current Liabilities:  |                                     |                       |
| Current maturities of long-term debt  | \$ 107                              | \$ 101                |
| Accounts payable  | 1,394                               | 1,068                 |
| Accrued and other current liabilities   | 1,671                               | 1,243                 |
| Deferred revenue  | 165                                 | 203                   |
| <br>  |                                     |                       |
| Total current liabilities   | 3,337                               | 2,615                 |
| Long-term debt  | 2,308                               | 2,316                 |
| Long-term pension and postretirement liabilities  | 1,077                               | 1,129                 |
| Deferred income taxes   | 237                                 | 188                   |
| Income taxes  | 2,183                               | 2,130                 |
| Other liabilities   | 527                                 | 634                   |
| <br>  |                                     |                       |
| <b>Total Liabilities</b>  | <b>9,669</b>                        | <b>9,012</b>          |
| <br>  |                                     |                       |
| Commitments and contingencies (Note 13)   |                                     |                       |
| Shareholders' Equity:   |                                     |                       |
| Common shares, 468,215,574 shares authorized and issued, CHF 1.91 par value, at June 25, 2010;<br>468,215,574 shares authorized and issued, CHF 2.43 par value, at September 25, 2009 | 599                                 | 1,049                 |
| Contributed surplus   | 8,090                               | 8,105                 |
| Accumulated deficit   | (1,459)                             | (2,264)               |
| Treasury shares, at cost, 21,690,236 and 9,425,172 shares, respectively   | (645)                               | (349)                 |
| Accumulated other comprehensive income  | 207                                 | 455                   |
| <br>  |                                     |                       |
| Total Tyco Electronics Ltd. shareholders' equity  | 6,792                               | 6,996                 |

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|   |           |           |
|---|-----------|-----------|
| Noncontrolling interests                          | 8         | 10        |
| <b>Total Shareholders' Equity</b>                 | 6,800     | 7,006     |
| <b>Total Liabilities and Shareholders' Equity</b> | \$ 16,469 | \$ 16,018 |

See Notes to Condensed Consolidated Financial Statements.

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**TYCO ELECTRONICS LTD.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

|   | For the           |                  |
|---|-------------------|------------------|
|   | Nine Months Ended |                  |
|   | June 25,<br>2010  | June 26,<br>2009 |
|   | (in millions)     |                  |
| <b>Cash Flows From Operating Activities:</b>  |                   |                  |
| Net income (loss)   | \$ 810            | \$ (3,351)       |
| Loss from discontinued operations, net of income taxes  |                   | 166              |
| Income (loss) from continuing operations  | 810               | (3,185)          |
| Adjustments to reconcile net cash provided by operating activities:                           |                   |                  |
| Impairment of goodwill  |                   | 3,547            |
| Non-cash restructuring and other charges, net   | 16                | 31               |
| Depreciation and amortization   | 395               | 382              |
| Deferred income taxes   | 275               | (685)            |
| Provision for losses on accounts receivable and inventories                                   | (1)               | 57               |
| Tax sharing income  | (126)             | (9)              |
| Other   | 79                | 49               |
| Changes in assets and liabilities, net of the effects of acquisitions and divestitures:       |                   |                  |
| Accounts receivable, net  | (374)             | 779              |
| Inventories   | (261)             | 471              |
| Inventoried costs on long-term contracts  | 5                 | (107)            |
| Prepaid expenses and other current assets   | (42)              | 224              |
| Accounts payable  | 367               | (470)            |
| Accrued and other current liabilities   | 86                | (248)            |
| Income taxes  |                   | 27               |
| Deferred revenue  | (35)              | (41)             |
| Other   | 11                | 7                |
| Net cash provided by continuing operating activities  | 1,205             | 829              |
| Net cash used in discontinued operating activities  |                   | (42)             |
| Net cash provided by operating activities   | 1,205             | 787              |
| <b>Cash Flows From Investing Activities:</b>  |                   |                  |
| Capital expenditures  | (249)             | (270)            |
| Proceeds from sale of property, plant, and equipment  | 5                 | 9                |
| Acquisition of businesses, net of cash acquired   | (70)              |                  |
| Proceeds from divestiture of discontinued operations, net of cash retained by operations sold |                   | 694              |
| Proceeds from divestiture of businesses, net of cash retained by businesses sold              | 12                | 16               |
| Other   | (20)              | (2)              |
| Net cash provided by (used in) continuing investing activities                                | (322)             | 447              |
| Net cash used in discontinued investing activities  |                   | (3)              |
| Net cash provided by (used in) investing activities   | (322)             | 444              |
| <b>Cash Flows From Financing Activities:</b>  |                   |                  |
| Net decrease in commercial paper  |                   | (649)            |
| Proceeds from long-term debt  |                   | 448              |
| Repayment of long-term debt   |                   | (461)            |



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|   |          |          |
|---|----------|----------|
| Repurchase of common shares   | (373)    | (152)    |
| Payment of common share dividends and cash distributions to shareholders                  | (218)    | (221)    |
| Transfer to discontinued operations   |          | (49)     |
| Other   | 4        | (3)      |
| Net cash used in continuing financing activities  | (587)    | (1,087)  |
| Net cash provided by discontinued financing activities                                    |          | 49       |
| Net cash used in financing activities   | (587)    | (1,038)  |
| Effect of currency translation on cash  | (2)      | (21)     |
| <b>Net increase in cash and cash equivalents</b>  | 294      | 172      |
| <b>Less: net increase in cash and cash equivalents related to discontinued operations</b> |          | (4)      |
| <b>Cash and cash equivalents at beginning of period</b>                                   | 1,521    | 1,090    |
| <b>Cash and cash equivalents at end of period</b>   | \$ 1,815 | \$ 1,258 |

See Notes to Condensed Consolidated Financial Statements.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED)**

**1. Basis of Presentation**

*Basis of Presentation*

The unaudited Condensed Consolidated Financial Statements of Tyco Electronics Ltd. ("Tyco Electronics" or the "Company") have been prepared in United States Dollars, in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of the Condensed Consolidated Financial Statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could differ materially from these estimates. In management's opinion, the unaudited Condensed Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of interim results. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire fiscal year or any subsequent interim period.

The Condensed Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-Q under the Securities Exchange Act of 1934, as amended. The year-end balance sheet data was derived from audited financial statements, but does not include all of the information and disclosures required by GAAP. These financial statements should be read in conjunction with the Company's audited Consolidated and Combined Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

Unless otherwise indicated, references in the Condensed Consolidated Financial Statements to fiscal 2010 and fiscal 2009 are to the Company's fiscal years ending September 24, 2010 and September 25, 2009, respectively.

*Reclassifications*

During fiscal 2010, in connection with the adoption of updates to guidance in Accounting Standards Codification ("ASC") 810, *Consolidation*, the Company reclassified certain items on its Condensed Consolidated Financial Statements to conform to the current year presentation. See additional information regarding the Company's adoption of updates to guidance in ASC 810 in Note 3.

**2. Correction of Immaterial Errors**

During the third quarter of fiscal 2010, the Company identified certain errors in its accounting for income taxes. These errors related to the adoption of the uncertain tax position provisions of ASC 740, *Income Taxes*, in fiscal 2008 and data utilized in the determination of the Company's income tax provision in fiscal 2005 through fiscal 2009.

In connection with the adoption of the uncertain tax position provisions of ASC 740, the Company failed to reflect, in the calculation of interest and penalties, the impact of the interest component of a prepayment made to the Internal Revenue Service ("IRS") in fiscal 2007. As a result of this error, the Company overstated deferred tax assets, receivable from Tyco International Ltd. and Covidien plc, noncurrent income taxes payable, and other income by \$64 million, \$81 million, \$182 million, and \$81 million, respectively, and understated accumulated earnings by \$118 million in fiscal 2008. The impacts to other income and receivable from Tyco International Ltd. and Covidien plc result from the shared nature of the tax liabilities pursuant to the Tax Sharing Agreement entered into upon separation from Tyco International Ltd. ("Tyco International").

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**2. Correction of Immaterial Errors (Continued)**

The Company also identified errors in certain reports used, in part, to determine the Company's income tax provision. As a result of these errors, the Company understated income tax expense and overstated deferred tax assets by \$9 million, \$14 million, \$13 million, \$12 million, and \$9 million in fiscal 2009, 2008, 2007, 2006, and 2005, respectively.

The Company has evaluated the effects of these errors individually and in the aggregate and determined that its prior period financial statements are not materially misstated. However, the Company has determined that the cumulative effect of correcting these errors in the third quarter of fiscal 2010 would be material to the fiscal 2010 financial statements. Therefore, the Company has corrected these errors in the affected prior periods and presented the results in this quarterly report.

The following table summarizes the impact of the tax errors discussed above on the Company's Condensed Consolidated Statement of Operations for the quarter and nine months ended June 26, 2009:

|   | For the<br>Quarter Ended<br>June 26, 2009        |                 | For the<br>Nine Months Ended<br>June 26, 2009    |                 |
|---|--|-----------------|--|-----------------|
|   | Amounts<br>Previously<br>Reported <sup>(1)</sup> | As<br>Corrected | Amounts<br>Previously<br>Reported <sup>(1)</sup> | As<br>Corrected |
|   | (in millions, except per share data)             |                 |  |                 |
| Income tax (expense) benefit  | \$ (3)   | \$ (6)          | \$ 577   | \$ 570          |
| Income (loss) from continuing operations  | 28   | 25              | (3,178)  | (3,185)         |
| Net income (loss)   | (72)   | (75)            | (3,344)  | (3,351)         |
| <b>Net income (loss) attributable to Tyco<br/>Electronics Ltd.</b>                  | (74)   | (77)            | (3,349)  | (3,356)         |
| <b>Amounts attributable to Tyco<br/>Electronics Ltd.:</b>                           |  |                 |  |                 |
| Income (loss) from continuing operations  | 26   | 23              | (3,183)  | (3,190)         |
| Net income (loss)   | (74)   | (77)            | (3,349)  | (3,356)         |
| <b>Basic earnings (loss) per share attributable to<br/>Tyco Electronics Ltd.:</b>   |  |                 |  |                 |
| Income (loss) from continuing operations  | \$ 0.06  | \$ 0.05         | \$ (6.95)  | \$ (6.97)       |
| Net income (loss)   | (0.16)   | (0.17)          | (7.31)   | (7.33)          |
| <b>Diluted earnings (loss) per share attributable<br/>to Tyco Electronics Ltd.:</b> |  |                 |  |                 |
| Income (loss) from continuing operations  | \$ 0.06  | \$ 0.05         | \$ (6.95)  | \$ (6.97)       |
| Net income (loss)   | (0.16)   | (0.17)          | (7.31)   | (7.33)          |

(1) Amounts presented as previously reported reflect reclassifications recorded in connection with the adoption of updates to guidance in ASC 810. See Note 3 for additional information regarding the reclassifications.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**2. Correction of Immaterial Errors (Continued)**

The following table summarizes the impact of the tax errors discussed above on the Company's Condensed Consolidated Balance Sheet at September 25, 2009:

|  | September 25, 2009                               |                 |
|--|--|-----------------|
|  | Amounts<br>Previously<br>Reported <sup>(1)</sup> | As<br>Corrected |
|  | (in millions)                                    |                 |
| <b>Assets</b>  |  |                 |
| Deferred income taxes                                    | \$ 2,518   | \$ 2,397        |
| Receivable from Tyco International Ltd. and Covidien plc | 1,211  | 1,130           |
| <b>Total Assets</b>                                      | <b>16,220</b>                                    | <b>16,018</b>   |
| <b>Liabilities and Shareholders' Equity</b>              |  |                 |
| Income taxes   | 2,312  | 2,130           |
| <b>Total Liabilities</b>                                 | <b>9,194</b>                                     | <b>9,012</b>    |
| Shareholders' Equity:                                    |  |                 |
| Contributed surplus <sup>(2)</sup>                       | 8,135  | 8,105           |
| Accumulated deficit <sup>(2)</sup>                       | (2,274)  | (2,264)         |
| Total Tyco Electronics Ltd. shareholders' equity         | 7,016  | 6,996           |
| <b>Total Shareholders' Equity</b>                        | <b>7,026</b>                                     | <b>7,006</b>    |
| <b>Total Liabilities and Shareholders' Equity</b>        | <b>16,220</b>                                    | <b>16,018</b>   |

(1) Amounts presented as previously reported reflect reclassifications recorded in connection with the adoption of updates to guidance in ASC 810. See Note 3 for additional information regarding the reclassifications.

(2) The correction of the tax errors discussed above resulted in an increase in accumulated earnings of \$19 million and a decrease in contributed surplus of \$30 million at September 27, 2008. For periods prior to the Company's separation from Tyco International, the impact of the errors was charged to contributed surplus.

The following table summarizes the impact of the tax errors discussed above on the Company's Condensed Consolidated Statement of Cash Flows for the nine months ended June 26, 2009:

|   | For the<br>Nine Months Ended<br>June 26, 2009    |                 |
|---|--|-----------------|
|   | Amounts<br>Previously<br>Reported <sup>(1)</sup> | As<br>Corrected |
|   | (in millions)                                    |                 |
| <b>Cash Flows From Operating Activities:</b>                        |  |                 |
| Net loss  | \$ (3,344)                                       | \$ (3,351)      |
| Loss from continuing operations                                     | (3,178)  | (3,185)         |
| Adjustments to reconcile net cash provided by operating activities: |  |                 |
| Deferred income taxes   | (692)  | (685)           |

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- (1) Amounts presented as previously reported reflect reclassifications recorded in connection with the adoption of updates to guidance in ASC 810. See Note 3 for additional information regarding the reclassifications.

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**3. Accounting Pronouncements***Recently Adopted Accounting Pronouncements*

In September 2006, the Financial Accounting Standards Board ("FASB") issued guidance in ASC 820, *Fair Value Measurements and Disclosures*, that defines fair value, establishes a framework for measuring fair value, expands disclosure about fair value measurements, and introduces the fair value option for certain financial assets and liabilities. The Company adopted the fair value provisions of ASC 820 in the first quarter of fiscal 2009. Prior to adoption, the fair value measurement and disclosure requirements for non-financial assets and liabilities were deferred by one year. The Company adopted the fair value provisions of ASC 820 for non-financial assets and liabilities on September 26, 2009. See Note 15 for additional information related to fair value measurements.

In April 2009 and December 2007, the FASB issued guidance in ASC 805, *Business Combinations*, addressing the recognition and accounting for identifiable assets acquired, liabilities assumed, and noncontrolling interests in business combinations. The Company adopted the business combination provisions on September 26, 2009. Adoption did not have a material impact on the Company's results of operations, financial position, or cash flows.

In December 2007, the FASB issued updates to guidance in ASC 810 that address the accounting and reporting framework for noncontrolling interests by a parent company. The Company adopted the updates on September 26, 2009. As a result of adopting the presentation requirements related to noncontrolling interests, the Company has retrospectively adjusted its Condensed Consolidated Financial Statements. Adoption of the accounting requirements for noncontrolling interests did not have a material impact on the Company's results of operations, financial position, or cash flows.

**4. Restructuring and Other Charges, Net**

Restructuring and other charges, net consisted of the following during the quarters and nine months ended June 25, 2010 and June 26, 2009:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Restructuring and related charges, net                   | \$ 3                      | \$ 60            | \$ 68                        | \$ 320           |
| Loss on divestitures and impairment of long-lived assets |                           | 3                | 13                           | 9                |
|  | \$ 3                      | \$ 63            | \$ 81                        | \$ 329           |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**4. Restructuring and Other Charges, Net (Continued)****Restructuring and Related Charges, Net**

Charges to operations by segment during the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Electronic Components                  | \$ 4                      | \$ 43            | \$ 56                        | \$ 245           |
| Network Solutions                      | (1)                       | 15               | 3                            | 42               |
| Specialty Products                     | 1                         | 1                | 5                            | 27               |
| Subsea Communications                  | (1)                       | 1                | 1                            | 5                |
|  | 3                         | 60               | 65                           | 319              |
| Less: credits in cost of sales         |                           |                  | 3                            | 1                |
| Restructuring and related charges, net | \$ 3                      | \$ 60            | \$ 68                        | \$ 320           |

Amounts recognized on the Condensed Consolidated Statements of Operations during the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Cash charges                           | \$ 2                      | \$ 54            | \$ 61                        | \$ 290           |
| Non-cash charges                       | 1                         | 6                | 4                            | 29               |
|  | 3                         | 60               | 65                           | 319              |
| Less: credits in cost of sales         |                           |                  | 3                            | 1                |
| Restructuring and related charges, net | \$ 3                      | \$ 60            | \$ 68                        | \$ 320           |

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**4. Restructuring and Other Charges, Net (Continued)***Cash Charges*

Activity in the Company's restructuring reserves during the first nine months of fiscal 2010 is summarized as follows:

|                        | Balance at<br>September 25,<br>2009 | Charges      | Utilization     | Changes in<br>Estimate | Currency<br>Translation<br>and Other | Balance at<br>June 25,<br>2010 |
|------------------------|-------------------------------------|--------------|-----------------|------------------------|--------------------------------------|--------------------------------|
|                        | (in millions)                       |              |                 |                        |                                      |                                |
| <b>Fiscal 2010</b>     |                                     |              |                 |                        |                                      |                                |
| <b>Actions:</b>        |                                     |              |                 |                        |                                      |                                |
| Employee severance     | \$                                  | \$ 45        | \$ (3)          | \$                     | \$ (6)                               | \$ 36                          |
| Facility exit costs    |                                     | 8            | (6)             |                        | 7 <sup>(1)</sup>                     | 9                              |
| Other                  |                                     | 2            | (1)             |                        |                                      | 1                              |
| <b>Total</b>           |                                     | <b>55</b>    | <b>(10)</b>     |                        | <b>1</b>                             | <b>46</b>                      |
| <b>Fiscal 2009</b>     |                                     |              |                 |                        |                                      |                                |
| <b>Actions:</b>        |                                     |              |                 |                        |                                      |                                |
| Employee severance     | 116                                 |              | (66)            | (8)                    | (6)                                  | 36                             |
| Facility exit costs    | 3                                   | 3            | (3)             |                        |                                      | 3                              |
| Other                  | 1                                   | 6            | (7)             |                        |                                      |                                |
| <b>Total</b>           | <b>120</b>                          | <b>9</b>     | <b>(76)</b>     | <b>(8)</b>             | <b>(6)</b>                           | <b>39</b>                      |
| <b>Pre-Fiscal 2009</b> |                                     |              |                 |                        |                                      |                                |
| <b>Actions:</b>        |                                     |              |                 |                        |                                      |                                |
| Employee severance     | 91                                  |              | (50)            |                        | (9)                                  | 32                             |
| Facilities exit costs  | 51                                  | 2            | (11)            |                        | (2)                                  | 40                             |
| Other                  | 8                                   | 4            | (5)             | (1)                    | (1)                                  | 5                              |
| <b>Total</b>           | <b>150</b>                          | <b>6</b>     | <b>(66)</b>     | <b>(1)</b>             | <b>(12)</b>                          | <b>77</b>                      |
| <b>Total Activity</b>  | <b>\$ 270</b>                       | <b>\$ 70</b> | <b>\$ (152)</b> | <b>\$ (9)</b>          | <b>\$ (17)</b>                       | <b>\$ 162</b>                  |

(1) Reflects reclassification of \$7 million lease obligation from other reserves to restructuring reserves.

*Fiscal 2010 Actions*



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The Company initiated restructuring programs during fiscal 2010 primarily relating to headcount reductions in the Electronic Components and Specialty Products segments. In connection with these actions, during the nine months ended June 25, 2010, the Company recorded restructuring charges of \$55 million primarily related to employee severance and benefits. The Company expects to complete all restructuring activities commenced in fiscal 2010 by the end of fiscal 2011 and to incur additional charges, primarily in the Electronic Components segment, of approximately \$3 million relating to these initiated actions by completion.

### *Fiscal 2009 Actions*

The Company initiated restructuring programs during fiscal 2009 primarily relating to headcount reductions and manufacturing site closures in the Electronic Components, Network Solutions, and Specialty Products segments. In connection with these actions, during the nine months ended June 25, 2010 and June 26, 2009, the Company recorded net restructuring charges of \$1 million and \$231 million, respectively, primarily related to employee severance and benefits. The Company expects

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**4. Restructuring and Other Charges, Net (Continued)**

to complete all restructuring activities commenced in fiscal 2009 by the end of fiscal 2011 and to incur additional charges, primarily in the Electronic Components segment, of approximately \$14 million relating to these initiated actions by completion.

*Pre-Fiscal 2009 Actions*

During the nine months ended June 25, 2010 and June 26, 2009, the Company recorded net restructuring charges of \$5 million and \$59 million, respectively, related to pre-fiscal 2009 actions. The Company expects to complete all restructuring activities commenced in fiscal 2008 by the end of fiscal 2011 and to incur additional charges, primarily in the Electronic Components segment, of approximately \$5 million relating to these actions by completion. As of June 25, 2010, the remaining restructuring reserves related to 2002 actions were \$39 million, related to exited lease facilities in the Subsea Communications segment. The Company expects that the remaining reserves will continue to be paid out over the expected terms of the obligations which range from one to fifteen years.

*Restructuring and Related Non-Cash Charges*

During the nine months ended June 25, 2010 and June 26, 2009, the Company recorded non-cash charges of \$4 million and \$29 million, respectively, primarily related to the impairment of fixed assets in connection with exited manufacturing facilities and product lines.

*Total Restructuring Reserves*

The Company's restructuring reserves by segment were as follows:

|                        | June 25,<br>2010 | September 25,<br>2009 |
|------------------------|------------------|-----------------------|
|                        | (in millions)    |                       |
| Electronic Components  | \$ 103           | \$ 186                |
| Network Solutions      | 12               | 27                    |
| Specialty Products     | 8                | 9                     |
| Subsea Communications  | 39               | 48                    |
| Restructuring reserves | \$ 162           | \$ 270                |

Restructuring reserves were included in the Company's Condensed Consolidated Balance Sheets as follows:

|                                       | June 25,<br>2010 | September 25,<br>2009 |
|---------------------------------------|------------------|-----------------------|
|                                       | (in millions)    |                       |
| Accrued and other current liabilities | \$ 131           | \$ 231                |
| Other liabilities                     | 31               | 39                    |
| Restructuring reserves                | \$ 162           | \$ 270                |

**Loss on Divestitures and Impairment of Long-Lived Assets**

In the first quarter of fiscal 2010, the Company completed the sale of the Dulmison connectors and fittings product line which was part of the Company's energy business in the Network Solutions



Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****4. Restructuring and Other Charges, Net (Continued)**

segment for net cash proceeds of \$12 million. The divestiture resulted in an impairment charge related to long-lived assets and a pre-tax loss on sale of \$12 million and \$1 million, respectively.

The Company recorded a pre-tax loss on divestiture and impairment of long-lived assets of \$3 million and \$9 million during the quarter and nine months ended June 26, 2009, respectively, primarily related to the sale of the Battery Systems business which occurred during the second quarter of fiscal 2009. The Battery Systems business, which was part of the Electronic Components segment, was sold for net cash proceeds of \$14 million after working capital adjustments.

The loss on divestitures and impairment charges are reflected in restructuring and other charges, net on the Condensed Consolidated Statements of Operations. The Company has presented the loss on divestitures, related long-lived asset impairments, and the operations of the Dulmison connectors and fittings product line and the Battery Systems business in continuing operations due to immateriality.

**5. Discontinued Operations**

In May 2009, the Company completed the sale of its Wireless Systems business for \$665 million in net cash proceeds and recognized a pre-tax gain of \$55 million on the transaction. This business met the held for sale and discontinued operations criteria and has been included in discontinued operations in fiscal 2009. Prior to reclassification to held for sale and discontinued operations, the Wireless Systems business was a component of the former Wireless Systems segment.

The following table reflects net sales, pre-tax loss from discontinued operations, pre-tax gain on sale of discontinued operations, and income taxes for the quarter and nine months ended June 26, 2009; there were no such amounts during the quarter and nine months ended June 25, 2010:

|  | <b>For the<br/>Quarter Ended<br/>June 26, 2009</b> | <b>For the<br/>Nine Months Ended<br/>June 26, 2009</b> |
|--|--|--|
|  | (in millions)                                      |  |
| Net sales  | \$ 47  | \$ 262   |
| Pre-tax loss from discontinued operations              | \$ (22)  | \$ (130)   |
| Pre-tax gain on sale of discontinued operations        | 55   | 59   |
| Income tax provision                                   | (133)  | (95)   |
| Loss from discontinued operations, net of income taxes | \$ (100)   | \$ (166)   |

Pre-tax loss from discontinued operations for the nine months ended June 26, 2009 included pre-tax charges of \$111 million related to the Wireless Systems business' contract with the State of New York. See Note 13 for additional information regarding the State of New York contract.

**6. Acquisitions**

On May 14, 2010, the Company acquired certain assets of the Optical Products Group of Zarlink Semiconductor Inc. for \$15 million in cash. The assets acquired, primarily definite-lived intangible assets, inventory, and property, plant, and equipment, are reported as part of the Communications and Industrial Solutions business within the Electronic Components segment. The acquisition was not material to the Company's Condensed Consolidated Financial Statements.



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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**6. Acquisitions (Continued)**

On January 20, 2010, the Company acquired 100% of the outstanding shares of capital stock of Sensitive Object, an early-stage software company engaged in developing touch-enabling technology focused on computers, mobile devices, and consumer electronics, for a purchase price of approximately \$67 million in cash, including contingent consideration of \$6 million to be paid in fiscal 2011 upon completion of certain service requirements by key Sensitive Object managers. Based on an initial evaluation of the range of outcomes for this contingent consideration, the maximum amount payable, on an undiscounted basis, would be \$7 million.

The Sensitive Object acquisition complements the Company's existing Touch Systems business, which is primarily focused on commercial and industrial markets. Sensitive Object is reported as part of the Touch Systems business within the Specialty Products segment.

The Sensitive Object transaction is accounted for under the provisions of ASC 805, *Business Combinations*. The allocation of the purchase price of the assets acquired and liabilities assumed based on the recognition and measurement provisions of ASC 805 was as follows:

|  | (in millions) |
|--|---------------|
| Cash and cash equivalents                    | \$ 6          |
| Tangible and other assets                    | 3             |
| Amortizable intangible assets:               |               |
| Developed technology and patents             | 11            |
| Reacquired rights                            | 1             |
| Customer contracts and related relationships | 1             |
| Goodwill                                     | 51            |
| <br>Total assets acquired                    | <br>73        |
| Liabilities assumed                          | (6)           |
| <br>Total                                    | <br>\$ 67     |

The amortizable intangible assets include developed technology, patents, and reacquired rights having useful lives of eight years and will be amortized based on their contributions to earnings. Also included in amortizable intangible assets are customer contracts and related relationships that will be amortized on a straight-line basis over their expected life of five years. Due to immateriality, no amounts have been allocated to in-process research and development.

Approximately \$51 million has been allocated to goodwill, representing the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and liabilities assumed. Factors contributing to the recognized goodwill are low revenue levels in the years immediately following the acquisition reflecting the early-stage status of Sensitive Object's technology and the amount of future investment required to develop a commercially viable product. Goodwill related to this acquisition is reported in the Specialty Products segment and is not deductible for tax purposes.

Pro forma information is not presented as the impact of the Sensitive Object acquisition on the Company's Condensed Consolidated Statements of Operations is not material.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**7. Inventories**

Inventories consisted of the following:

|  | June 25,<br>2010 | September 25,<br>2009 |
|--|------------------|-----------------------|
|  | (in millions)    |                       |
| Raw materials                            | \$ 256           | \$ 253                |
| Work in progress                         | 509              | 439                   |
| Finished goods                           | 708              | 624                   |
| Inventoried costs on long-term contracts | 113              | 119                   |
| <b>Inventories</b>                       | <b>\$ 1,586</b>  | <b>\$ 1,435</b>       |

**8. Goodwill**

The changes in the carrying amount of goodwill by segment were as follows:

|                                 | Electronic<br>Components | Network<br>Solutions | Specialty<br>Products | Total           |
|---------------------------------|--------------------------|----------------------|-----------------------|-----------------|
|                                 | (in millions)            |                      |                       |                 |
| Balance at September 25, 2009   | \$ 1,413                 | \$ 847               | \$ 900                | \$ 3,160        |
| Acquisition                     |                          |                      | 51                    | 51              |
| Currency translation            | (25)                     | (15)                 | (16)                  | (56)            |
| <b>Balance at June 25, 2010</b> | <b>\$ 1,388</b>          | <b>\$ 832</b>        | <b>\$ 935</b>         | <b>\$ 3,155</b> |

During the second quarter of fiscal 2010, the Company completed the acquisition of Sensitive Object. The acquisition resulted in the recognition of \$51 million of goodwill, all of which benefits the Touch Systems business in the Specialty Products segment. See Note 6 for additional information on the acquisition of Sensitive Object.

**9. Intangible Assets, Net**

The Company's intangible assets were as follows:

|                       | June 25, 2010               |                             |                           | September 25, 2009          |                             |                           |
|-----------------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
|                       | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
|                       | (in millions)               |                             |                           |                             |                             |                           |
| Intellectual property | \$ 728                      | \$ (347)                    | \$ 381                    | \$ 724                      | \$ (330)                    | \$ 394                    |
| Other                 | 21                          | (4)                         | 17                        | 17                          | (4)                         | 13                        |
| <b>Total</b>          | <b>\$ 749</b>               | <b>\$ (351)</b>             | <b>\$ 398</b>             | <b>\$ 741</b>               | <b>\$ (334)</b>             | <b>\$ 407</b>             |

Intangible asset amortization expense was \$8 million and \$7 million for the quarters ended June 25, 2010 and June 26, 2009, respectively, and \$23 million for each of the nine months ended June 25, 2010 and June 26, 2009.





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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**9. Intangible Assets, Net (Continued)**

The estimated aggregate amortization expense on intangible assets currently owned by the Company is expected to be as follows:

|                          | (in millions) |
|--------------------------|---------------|
| Remainder of fiscal 2010 | \$ 8          |
| Fiscal 2011              | 31            |
| Fiscal 2012              | 31            |
| Fiscal 2013              | 31            |
| Fiscal 2014              | 31            |
| Fiscal 2015              | 30            |
| Thereafter               | 236           |
|                          | \$ 398        |

**10. Debt**

Debt was as follows:

|   | June 25,<br>2010 | September 25,<br>2009 |
|---|------------------|-----------------------|
|   | (in millions)    |                       |
| 6.00% senior notes due 2012 <sup>(1)</sup>  | \$ 720           | \$ 720                |
| 5.95% senior notes due 2014 <sup>(1)</sup>  | 300              | 300                   |
| 6.55% senior notes due 2017 <sup>(1)</sup>  | 741              | 744                   |
| 7.125% senior notes due 2037 <sup>(1)</sup> | 475              | 475                   |
| Other                                       | 179              | 178                   |
| Total debt                                  | 2,415            | 2,417                 |
| Less current portion <sup>(2)</sup>         | 107              | 101                   |
| Long-term debt                              | \$ 2,308         | \$ 2,316              |

(1) Senior notes are recorded at face amount, net of unamortized discount and the fair value of interest rate swaps.

(2) The current portion of long-term debt at June 25, 2010 and September 25, 2009 was comprised of amounts included in other.

In April 2007, Tyco Electronics Group S.A. ("TEGSA"), a wholly-owned subsidiary of the Company, entered into a five-year unsecured senior revolving credit facility ("Credit Facility"). In fiscal 2009, \$75 million of the commitment was assigned by Lehman Brothers Bank, FSB to TEGSA, reducing the total effective commitment to \$1,425 million. At June 25, 2010 and September 25, 2009, TEGSA had no borrowings under the Credit Facility.

The Credit Facility contains a financial ratio covenant providing that if the Company's ratio of Consolidated Total Debt (as defined in the Credit Facility) to Consolidated EBITDA (as defined in the Credit Facility) for the then most recently concluded period of four consecutive fiscal quarters exceeds 3.5 to 1.0, an Event of Default (as defined in the Credit Facility) is triggered under the Credit Facility. The Credit Facility and the Company's other debt agreements contain other customary covenants.



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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**10. Debt (Continued)**

TEGSA's payment obligations under its senior notes and Credit Facility and the payment obligation of the profit sharing notes issued by a subsidiary are fully and unconditionally guaranteed by Tyco Electronics Ltd.

During the first nine months of fiscal 2010, the Company purchased options to enter into interest rate swaps ("swaptions") and entered into forward starting interest rate swaps designated as cash flow hedges to manage interest rate exposure prior to the probable issuance of fixed-rate debt when the Company's 6.00% senior notes mature in fiscal 2012. These swaptions and forward starting interest rate swaps are based on a total notional amount of \$400 million. Also, during the first nine months of fiscal 2010, the Company entered into an interest rate swap designated as a fair value hedge on \$50 million principal amount of the 6.00% senior notes.

During the first quarter of fiscal 2009, the Company terminated interest rate swaps designated as fair value hedges on \$300 million principal amount of the 6.55% senior notes and \$200 million principal amount of the 6.00% senior notes.

See Note 14 for additional information on swaptions, forward starting interest rate swaps, and interest rate swaps.

The fair value of the Company's debt was approximately \$2,641 million and \$2,420 million at June 25, 2010 and September 25, 2009, respectively.

**11. Guarantees**

Pursuant to the Separation and Distribution Agreement and Tax Sharing Agreement, upon separation from Tyco International on June 29, 2007, the Company entered into certain guarantee commitments and indemnifications with Tyco International and Covidien plc ("Covidien"). Under these agreements, principally the Tax Sharing Agreement, Tyco International, Covidien, and Tyco Electronics share 27%, 42%, and 31%, respectively, of certain contingent liabilities relating to unresolved pre-separation tax matters of Tyco International. The effect of the Tax Sharing Agreement is to indemnify the Company for 69% of certain liabilities settled in cash by the Company with respect to unresolved pre-separation tax matters. Pursuant to that indemnification, the Company has made similar indemnifications to Tyco International and Covidien with respect to 31% of certain liabilities settled in cash by the companies relating to unresolved pre-separation tax matters. If any of the companies responsible for all or a portion of such liabilities were to default in its payment of costs or expenses related to any such liability, the Company would be responsible for a portion of the defaulting party or parties' obligation. In addition, Tyco International and Covidien are responsible for their tax liabilities that are not subject to the Tax Sharing Agreement's sharing formula. The Company's indemnification created under the Tax Sharing Agreement qualifies as a guarantee of a third party entity's debt under ASC 460, *Guarantees*.

At June 25, 2010, the Company had a liability representing the indemnifications made to Tyco International and Covidien pursuant to the Tax Sharing Agreement of \$339 million of which \$254 million was reflected in other liabilities and \$85 million was reflected in accrued and other current liabilities on the Condensed Consolidated Balance Sheet. At September 25, 2009, the liability of \$339 million was reflected in other liabilities on the Condensed Consolidated Balance Sheet. The Company has assessed the probable future cash payments to Tyco International and Covidien for pre-separation income tax matters pursuant to the terms of the Tax Sharing Agreement and determined this amount remains sufficient to satisfy these expected obligations.

Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****11. Guarantees (Continued)**

In disposing of assets or businesses, the Company often provides representations, warranties, and/or indemnities to cover various risks including unknown damage to the assets, environmental risks involved in the sale of real estate, liability for investigation and remediation of environmental contamination at waste disposal sites and manufacturing facilities, and unidentified tax liabilities and legal fees related to periods prior to disposition. The Company does not have the ability to estimate the potential liability from such indemnities because they relate to unknown conditions; however, the Company has no reason to believe that these uncertainties would have a material adverse effect on the Company's results of operations, financial position, or cash flows.

At June 25, 2010, the Company had outstanding letters of credit and letters of guarantee in the amount of \$377 million, of which \$50 million was related to its contract with the State of New York. See Note 13 for additional information regarding the State of New York contract.

In the normal course of business, the Company is liable for contract completion and product performance. In the opinion of management, except for the charges related to the contract with the State of New York discussed below, such obligations will not significantly affect the Company's results of operations, financial position, or cash flows.

As disclosed in Note 13, in January 2009, the State of New York (the "State") drew down \$50 million against an irrevocable standby letter of credit funded by the Company. As a result, the Company recorded a pre-tax charge equal to the draw. Although the Company disputes that the State has any basis to do so, the State has the ability to draw up to an additional \$50 million against the standby letter of credit which could result in additional charges and could have a material adverse effect on the Company's results of operations, financial position, and cash flows.

The Company generally records estimated product warranty costs at the time of sale. The changes in the Company's warranty liability for the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

|   | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|---|---------------------------|------------------|------------------------------|------------------|
|   | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|   | (in millions)             |                  |                              |                  |
| Balance at beginning of period                    | \$ 46                     | \$ 34            | \$ 43                        | \$ 27            |
| Warranties issued                                 | 2                         | 5                | 5                            | 8                |
| Warranty expirations and changes in estimate, net | 4                         | 1                | 9                            | 7                |
| Settlements                                       | (3)                       | (5)              | (7)                          | (7)              |
| Currency translation                              | (1)                       |                  | (2)                          |                  |
| Balance at end of period                          | \$ 48                     | \$ 35            | \$ 48                        | \$ 35            |

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**12. Retirement Plans**

The net periodic benefit cost for all U.S. and non-U.S. defined benefit pension plans in the quarters ended June 25, 2010 and June 26, 2009 was as follows:

|                                     | <b>Defined Benefit Pension Plans</b> |                 |                       |                 |
|-------------------------------------|--------------------------------------|-----------------|-----------------------|-----------------|
|                                     | <b>U.S. Plans</b>                    |                 | <b>Non-U.S. Plans</b> |                 |
|                                     | <b>For the</b>                       |                 | <b>For the</b>        |                 |
|                                     | <b>Quarters Ended</b>                |                 | <b>Quarters Ended</b> |                 |
|                                     | <b>June 25,</b>                      | <b>June 26,</b> | <b>June 25,</b>       | <b>June 26,</b> |
|                                     | <b>2010</b>                          | <b>2009</b>     | <b>2010</b>           | <b>2009</b>     |
|                                     | (in millions)                        |                 |                       |                 |
| Service cost                        | \$ 1                                 | \$ 2            | \$ 15                 | \$ 15           |
| Interest cost                       | 14                                   | 15              | 21                    | 23              |
| Expected return on plan assets      | (15)                                 | (15)            | (14)                  | (16)            |
| Amortization of prior service costs |                                      |                 | (1)                   | (1)             |
| Amortization of net actuarial loss  | 9                                    | 3               | 8                     | 3               |
| Settlement/curtailment gain         |                                      |                 | (1)                   |                 |
| <b>Net periodic benefit cost</b>    | <b>\$ 9</b>                          | <b>\$ 5</b>     | <b>\$ 28</b>          | <b>\$ 24</b>    |

The net periodic benefit cost for all U.S. and non-U.S. defined benefit pension plans in the nine months ended June 25, 2010 and June 26, 2009 was as follows:

|                                     | <b>Defined Benefit Pension Plans</b> |                 |                          |                 |
|-------------------------------------|--------------------------------------|-----------------|--------------------------|-----------------|
|                                     | <b>U.S. Plans</b>                    |                 | <b>Non-U.S. Plans</b>    |                 |
|                                     | <b>For the</b>                       |                 | <b>For the</b>           |                 |
|                                     | <b>Nine Months Ended</b>             |                 | <b>Nine Months Ended</b> |                 |
|                                     | <b>June 25,</b>                      | <b>June 26,</b> | <b>June 25,</b>          | <b>June 26,</b> |
|                                     | <b>2010</b>                          | <b>2009</b>     | <b>2010</b>              | <b>2009</b>     |
|                                     | (in millions)                        |                 |                          |                 |
| Service cost                        | \$ 4                                 | \$ 5            | \$ 44                    | \$ 44           |
| Interest cost                       | 41                                   | 44              | 64                       | 67              |
| Expected return on plan assets      | (44)                                 | (46)            | (41)                     | (48)            |
| Amortization of prior service costs |                                      |                 | (1)                      | (1)             |
| Amortization of net actuarial loss  | 25                                   | 11              | 23                       | 10              |
| Settlement/curtailment loss (gain)  | 2                                    |                 | (2)                      |                 |
| <b>Net periodic benefit cost</b>    | <b>\$ 28</b>                         | <b>\$ 14</b>    | <b>\$ 87</b>             | <b>\$ 72</b>    |

The net periodic benefit cost for postretirement benefit plans was immaterial for the quarters and nine months ended June 25, 2010 and June 26, 2009.

The Company anticipates that, at a minimum, it will make the minimum required contributions to its pension plans in fiscal 2010 of \$3 million for U.S. plans and \$90 million for non-U.S. plans. During the nine months ended June 25, 2010, the Company contributed \$2 million to its U.S. plans and \$73 million to its non-U.S. plans.

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**12. Retirement Plans (Continued)**

The Company expects to make contributions to its postretirement benefit plans of \$2 million in fiscal 2010. During the nine months ended June 25, 2010, the Company contributed \$1 million to its postretirement benefit plans.

**13. Commitments and Contingencies**

**Tyco Electronics Legal Proceedings**

*Intellectual Property and Antitrust Litigation*

The Company is a party to a number of patent infringement and antitrust actions that may require the Company to pay damage awards. The Company has assessed the status of these matters and has recorded liabilities related to certain of these matters where appropriate.

*Other Matters*

The Company is a defendant in a number of other pending legal proceedings incidental to present and former operations, acquisitions, and dispositions. The Company does not expect the outcome of these proceedings, either individually or in the aggregate, to have a material adverse effect on its results of operations, financial position, or cash flows.

**Legal Matters under Separation and Distribution Agreement**

The Separation and Distribution Agreement among the Company, Tyco International, and Covidien provided for the allocation among the parties of Tyco International's assets, liabilities, and obligations attributable to periods prior to the Company's and Covidien's separations from Tyco International on June 29, 2007. Under the Separation and Distribution Agreement, the Company assumed the liability for, and control of, all pending and threatened legal matters at separation related to the Company's business or assumed or retained liabilities, and will indemnify the other parties for any liability arising out of or resulting from such assumed legal matters. Tyco Electronics remains responsible for 31% of certain potential liabilities that may arise from litigation pending or threatened at separation that was not allocated to one of the three parties, and Tyco International and Covidien are responsible for 27% and 42%, respectively, of such liabilities. If any party defaults in payment of its allocated share of any such liability, each non-defaulting party will be responsible for an equal portion of the amount in default together with any other non-defaulting party, although any such payments will not release the obligation of the defaulting party. Subject to the terms and conditions of the Separation and Distribution Agreement, Tyco International manages and controls all the legal matters related to the shared contingent liabilities, including the defense or settlement thereof, subject to certain limitations. All costs and expenses that Tyco International incurs in connection with the defense of such litigation, other than the amount of any judgment or settlement, which will be allocated in the manner described above, will be borne equally by Tyco International, Covidien, and the Company.

*Securities Proceedings and Settlements*

As previously reported in the Company's periodic filings, prior to the separation, Tyco International and certain of its former directors and officers were named as defendants in over 40

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. Commitments and Contingencies (Continued)**

purported securities class action lawsuits. As a part of the Separation and Distribution Agreement, any existing or potential liabilities related to the securities class actions were allocated among Tyco International, Covidien, and the Company. The Company is responsible for 31% of potential liabilities that may arise upon the resolution of remaining pending litigation. In 2007, Tyco International settled 32 of the purported securities class action lawsuits arising from the actions alleged to have been taken by its prior management in a class action settlement, for which the Company was responsible for 31% of the settlement amount. A number of individuals and entities who opted out of the class action settlement filed actions against Tyco International and/or Tyco International, Covidien, and the Company, all of which actions have been settled subsequently. In the third quarter of fiscal 2010, Tyco International settled the remaining significant securities lawsuit, a class action captioned *Stumpf v. Tyco International Ltd., et al.*, for \$79 million, with the Company being responsible for \$24 million, pursuant to the sharing formula in the Separation and Distribution Agreement. The settlement agreement provides that a portion of the settlement fund will be set aside for potential opt-out claims. The Company cannot predict presently if any opt-out claims will be made and whether opt-out claims will exceed the amount allocated for such claims, requiring the Company to fund any portion under the sharing formula in the Separation and Distribution Agreement. During the second quarter of fiscal 2009, the Company recorded reserves totaling \$375 million representing the best estimate of probable loss for the then remaining securities litigation claims, including the *Stumpf* case, subject to the Separation and Distribution Agreement. As of June 25, 2010, there were no remaining significant securities lawsuits outstanding and the Company concluded that reserves of \$22 million could be released. Accordingly, pursuant to the sharing formula, the Company recorded income of \$7 million during the third quarter of fiscal 2010.

***Compliance Matters***

As previously reported in the Company's periodic filings, Tyco International received and has responded to various allegations that certain improper payments were made by Tyco International subsidiaries, including Tyco Electronics subsidiaries, in recent years prior to the separation. Tyco International reported to the U.S. Department of Justice and the Securities and Exchange Commission ("SEC") the investigative steps and remedial measures that it had taken in response to the allegations, including that it retained outside counsel to perform a company-wide baseline review of its policies, controls, and practices with respect to compliance with the Foreign Corrupt Practices Act ("FCPA"), and that it would continue to investigate and make periodic progress reports to these agencies. To date, the Company's baseline review has revealed that some of the Company's former business practices may not comply with FCPA requirements. At this time, the Company cannot predict the outcome of these matters and other allegations reported to regulatory and law enforcement authorities and therefore cannot estimate the range of potential loss or extent of risk, if any, that may result from an adverse resolution of these matters. However, it is possible that the Company may be required to pay judgments, suffer penalties, or incur settlements in amounts that may have a material adverse effect on the Company's results of operations, financial position, or cash flows. Any judgment, settlement, or other cost incurred by Tyco International in connection with these matters not specifically allocated to Tyco International, Covidien, or the Company would be subject to the liability sharing provisions of the Separation and Distribution Agreement.

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. Commitments and Contingencies (Continued)**

**Income Taxes**

In prior years, in connection with the IRS audit of various fiscal years, Tyco International submitted to the IRS proposed adjustments to prior period U.S. federal income tax returns resulting in a reduction in the taxable income previously filed. The IRS accepted substantially all of the proposed adjustments for fiscal 1997 through 2000 for which the IRS had completed its field work. On the basis of previously accepted amendments, the Company has determined that acceptance of adjustments presented for additional periods through fiscal 2005 is probable and, accordingly, has recorded them, as well as the impacts of the adjustments accepted by the IRS, on the Condensed Consolidated Financial Statements.

Tyco International continues to complete proposed adjustments to the remainder of its U.S. federal income tax returns and in fiscal 2009 and 2008, proposed certain adjustments to the returns. In addition, in fiscal 2008, Tyco International, Covidien, and the Company completed and filed certain fiscal 2007 U.S. consolidated federal and state income tax returns which included a combination of Tyco International, Covidien, and the Company's subsidiaries.

As the Company's tax return positions continue to be updated for periods prior to the separation, additional adjustments may be identified and recorded on the Condensed Consolidated Financial Statements. While the final adjustments cannot be determined until the income tax return amendment process is completed, the Company believes that any resulting adjustments will not have a material impact on its results of operations, financial position, or cash flows. Additionally, adjustments may be recorded in shareholders' equity in the future for the impact of filing final or amended income tax returns in certain jurisdictions where those returns include a combination of Tyco International, Covidien, and/or the Company's subsidiaries for the periods prior to the separation.

During fiscal 2007, the IRS concluded its field examination of certain of Tyco International's U.S. federal income tax returns for the years 1997 through 2000 and issued anticipated Revenue Agent Reports which reflect the IRS' determination of proposed tax adjustments for the periods under audit. Tyco International has agreed with the IRS on adjustments totaling \$498 million. It is the Company's understanding that Tyco International has appealed other proposed adjustments totaling approximately \$1 billion and is vigorously defending its prior filed tax return positions. Additionally, the IRS proposed civil fraud penalties against Tyco International arising from alleged actions of former executives in connection with certain intercompany transfers of stock in 1998 and 1999. Any penalty imposed would be subject to sharing with Tyco International and Covidien under the Tax Sharing Agreement. It is the Company's understanding that Tyco International is vigorously opposing the assertion of any such penalties.

It is the Company's understanding that Tyco International has made progress during fiscal 2010 towards resolving several of the disputed tax issues for the years 1997 through 2000 and it could reach agreement with the IRS on these matters within the next twelve months. In addition, the IRS continues to audit certain Tyco International income tax returns for the years 2001 through 2004, and its field examination for this period could be completed within the next twelve months.

The Company continues to believe that the amounts recorded in its Condensed Consolidated Financial Statements relating to the matters discussed above are appropriate. However, the ultimate



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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. Commitments and Contingencies (Continued)**

resolution is uncertain and could result in a material impact to the Company's results of operations, financial position, or cash flows.

**Environmental Matters**

The Company is involved in various stages of investigation and cleanup related to environmental remediation matters at a number of sites. The ultimate cost of site cleanup is difficult to predict given the uncertainties regarding the extent of the required cleanup, the interpretation of applicable laws and regulations, and alternative cleanup methods. As of June 25, 2010, the Company concluded that it was probable that it would incur remedial costs in the range of \$12 million to \$24 million. As of June 25, 2010, the Company concluded that the best estimate within this range is \$14 million, of which \$3 million is included in accrued and other current liabilities and \$11 million is included in other liabilities on the Condensed Consolidated Balance Sheet. In view of the Company's financial position and reserves for environmental matters of \$14 million, the Company believes that any potential payment of such estimated amounts will not have a material adverse effect on its results of operations, financial position, or cash flows.

**Matters Related to the Company's Former Wireless Systems Business**

Certain liabilities and contingencies related to the Company's former Wireless Systems business were retained by the Company when this business was sold in the third quarter of fiscal 2009. These include certain retained liabilities related to the State of New York contract and a contingent purchase price commitment related to the acquisition of Com-Net by the Wireless Systems business in 2001. See additional information below. Also, see Note 5 for additional information regarding the divestiture of the Wireless Systems business.

*State of New York Contract*

On September 19, 2005, the Company was awarded a twenty-year lease contract with the State of New York to construct, operate, and maintain a statewide wireless communications network for use by state and municipal first responders. On August 29, 2008, the Company was served by the State with a default notice related to the first regional network, pursuant to the contract. Under the terms of the contract, the Company had 45 days to rectify the purported deficiencies noted by the State. On October 16, 2008, the Company informed the State that all technical deficiencies had been remediated and the system was operating in accordance with the contract specifications and certified the system ready for testing. The State conducted further testing during November and December 2008. On January 15, 2009, the State notified the Company that, in the State's opinion, the Company had not fully remediated the issues cited by the State and it had determined that the Company was in default of the contract and that it had exercised its right to terminate the contract. The State contends that it has the right under the contract to recoup costs incurred by the State in conjunction with the implementation of the network, and as a result of this contention, on January 16, 2009, the State drew down \$50 million against an irrevocable standby letter of credit funded by the Company. The State has the ability to draw up to an additional \$50 million against the standby letter of credit, although the Company disputes that the State has any basis to do so.

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. Commitments and Contingencies (Continued)**

On February 13, 2009, the Company filed a claim in the New York Court of Claims, seeking over \$100 million in damages, and alleging a number of causes of action, including breach of contract, unjust enrichment, defamation, conversion, breach of the covenant of good faith and fair dealing, the imposition of a constructive trust, and seeking a declaration that the State terminated the contract "for convenience." On September 25, 2009, the Court granted the State's motion to dismiss all counts of the complaint, with the exception of the breach of contract claims. On November 16, 2009, the State filed an answer to the complaint and counterclaim. The counterclaim asserts a claim for breach of contract and alleges that the State has incurred damages in excess of \$275 million. The Company believes that the counterclaim is without merit and intends to vigorously pursue its claims in this matter. The parties are now proceeding with discovery.

As a result of these actions, in the first quarter of fiscal 2009, the Company recorded pre-tax charges totaling \$111 million associated with this contract. These charges are reflected in loss from discontinued operations on the Condensed Consolidated Statement of Operations as a result of the Company's sale of the Wireless Systems business. See Note 5 for further discussion of discontinued operations and the sale of the Wireless Systems business. The charges included an impairment charge of \$61 million to write-off all costs incurred in constructing the network as well as a charge equal to the amount drawn by the State against the standby letter of credit of \$50 million. The assets related to the impairment charge were previously reflected primarily as inventory on the Condensed Consolidated Balance Sheet.

***Com-Net***

At June 25, 2010, the Company had a contingent purchase price commitment of \$80 million related to its fiscal 2001 acquisition of Com-Net. This represents the maximum amount payable to the former shareholders of Com-Net only after the construction and installation of a communications system for the State of Florida is finished and the State of Florida has approved the system based on the guidelines set forth in the contract. Under the terms of the purchase and sale agreement, the Company does not believe it has any obligation to the sellers. However, the sellers have contested the Company's position and initiated a lawsuit in June 2006 in the Court of Common Pleas in Allegheny County, Pennsylvania, which is in the motion pleading and discovery phase. A liability for this contingency has not been recorded on the Condensed Consolidated Financial Statements as the Company does not believe that any payment is probable or estimable at this time.

**14. Financial Instruments**

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable, debt, and derivative financial instruments. The fair value of cash and cash equivalents, accounts receivable, and accounts payable approximated book value as of June 25, 2010 and September 25, 2009. See Note 10 for disclosure of the fair value of debt and Note 15 for additional information on fair value measurements.

The Company uses derivative and non-derivative financial instruments to manage certain exposures to foreign currency, interest rate, and commodity risks.

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. Financial Instruments (Continued)**

The Company accounts for derivative financial instrument contracts on its Condensed Consolidated Balance Sheets at fair value. For instruments not designated as hedges under ASC 815, *Derivatives and Hedging*, the changes in the instruments' fair value are generally recognized currently in earnings. For instruments designated as cash flow hedges, the effective portion of changes in the fair value of a derivative is recorded in other comprehensive income and reclassified into earnings in the same period or periods during which the underlying hedged item affects earnings. Ineffective portions, including amounts excluded from the hedging relationship, of a cash flow hedge are recognized currently in earnings. Changes in the fair value of instruments designated as fair value hedges affect the carrying value of the asset or liability hedged, with changes in both the derivative instrument and the hedged asset or liability being recognized in earnings.

The cash flows related to derivative financial instruments are reported in the operating activities section of the Condensed Consolidated Statements of Cash Flows.

The Company's derivative financial instruments present certain market and counterparty risks; however, concentration of counterparty risk is mitigated as the Company deals with financial institutions worldwide, substantially all of which have long-term Standard & Poor's, Moody's, and/or Fitch credit ratings of A/A2 or higher. In addition, only conventional derivative financial instruments are utilized. The Company is exposed to potential losses if a counterparty fails to perform according to the terms of its agreement. With respect to counterparty net asset positions recognized at June 25, 2010, the Company has assessed the likelihood of counterparty default as remote. The Company currently provides guarantees from a wholly-owned subsidiary to the counterparties to its commodity swap derivatives. The likelihood of performance on those guarantees has been assessed as remote. For all other derivative instruments, at this time, the Company is not required, nor does it require, collateral or other security to be furnished by the counterparties to its derivative financial instruments.

***Foreign Exchange Risks***

As part of managing the exposure to changes in foreign currency exchange rates, the Company utilizes foreign currency forward and swap contracts, a portion of which are designated as cash flow hedges. The objective of these contracts is to minimize impacts to cash flows and profitability due to changes in foreign currency exchange rates on intercompany transactions, accounts receivable, accounts payable, and other cash transactions.

The Company expects that significantly all of the balance in accumulated other comprehensive income associated with the cash flow hedge-designated instruments addressing foreign exchange risks will be reclassified into the Condensed Consolidated Statements of Operations within the next twelve months.

***Interest Rate Risk Management***

The Company issues debt, from time to time, in capital markets to fund its operations. Such borrowings can result in interest rate exposure. To manage the interest rate exposure and to minimize overall interest cost, the Company uses interest rate swaps to convert a portion of fixed-rate debt into variable-rate debt (via fair value hedge designation) and/or convert a portion of variable-rate debt into fixed-rate debt (via cash flow hedge designation). The Company also uses interest rate swaps and

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. Financial Instruments (Continued)**

swaptions to manage interest rate exposure in periods prior to the anticipated issuance of fixed-rate debt (via cash flow hedge designation).

During the first nine months of fiscal 2010, the Company purchased swaptions and entered into forward starting interest rate swaps to manage interest rate exposure prior to the probable issuance of fixed-rate debt when the Company's 6.00% senior notes mature in fiscal 2012. These swaptions and forward starting interest rate swaps are based on a total notional amount of \$400 million. These swaptions and forward starting interest rate swaps were designated as cash flow hedges of the probable interest payments. Premiums of \$6 million paid to enter into the swaptions will be recognized as interest expense over the term of the swaptions. As of June 25, 2010, the Company's swaptions were in an asset position of \$3 million and the forward starting interest rate swaps were in a liability position of \$5 million. The effective portion of swaptions and forward starting interest rate swaps is recorded in accumulated other comprehensive income and will be recognized in earnings as interest expense over the term of the anticipated debt issuance. There were no outstanding interest rate swaps designated as cash flow hedges as of September 25, 2009.

Also during the first nine months of fiscal 2010, the Company entered into an interest rate swap designated as a fair value hedge on \$50 million principal amount of the 6.00% senior notes. The maturity date of the interest rate swaps coincides with the maturity date of the underlying debt. Under this agreement, the Company receives fixed rates of interest applicable to the underlying debt and pays floating rates of interest based on the one month U.S. Dollar London interbank offered rate. As of June 25, 2010, this interest rate swap was in an asset position of \$2 million. As of September 25, 2009, the Company had no outstanding interest rate swaps designated as fair value hedges.

During the first quarter of fiscal 2009, the Company terminated interest rate swaps designated as fair value hedges on \$300 million principal amount of the 6.55% senior notes and \$200 million principal amount of the 6.00% senior notes. Prior to the termination, the interest rate swaps were marked to fair value, resulting in premiums of \$49 million and \$14 million associated with the 6.55% senior notes and 6.00% senior notes, respectively. The premiums are recognized as a reduction in interest expense over the life of the respective notes. As a result of the termination of the interest rate swaps, the Company recognized reductions in interest expense of \$2 million during the quarters ended June 25, 2010 and June 26, 2009 and \$5 million and \$7 million during the nine months ended June 25, 2010 and June 26, 2009, respectively, on the Condensed Consolidated Statements of Operations.

During fiscal 2007, in anticipation of issuing fixed-rate debt, the Company entered into and, concurrent with the Company's fixed-rate debt issuance, terminated forward starting interest rate swaps to hedge the variability in interest expense that would result from changes in interest rates between the date of the swap and the Company's anticipated date of issuing fixed-rate debt. These forward starting interest rate swaps were designated as effective hedges of the probable interest payments. Upon the issuance of the Company's senior notes in September 2007, these swaps were terminated for a cash payment of \$54 million. The effective portion of these swaps of \$53 million was recorded in accumulated other comprehensive income and is recognized in earnings as interest expense over the remaining term of the related debt instruments. The Company recognized interest expense of \$1 million and \$2 million in the quarters ended June 25, 2010 and June 26, 2009, respectively, and \$4 million and \$5 million during the nine months ended June 25, 2010 and June 26, 2009, respectively, on the Condensed Consolidated Statements of Operations, related to the terminated forward starting interest rate swaps.

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. Financial Instruments (Continued)**

The Company also utilizes interest rate swap and swaption contracts, a portion of which are designated as cash flow hedges, to manage interest rate exposure on cash and cash equivalents. Premiums received related to swaptions are recognized as interest income over the term of the swaptions. Ineffectiveness that may arise is recognized prospectively in interest income. The effective portion of the derivatives designated as cash flow hedges is recorded in accumulated other comprehensive income and will be recognized in earnings as interest income over the term of the instrument. Premiums received, ineffective amounts recognized in earnings, and amounts recorded in accumulated other comprehensive income were not material during the quarter and nine months ended June 25, 2010. The fair value of the contracts was not material as of June 25, 2010; no such contracts existed as of September 25, 2009.

*Hedges of Net Investment*

The Company hedges its net investment in certain foreign operations using intercompany non-derivative financial instruments denominated in the same currencies. The aggregate notional value of these hedges was \$1,426 million and \$1,027 million at June 25, 2010 and September 25, 2009, respectively. The Company reclassified foreign exchange gains of \$28 million and losses of \$38 million during the quarters ended June 25, 2010 and June 26, 2009, respectively, and gains of \$82 million and losses of \$17 million during the nine months ended June 25, 2010 and June 26, 2009, respectively. These amounts were recorded as currency translation, a component of accumulated other comprehensive income, offsetting foreign exchange gains or losses attributable to the translation of the net investment. See additional information in Note 19.

*Commodity Hedges*

As part of managing the exposure to certain commodity price fluctuations, the Company utilizes commodity swap contracts, all of which are designated as cash flow hedges. The objective of these contracts is to minimize impacts to cash flows and profitability due to changes in prices of commodities used in production.

At June 25, 2010 and September 25, 2009, the Company's commodity hedges had notional values of \$102 million and \$29 million, respectively. The Company expects that significantly all of the balance in accumulated other comprehensive income associated with the commodities hedges will be reclassified into the Condensed Consolidated Statements of Operations within the next twelve months.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. Financial Instruments (Continued)***Derivative Instrument Summary*

The fair value of the Company's derivative instruments as of June 25, 2010 and September 25, 2009 is summarized below.

|  | June 25, 2010                                      |  | September 25, 2009                                 |  |
|--|--|--|--|--|
|  | Fair Value<br>of Asset<br>Positions <sup>(1)</sup> | Fair Value<br>of Liability<br>Positions <sup>(2)</sup> | Fair Value<br>of Asset<br>Positions <sup>(1)</sup> | Fair Value<br>of Liability<br>Positions <sup>(2)</sup> |
|  | (in millions)                                      |  |  |  |
| Derivatives designated as hedging instruments:             |  |  |  |  |
| Foreign currency contracts <sup>(3)</sup>                  | \$ 1   | \$   | \$ 4   | \$ 2   |
| Interest rate swaps and swaptions                          | 5  | 5  |  |  |
| Commodity swap contracts <sup>(3)</sup>                    | 11   |  | 1  |  |
| <b>Total derivatives designated as hedging instruments</b> | <b>17</b>  | <b>5</b>   | <b>5</b>   | <b>2</b>   |
| Derivatives not designated as hedging instruments:         |  |  |  |  |
| Foreign currency contracts <sup>(3)</sup>                  | 2  | 1  | 8  | 11   |
| <b>Total derivatives</b>                                   | <b>\$ 19</b>                                       | <b>\$ 6</b>  | <b>\$ 13</b>                                       | <b>\$ 13</b>   |

- (1) All foreign currency and commodity swap derivatives in asset positions are recorded in prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets, except where a right of offset against liability positions exists. As disclosed in Note 15, derivative instruments in prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets totaled \$13 million and \$4 million at June 25, 2010 and September 25, 2009, respectively. Interest rate swap and swaption derivatives in asset positions totaled \$5 million at June 25, 2010 and are recorded in other assets on the Condensed Consolidated Balance Sheets.
- (2) All foreign currency and commodity swap derivatives in liability positions are recorded in accrued and other current liabilities on the Condensed Consolidated Balance Sheet, except where a right of offset against asset positions exists. As disclosed in Note 15, derivative instruments in accrued and other current liabilities on the Condensed Consolidated Balance Sheets totaled \$4 million at September 25, 2009. Derivative instruments in accrued and other current liabilities at June 25, 2010 were not material. All interest rate swap derivatives in liability positions totaled \$5 million at June 25, 2010 and are recorded in other liabilities on the Condensed Consolidated Balance Sheets.
- (3) Contracts are presented gross without regard to any right of offset that exists.

The effects of derivative instruments designated as fair value hedges on the Condensed Consolidated Statement of Operations for the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

| Gain (Loss) Recognized<br>For the<br>Quarters Ended | For the<br>Nine Months Ended |
|---|------------------------------|
|---|------------------------------|

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| Derivatives Designated<br>as Fair Value Hedges | Location         | June 25,<br>2010 | June 26,<br>2009 | June 25,<br>2010 | June 26,<br>2009 |
|--|------------------|------------------|------------------|------------------|------------------|
| (in millions)                                  |                  |                  |                  |                  |                  |
| Interest rate swaps <sup>(1)</sup>             | Interest expense | \$ 2             | \$ 2             | \$ 5             | \$ 7             |

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(1) Certain interest rate swaps were terminated in December 2008. See discussion above. Terminated interest rate swaps resulted in all gains presented in this table. Interest rate swaps in place at June 25, 2010 had no gain or loss recognized in the Condensed Consolidated Statement of Operations during the quarter and nine months ended June 25, 2010.

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 14. Financial Instruments (Continued)

The effects of derivative instruments designated as cash flow hedges on the Condensed Consolidated Statement of Operations for the quarters ended June 25, 2010 and June 26, 2009 were as follows:

| Derivatives Designated<br>as Cash Flow Hedges          | Gain (Loss)<br>Recognized in<br>OCI (Effective<br>Portion) | Gain (Loss) Reclassified<br>from Accumulated<br>OCI into Income<br>(Effective Portion) | Gain (Loss) Recognized<br>in Income (Ineffective<br>Portion and Amount Excluded<br>From Effectiveness Testing) |                              |               |
|--|--|--|--|------------------------------|---------------|
|  | Amount   | Location   | Amount   |                              |               |
| (in millions)  |  |  |  |                              |               |
| For the Quarter Ended June 25, 2010:                   |  |  |  |                              |               |
| Foreign currency contracts                             | \$   | Cost of sales  | \$ 1   | Cost of sales <sup>(1)</sup> | \$            |
| Commodity swap contracts                               | 13   | Cost of sales  | 4  | Cost of sales                |               |
| Interest rate swaps and<br>swaptions <sup>(2)</sup>    | (8)  | Interest expense   | (1)  | Interest expense             | (1)           |
| <b>Total</b>   | <b>\$ 5</b>  |  | <b>\$ 4</b>  |                              | <b>\$ (1)</b> |
| For the Quarter Ended June 26, 2009:                   |  |  |  |                              |               |
| Foreign currency contracts                             | \$   | Cost of sales  | \$ (2)   | Cost of sales <sup>(1)</sup> | \$            |
| Commodity swap contracts                               |  | Cost of sales  | 1  | Cost of sales                |               |
| Forward starting interest rate<br>swaps <sup>(2)</sup> |  | Interest expense   | (2)  | Interest expense             |               |
| <b>Total</b>   | <b>\$</b>  |  | <b>\$ (3)</b>  |                              | <b>\$</b>     |

(1) Depending on the nature of the hedge, ineffectiveness is recorded in cost of sales or selling, general, and administrative expenses.

(2) Certain forward starting interest rate swaps were terminated in September 2007. See discussion above. Terminated forward starting interest rate swaps resulted in losses of \$1 million and \$2 million reflected in interest expense in the quarters ended June 25, 2010 and June 26, 2009, respectively. Forward starting interest rate swaps in place at June 25, 2010 resulted in losses of \$6 million in other comprehensive income related to the effective portions of the hedge during the period. Interest rate swaptions in place at June 25, 2010 resulted in losses of \$2 million in other comprehensive income related to the effective portions of the hedge and losses of \$1 million in interest expense as a result of amounts excluded from the hedging relationship during the period.



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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 14. Financial Instruments (Continued)

The effects of derivative instruments designated as cash flow hedges on the Condensed Consolidated Statement of Operations for the nine months ended June 25, 2010 and June 26, 2009 were as follows:

| Derivatives Designated<br>as Cash Flow Hedges          | Gain (Loss)<br>Recognized in<br>OCI (Effective<br>Portion) | Gain (Loss) Reclassified<br>from Accumulated<br>OCI into Income<br>(Effective Portion) | Gain (Loss) Recognized<br>in Income (Ineffective<br>Portion and Amount Excluded<br>From Effectiveness Testing) |
|--|--|--|--|
|  | Amount   | Location   | Amount   |
| (in millions)  |  |  |  |
| For the Nine Months Ended June 25, 2010:               |  |  |  |
| Foreign currency contracts                             | \$ (1)   | Cost of sales  | \$ 1   |
| Commodity swap contracts                               | 17   | Cost of sales  | 7  |
| Interest rate swaps and<br>swaptions <sup>(2)</sup>    | (5)  | Interest expense   | (4)  |
| Total  | \$ 11  |  | \$ (3)   |
| For the Nine Months Ended June 26, 2009:               |  |  |  |
| Foreign currency contracts                             | \$ (1)   | Cost of sales  | \$ (2)   |
| Commodity swap contracts                               | 1  | Cost of sales  | 2  |
| Forward starting interest rate<br>swaps <sup>(2)</sup> |  | Interest expense   | (5)  |
| Total  | \$   |  | \$ (5)   |

(1) Depending on the nature of the hedge, ineffectiveness is recorded in cost of sales or selling, general, and administrative expenses.

(2) Certain forward starting interest rate swaps were terminated in September 2007. See discussion above. Terminated forward starting interest rate swaps resulted in losses of \$4 million and \$5 million reflected in interest expense during the nine months ended June 25, 2010 and June 26, 2009, respectively. Forward starting interest rate swaps in place at June 25, 2010 resulted in losses of \$5 million in other comprehensive income related to the effective portions of the hedge during the period. Interest rate swaptions in place at June 25, 2010 resulted in no gains or losses in other comprehensive income related to the effective portions of the hedge and losses of \$3 million in interest expense as a result of amounts excluded from the hedging relationship during the period.

The effects of derivative instruments not designated as hedging instruments on the Condensed Consolidated Statement of Operations for the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

| Derivatives not Designated as<br>Hedging Instruments | Location | Gain (Loss) Recognized<br>For the  |                  | For the                               |                  |
|--|----------|------------------------------------|------------------|---------------------------------------|------------------|
|  |          | Quarters Ended<br>June 25,<br>2010 | June 26,<br>2009 | Nine Months Ended<br>June 25,<br>2010 | June 26,<br>2009 |
| (in millions)  |          |                                    |                  |                                       |                  |
| Foreign currency contracts                           |          | \$ 7                               | \$ (4)           | \$ 12                                 | \$ (176)         |

Selling, general, and  
administrative expenses

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Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****14. Financial Instruments (Continued)**

During the nine months ended June 26, 2009, the Company incurred losses of \$176 million as a result of marking foreign currency derivatives not designated as hedging instruments to fair value, particularly derivatives related to certain Eastern European currencies. These losses were largely offset by the gains realized as a result of re-measuring the underlying assets and liabilities denominated in foreign currencies to primarily the Euro or U.S. Dollar. These gains and losses were reflected in selling, general, and administrative expenses on the Condensed Consolidated Statements of Operations.

**15. Fair Value Measurements**

Guidance on fair value measurement in ASC 820 specifies a fair value hierarchy based upon the observability of the inputs utilized in valuation of certain assets and liabilities. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. Fair value measurements are classified under the following hierarchy:

Level 1 Quoted prices in active markets for identical assets and liabilities.

Level 2 Quoted prices in active markets for similar assets and liabilities, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flows methodologies, and similar techniques that use significant unobservable inputs.

Financial assets and liabilities recorded at fair value on a recurring basis were as follows:

| Description                       | Fair Value Measurements<br>Using Inputs Considered as |         |         | Fair Value |
|-----------------------------------|---|---------|---------|------------|
|                                   | Level 1   | Level 2 | Level 3 |            |
| (in millions)                     |   |         |         |            |
| June 25, 2010:                    |   |         |         |            |
| Assets:                           |   |         |         |            |
| Commodity swap contracts          | \$ 11   | \$      | \$      | \$ 11      |
| Interest rate swaps and swaptions |   | 5       |         | 5          |
| Foreign currency contracts        |   | 2       |         | 2          |
| Rabbi trust assets                | 7   | 77      |         | 84         |
| Total assets at fair value        | \$ 18   | \$ 84   | \$      | \$ 102     |
| Liabilities:                      |   |         |         |            |
| Interest rate swaps and swaptions | \$  | \$ 5    | \$      | \$ 5       |
| September 25, 2009:               |   |         |         |            |
| Assets:                           |   |         |         |            |
| Commodity swap contracts          | \$ 1  | \$      | \$      | \$ 1       |
| Foreign currency contracts        |   | 3       |         | 3          |

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|                    |   |    |    |
|--------------------|---|----|----|
| Rabbi trust assets | 7 | 69 | 76 |
|--------------------|---|----|----|

|                            |      |       |       |
|----------------------------|------|-------|-------|
| Total assets at fair value | \$ 8 | \$ 72 | \$ 80 |
|----------------------------|------|-------|-------|

Liabilities:

|                            |      |      |
|----------------------------|------|------|
| Foreign currency contracts | \$ 4 | \$ 4 |
|----------------------------|------|------|

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**15. Fair Value Measurements (Continued)**

The Company did not have significant financial assets or liabilities that are measured at fair value on a non-recurring basis.

The following is a description of the valuation methodologies used for the respective financial assets and liabilities measured at fair value on a recurring basis:

Commodity swap contracts Fair value of these assets and liabilities is determined using quoted prices on futures exchanges (level 1).

Interest rate swaps and swaptions Fair value of these assets is determined based on observable inputs other than quoted prices. The positions are primarily valued using market approach models that use readily observable interest rates as their basis (level 2).

Foreign currency contracts Fair value of these assets and liabilities is determined using the market approach. Values are based on observable market transactions of spot currency rates and forward rates (level 2).

Rabbi trust assets Rabbi trust assets are principally comprised of equity securities that are marked to fair value based on unadjusted quoted prices in active markets (level 1) and fixed income securities that are marked to fair value based on quoted market prices or other pricing determinations based on the results of market approach valuation models using observable market data such as recently reported trades, bid and offer information, and benchmark securities (level 2). During the third quarter of fiscal 2010, the Company concluded that fixed income securities reflect level 2 valuations and corrected amounts presented in fiscal 2009 to conform to the current year presentation.

The majority of derivatives entered into by the Company are valued using the over-the-counter quoted market prices for similar instruments. The Company does not believe that fair values of these derivative instruments materially differ from the amounts that could be realized upon settlement or maturity.

The Company adopted fair value recognition, measurement, and disclosure provisions for non-financial assets and liabilities on September 26, 2009. Assets and liabilities subject to this new guidance primarily include goodwill, indefinite-lived intangible assets, and long-lived assets measured at fair value for impairment assessments, and non-financial assets and liabilities measured at fair value in business combinations. Adoption of these provisions did not have a material impact on the Company's results of operations, financial position, or cash flows.

As of June 25, 2010, the Company did not have any non-financial assets or liabilities that are measured at fair value.

During the nine months ended June 25, 2010, the Company used significant other observable inputs (level 2) to calculate a \$12 million impairment charge related to the Dulmison connectors and fittings product line sold during the first quarter of fiscal 2010 for \$12 million. See Note 4 for additional information. There were no impairment charges recorded during the third quarter of fiscal 2010.

**16. Income Taxes**

The Company recorded a tax provision of \$144 million and \$6 million, an effective income tax rate of 30.3% and 19.4%, for the quarters ended June 25, 2010 and June 26, 2009, respectively. The



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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**16. Income Taxes (Continued)**

effective income tax rate for the quarter ended June 25, 2010 reflects a charge of \$124 million primarily associated with certain proposed adjustments to prior year income tax returns and related accrued interest as well as an income tax benefit of \$98 million recognized in connection with the completion of certain non-U.S. audits of prior year income tax returns. In addition, the effective income tax rate for the quarter ended June 25, 2010 reflects tax benefits recognized in connection with anticipated increased profitability in fiscal 2010 in certain entities operating in lower tax rate jurisdictions. The effective income tax rate for the quarter ended June 26, 2009 reflects the tax benefits recognized in connection with fiscal 2009 profitability in certain entities operating in lower tax rate jurisdictions partially offset by accruals of interest and taxes related to uncertain tax positions.

For the nine months ended June 25, 2010 and June 26, 2009, the Company recorded a tax provision of \$348 million, an effective income tax rate of 30.1%, and a tax benefit of \$570 million, an effective income tax rate of 15.2%, respectively. The effective income tax rate for the nine months ended June 25, 2010 reflects a charge of \$242 million primarily associated with certain proposed adjustments to prior year income tax returns and related accrued interest as well as an income tax benefit of \$98 million recognized in connection with the completion of certain non-U.S. audits of prior year income tax returns. In addition, the effective income tax rate for the nine months ended June 25, 2010 reflects an income tax benefit of \$72 million recognized in connection with a reduction in the valuation allowance associated with tax loss carryforwards in certain non-U.S. locations and tax benefits recognized in connection with anticipated increased profitability in fiscal 2010 in certain entities operating in lower tax rate jurisdictions. The effective income tax rate for the nine months ended June 26, 2009 was impacted by a \$3,547 million pre-tax impairment of goodwill for which a tax benefit was not fully recognized, as well as a \$144 million pre-tax charge related to pre-separation securities litigation, for which no tax benefit was recorded.

The Company records accrued interest as well as penalties related to uncertain tax positions as part of the provision for income taxes. As of June 25, 2010, the Company had recorded \$1,202 million of accrued interest and penalties related to uncertain tax positions on the Condensed Consolidated Balance Sheet, of which \$1,114 million was recorded in income taxes and \$88 million was recorded in accrued and other current liabilities. During the quarter and nine months ended June 25, 2010, the Company recognized \$57 million and \$175 million, respectively, of interest and penalties on the Condensed Consolidated Statements of Operations. As of September 25, 2009, the balance of accrued interest and penalties was \$1,033 million, of which \$1,032 million was recorded in income taxes and \$1 million was recorded in accrued and other current liabilities on the Condensed Consolidated Balance Sheet.

In fiscal 2007, the IRS concluded its field examination of certain of Tyco International's U.S. federal income tax returns for the years 1997 through 2000. Tyco International is in the process of appealing certain tax adjustments proposed by the IRS related to this period. In fiscal 2008, the IRS commenced its field examination of certain Tyco International U.S. federal income tax returns for the years 2001 through 2004. Tyco International's U.S. federal tax filings for years subsequent to 2004 also remain open to examination by the IRS. See Note 13 for additional information regarding the status of IRS examinations.

Although it is difficult to predict the timing or results of certain pending examinations, it is the Company's understanding that Tyco International has made progress during fiscal 2010 towards resolving with the IRS certain disputed tax adjustments related to Tyco International's U.S. federal

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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**16. Income Taxes (Continued)**

income tax returns for the years 1997 through 2000. Accordingly, Tyco International and the IRS could reach agreement on these matters within the next twelve months. In addition, the IRS continues to audit certain Tyco International income tax returns for the years 2001 through 2004, and its field examination for this period could be completed within the next twelve months. However, the ultimate resolution is uncertain and it is not possible to estimate the impact of an agreement with respect to the amount of unrecognized tax benefits on the Condensed Consolidated Balance Sheet as of June 25, 2010. The Company is not aware of any other matters that would result in significant changes to the amount of unrecognized tax benefits reflected on the Condensed Consolidated Balance Sheet as of June 25, 2010.

**17. Other Income, Net**

In the quarters ended June 25, 2010 and June 26, 2009, the Company recorded net other income of \$42 million and \$5 million, respectively, primarily consisting of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien. The income in the third quarter of fiscal 2010 reflects a net increase to the receivable from Tyco International and Covidien primarily related to certain proposed adjustments to prior period income tax returns and related accrued interest, partially offset by a decrease related to the completion of certain non-U.S. audits of prior year income tax returns.

In the nine months ended June 25, 2010, the Company recorded net other income of \$125 million, primarily consisting of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien. The income in the first nine months of fiscal 2010 reflects a net increase to the receivable from Tyco International and Covidien primarily related to certain proposed adjustments to prior period income tax returns and related accrued interest, partially offset by a decrease related to the completion of certain non-U.S. audits of prior year income tax returns. In the nine months ended June 26, 2009, the Company recorded net other income of \$7 million, primarily consisting of \$9 million of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien offset by \$2 million of unrealized losses on rabbi trust assets.

**18. Shareholders' Equity**

*Common Shares*

Subject to certain conditions specified in the articles of association, the shareholders have authorized the Company's board of directors to increase the Company's share capital (the value, in Swiss Francs ("CHF"), of authorized shares multiplied by the par value), by issuing up to 234 million conditional shares and up to 234 million authorized shares (until June 22, 2011). Although the Company states its par value in Swiss Francs, it continues to use the U.S. Dollar as its reporting currency for preparing its Condensed Consolidated Financial Statements.

*Common Shares Held in Treasury*

At June 25, 2010 and September 25, 2009, all common shares held in treasury were owned by a subsidiary of the Company. Shares held by the subsidiary are presented as treasury shares on the Condensed Consolidated Balance Sheet.

*Contributed Surplus*

Contributed surplus, subject to certain conditions, is a distributable reserve.



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**TYCO ELECTRONICS LTD.**

**NOTES TO CONDENSED CONSOLIDATED**

**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**18. Shareholders' Equity (Continued)**

*Distributions to Shareholders*

Under current Swiss law, distributions to shareholders made in the form of a reduction of registered share capital are exempt from Swiss withholding tax. Beginning on January 1, 2011, subject to the adoption of implementing regulations and amendments to Swiss tax law, distributions to shareholders made out of contributed surplus will be exempt from Swiss withholding tax. Distributions or dividends on the Company's shares must be approved by the Company's shareholders.

In October 2009, the Company's shareholders approved a cash distribution to shareholders in the form of a capital reduction to the par value of the Company's common shares of CHF 0.34 (equivalent to \$0.32) per share, payable in two equal installments in each of the first and second quarters of fiscal 2010. The Company paid the first and second installments of the distribution at a rate of \$0.16 per share each during the quarters ended December 25, 2009 and March 26, 2010. These capital reductions reduced the par value of the Company's common shares from CHF 2.43 (equivalent to \$2.24) to CHF 2.09 (equivalent to \$1.92).

In March 2010, the Company's shareholders approved a cash distribution to shareholders in the form of a capital reduction to the par value of the Company's common shares of CHF 0.72 (equivalent to \$0.64) per share, payable in four equal installments in each quarter beginning in the third quarter of fiscal 2010 through the second quarter of fiscal 2011. During the quarter ended June 25, 2010, the Company paid the first installment of this distribution at a rate of \$0.16 per share. This capital reduction reduced the par value of the Company's common shares from CHF 2.09 (equivalent to \$1.92) to CHF 1.91 (equivalent to \$1.76).

Upon approval by the shareholders of a cash distribution in the form of a capital reduction, the Company records a liability with a corresponding charge to common shares. The unpaid portion of the distribution, CHF 0.54 (equivalent to \$0.48) per share, is recorded in accrued and other current liabilities on the Condensed Consolidated Balance Sheet at June 25, 2010. There were no unpaid dividends and distributions to shareholders as of September 25, 2009.

*Share Repurchase Program*

During the third quarter and first nine months of fiscal 2010, the Company purchased approximately 8 million and 14 million, respectively, of its common shares for \$225 million and \$390 million, respectively, of which \$208 million and \$373 million, respectively, was paid as of June 25, 2010. During the third quarter of fiscal 2009, the Company did not purchase any of its common shares. During the first nine months of fiscal 2009, the Company purchased approximately 6 million of its common shares for \$125 million and also settled purchases of \$27 million of its common shares which occurred prior to the end of the fourth quarter of fiscal 2008. Since inception of the share repurchase program, which has a current authorization of \$2.0 billion, the Company has purchased approximately 57 million shares for \$1,784 million.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**19. Comprehensive Income (Loss)**

Comprehensive income (loss) consisted of the following:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Net income (loss)  | \$ 331                    | \$ (75)          | \$ 810                       | \$ (3,351)       |
| Currency translation <sup>(1)</sup>  | (123)                     | 137              | (285)                        | (349)            |
| Gain on cash flow hedges, net of income taxes  | 2                         | 3                | 6                            | 5                |
| Amortization of unrecognized pension and postretirement benefit costs, net of income taxes | 11                        | 4                | 31                           | 13               |
|  | 221                       | 69               | 562                          | (3,682)          |
| Less: comprehensive income attributable to noncontrolling interests                        | (1)                       | (2)              | (4)                          | (5)              |
| Comprehensive income (loss) attributable to Tyco Electronics Ltd.                          | \$ 220                    | \$ 67            | \$ 558                       | \$ (3,687)       |

(1) Includes hedge of net investment foreign exchange gains or losses, offsetting foreign exchange gains or losses attributable to the translation of the net investments.

**20. Earnings (Loss) Per Share**

Basic earnings (loss) per share is computed by dividing net income (loss) attributable to Tyco Electronics Ltd. by the basic weighted-average number of common shares outstanding. Diluted earnings (loss) per share is computed by dividing net income (loss) attributable to Tyco Electronics Ltd. by the weighted-average number of common shares outstanding adjusted for potentially dilutive unexercised share options and non-vested restricted share awards. The following table sets forth the denominators of the basic and diluted earnings (loss) per share computations:

|   | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|---|---------------------------|------------------|------------------------------|------------------|
|   | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|   | (in millions)             |                  |                              |                  |
| Weighted-average shares outstanding:      |                           |                  |                              |                  |
| Basic                                     | 451                       | 458              | 456                          | 458              |
| Share options and restricted share awards | 5                         | 1                | 4                            |                  |
| Diluted                                   | 456                       | 459              | 460                          | 458              |

Certain share options were not included in the computation of diluted earnings (loss) per share because the instruments' underlying exercise prices were greater than the average market prices of Tyco Electronics' common shares and inclusion would be antidilutive. Such shares not included in the computation were 17 million and 21 million as of June 25, 2010 and June 26, 2009, respectively.



Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****20. Earnings (Loss) Per Share (Continued)**

As a result of the Company's loss for the nine months ended June 26, 2009, non-vested restricted share awards and unexercised options to purchase Tyco Electronics' common shares with underlying exercise prices less than the average market prices were excluded from the calculation of diluted loss per share as inclusion of these share awards and options would have been antidilutive. Share awards and options not included in the computation were 1 million as of June 26, 2009.

**21. Share Plans**

Total share-based compensation costs included on the Condensed Consolidated Statements of Operations were \$16 million and \$12 million during the quarters ended June 25, 2010 and June 26, 2009, respectively. Total share-based compensation costs were \$47 million and \$40 million during the nine months ended June 25, 2010 and June 26, 2009, respectively, of which \$2 million was included in loss from discontinued operations for the nine months ended June 26, 2009. All share-based compensation costs in continuing operations are included in selling, general, and administrative expenses.

On March 10, 2010, the Company's shareholders approved a proposal to increase the number of shares issuable under the Tyco Electronics Ltd. 2007 Stock and Incentive Plan, as amended and restated (the "2007 Plan"), by 15 million shares. As of June 25, 2010, there were approximately 17 million shares available under the 2007 Plan.

***Restricted Share Awards***

A summary of the Company's outstanding restricted share awards as of June 25, 2010 and changes during the nine months then ended are presented below:

|                                  | Shares    | Weighted-Average<br>Grant-Date Fair Value |
|----------------------------------|-----------|---|
| Non-vested at September 25, 2009 | 4,252,190 | \$ 23.80                                  |
| Granted                          | 2,404,750 | 24.82                                     |
| Vested                           | (957,249) | 21.62                                     |
| Forfeited                        | (121,203) | 25.47                                     |
| Non-vested at June 25, 2010      | 5,578,488 | 24.58                                     |

As of June 25, 2010, there were \$78 million of unrecognized compensation costs related to non-vested Tyco Electronics restricted share awards. The cost is expected to be recognized over a weighted-average period of 2.4 years.

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**TYCO ELECTRONICS LTD.**  
**NOTES TO CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**21. Share Plans (Continued)***Share Options*

A summary of the Company's outstanding share option awards as of June 25, 2010 and changes during the nine months then ended are presented below:

|   | Shares      | Weighted-Average<br>Exercise Price | Weighted-Average<br>Remaining<br>Contractual<br>Term<br>(in years) | Aggregate<br>Intrinsic Value<br>(in millions) |
|---|-------------|------------------------------------|--|---|
| Outstanding at September 25, 2009                       | 25,635,095  | \$ 38.30                           |  |   |
| Granted   | 4,047,500   | 24.72                              |  |   |
| Exercised   | (865,605)   | 13.49                              |  |   |
| Expired   | (2,317,011) | 49.49                              |  |   |
| Forfeited   | (106,623)   | 24.80                              |  |   |
| Outstanding at June 25, 2010                            | 26,393,356  | 36.11                              | 5.1  | \$ 77   |
| Vested and non-vested expected to vest at June 25, 2010 | 25,487,583  | \$ 36.56                           | 5.1  | \$ 71   |
| Exercisable at June 25, 2010                            | 17,690,542  | \$ 42.12                           | 3.3  | \$ 26   |

As of June 25, 2010, there were \$39 million of total unrecognized compensation costs related to non-vested Tyco Electronics share options granted under Tyco Electronics share option plans. The cost is expected to be recognized over a weighted-average period of 2.1 years.

The grant-date fair value of each share option grant is estimated using the Black-Scholes-Merton option pricing model. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected share price volatility was calculated based on the historical volatility of the stock of a composite of peers of Tyco Electronics and implied volatility derived from exchange traded options on that same composite of peers. The average expected life was based on the contractual term of the option and expected employee exercise and post-vesting employment termination behavior. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term which approximates the expected life assumed at the date of grant. The expected annual dividend per share was based on Tyco Electronics' expected dividend rate. The compensation expense recognized is net of estimated forfeitures. Forfeitures are estimated based on voluntary termination behavior, as well as an analysis of actual option forfeitures.

The weighted-average grant-date fair value of options granted during the nine months ended June 25, 2010 and the weighted-average assumptions the Company used in the Black-Scholes-Merton option pricing model for the nine months then ended were as follows:

|  |         |
|--|---------|
| Weighted-average grant-date fair value | \$ 6.88 |
| Assumptions:                           |         |
| Expected share price volatility        | 37%     |
| Risk free interest rate                | 2.3%    |
| Expected annual dividend per share     | \$ 0.64 |
| Expected life of options (in years)    | 5.0     |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

**22. Segment Data**

During the second quarter of fiscal 2010, the Undersea Telecommunications segment was renamed Subsea Communications. This segment continues to design, manufacture, install, and maintain undersea communications solutions.

Net sales by segment for the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

|                       | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|-----------------------|---------------------------|------------------|------------------------------|------------------|
|                       | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|                       | (in millions)             |                  |                              |                  |
| Electronic Components | \$ 2,074                  | \$ 1,424         | \$ 5,969                     | \$ 4,329         |
| Network Solutions     | 442                       | 425              | 1,258                        | 1,283            |
| Specialty Products    | 398                       | 340              | 1,127                        | 1,053            |
| Subsea Communications | 170                       | 319              | 579                          | 893              |
| Total <sup>(1)</sup>  | \$ 3,084                  | \$ 2,508         | \$ 8,933                     | \$ 7,558         |

(1) Intersegment sales were not material and were recorded at selling prices that approximate market prices.

Operating income (loss) by segment for the quarters and nine months ended June 25, 2010 and June 26, 2009 were as follows:

|   | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                           |
|---|---------------------------|------------------|------------------------------|---------------------------|
|   | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009          |
|   | (in millions)             |                  |                              |                           |
| Electronic Components                       | \$ 298                    | \$ (82)          | \$ 723                       | \$ (3,754) <sup>(1)</sup> |
| Network Solutions                           | 60                        | 31               | 122                          | 96                        |
| Specialty Products                          | 66                        | 42               | 166                          | (13) <sup>(2)</sup>       |
| Subsea Communications                       | 36                        | 73               | 116                          | 165                       |
| Pre-separation litigation credits (charges) | 7                         |                  | 7                            | (144)                     |
| Total                                       | \$ 467                    | \$ 64            | \$ 1,134                     | \$ (3,650)                |

(1) Includes charges of \$3,435 million related to the impairment of goodwill.

(2) Includes charges of \$112 million related to the impairment of goodwill.

Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****22. Segment Data (Continued)**

Segment assets and a reconciliation of segment assets to total assets at June 25, 2010 and September 25, 2009 were as follows:

|                                     | June 25,<br>2010 | September 25,<br>2009 |
|-------------------------------------|------------------|-----------------------|
|                                     | (in millions)    |                       |
| Electronic Components               | \$ 4,511         | \$ 4,340              |
| Network Solutions                   | 872              | 929                   |
| Specialty Products                  | 643              | 624                   |
| Subsea Communications               | 563              | 628                   |
| Total segment assets <sup>(1)</sup> | 6,589            | 6,521                 |
| Other current assets                | 2,531            | 2,169                 |
| Other non-current assets            | 7,349            | 7,328                 |
| Total assets                        | \$ 16,469        | \$ 16,018             |

(1) Segment assets are comprised of accounts receivable, inventories, and property, plant, and equipment.

**23. Subsequent Event**

On July 12, 2010, the Company and a wholly-owned subsidiary (the "Purchaser") entered into an Agreement and Plan of Merger (the "Merger Agreement") with ADC Telecommunications, Inc. ("ADC") under which the Company agreed to acquire ADC for a total purchase price of approximately \$1.25 billion. Pursuant to the Merger Agreement, the Company and the Purchaser will commence a tender offer to purchase all of the issued and outstanding shares of ADC common stock at a purchase price of \$12.75 per share in cash followed by a merger of the Purchaser with and into ADC.

The transaction is expected to be completed during the first quarter of fiscal 2011. The consummation of the transaction is subject to various closing conditions including the tender of a majority of ADC's shares, the expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or other applicable antitrust laws, and other customary conditions. The Merger Agreement also includes customary termination provisions for both ADC and the Company and provides that, in connection with the termination of the Merger Agreement under specified circumstances, ADC will be required to pay the Company a termination fee of \$38 million.

Table of Contents**TYCO ELECTRONICS LTD.****NOTES TO CONDENSED CONSOLIDATED****FINANCIAL STATEMENTS (UNAUDITED) (Continued)****24. Tyco Electronics Group S.A.**

TEGSA, a Luxembourg company and 100%-owned subsidiary of Tyco Electronics Ltd., is a holding company that owns, directly or indirectly, all of the operating subsidiaries of Tyco Electronics Ltd. TEGSA is the obligor under the Company's senior notes and Credit Facility, which, including profit sharing notes issued by a subsidiary, are fully and unconditionally guaranteed by its parent, Tyco Electronics Ltd. The following tables present condensed consolidating financial information for Tyco Electronics Ltd., TEGSA, and all other subsidiaries that are not providing a guarantee of debt but which represent assets of TEGSA, using the equity method of accounting.

**CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Quarter Ended June 25, 2010**

|   | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total    |
|---|--------------------------|-----------------------------------|-----------------------|------------------------------|----------|
|   | (in millions)            |                                   |                       |                              |          |
| Net sales   | \$                       | \$                                | \$ 3,084              | \$                           | \$ 3,084 |
| Cost of sales   |                          |                                   | 2,099                 |                              | 2,099    |
| <b>Gross margin</b>                                       |                          |                                   | 985                   |                              | 985      |
| Selling, general, and administrative expenses             | 15                       | 3                                 | 357                   |                              | 375      |
| Research, development, and engineering expenses           |                          |                                   | 147                   |                              | 147      |
| Pre-separation litigation credits                         | (7)                      |                                   |                       |                              | (7)      |
| Restructuring and other charges, net                      |                          |                                   | 3                     |                              | 3        |
| <b>Operating income (loss)</b>                            | (8)                      | (3)                               | 478                   |                              | 467      |
| Interest income   |                          |                                   | 4                     |                              | 4        |
| Interest expense  |                          | (36)                              | (2)                   |                              | (38)     |
| Other income, net   |                          |                                   | 42                    |                              | 42       |
| Equity in net income of subsidiaries                      | 344                      | 358                               |                       | (702)                        |          |
| Intercompany interest and fees                            | (6)                      | 25                                | (19)                  |                              |          |
| <b>Income before income taxes</b>                         | 330                      | 344                               | 503                   | (702)                        | 475      |
| Income tax expense  |                          |                                   | (144)                 |                              | (144)    |
| <b>Net income</b>   | 330                      | 344                               | 359                   | (702)                        | 331      |
| Less: net income attributable to noncontrolling interests |                          |                                   | (1)                   |                              | (1)      |
| <b>Net income attributable to Tyco Electronics Ltd.</b>   | \$ 330                   | \$ 344                            | \$ 358                | \$ (702)                     | \$ 330   |



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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Quarter Ended June 26, 2009**

|   | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total    |
|---|--------------------------|-----------------------------------|-----------------------|------------------------------|----------|
|   | (in millions)            |                                   |                       |                              |          |
| Net sales   | \$                       | \$                                | \$ 2,508              | \$                           | \$ 2,508 |
| Cost of sales   |                          |                                   | 1,921                 |                              | 1,921    |
| <b>Gross margin</b>   |                          |                                   | 587                   |                              | 587      |
| Selling, general, and administrative expenses                       | 48                       | 3                                 | 279                   |                              | 330      |
| Research, development, and engineering expenses                     |                          |                                   | 130                   |                              | 130      |
| Restructuring and other charges, net                                |                          |                                   | 63                    |                              | 63       |
| <b>Operating income (loss)</b>                                      | (48)                     | (3)                               | 115                   |                              | 64       |
| Interest income   |                          |                                   | 4                     |                              | 4        |
| Interest expense  |                          | (38)                              | (4)                   |                              | (42)     |
| Other income, net   |                          |                                   | 5                     |                              | 5        |
| Equity in net income of subsidiaries                                | 75                       | 93                                |                       | (168)                        |          |
| Equity in net loss of subsidiaries of discontinued operations       | (100)                    | (100)                             |                       | 200                          |          |
| Intercompany interest and fees                                      | (4)                      | 23                                | (19)                  |                              |          |
| <b>Income (loss) from continuing operations before income taxes</b> | (77)                     | (25)                              | 101                   | 32                           | 31       |
| Income tax expense  |                          |                                   | (6)                   |                              | (6)      |
| <b>Income (loss) from continuing operations</b>                     | (77)                     | (25)                              | 95                    | 32                           | 25       |
| Loss from discontinued operations, net of income taxes              |                          |                                   | (100)                 |                              | (100)    |
| <b>Net loss</b>   | (77)                     | (25)                              | (5)                   | 32                           | (75)     |
| Less: net income attributable to noncontrolling interests           |                          |                                   | (2)                   |                              | (2)      |
| <b>Net loss attributable to Tyco Electronics Ltd.</b>               | \$ (77)                  | \$ (25)                           | \$ (7)                | \$ 32                        | \$ (77)  |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Nine Months Ended June 25, 2010**

|   | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total    |
|---|--------------------------|-----------------------------------|-----------------------|------------------------------|----------|
|   | (in millions)            |                                   |                       |                              |          |
| Net sales   | \$                       | \$                                | \$ 8,933              | \$                           | \$ 8,933 |
| Cost of sales   |                          |                                   | 6,149                 |                              | 6,149    |
| <b>Gross margin</b>                                       |                          |                                   | 2,784                 |                              | 2,784    |
| Selling, general, and administrative expenses             | 85                       | 10                                | 1,054                 |                              | 1,149    |
| Research, development, and engineering expenses           |                          |                                   | 427                   |                              | 427      |
| Pre-separation litigation credits                         | (7)                      |                                   |                       |                              | (7)      |
| Restructuring and other charges, net                      |                          |                                   | 81                    |                              | 81       |
| <b>Operating income (loss)</b>                            | (78)                     | (10)                              | 1,222                 |                              | 1,134    |
| Interest income   |                          |                                   | 14                    |                              | 14       |
| Interest expense  |                          | (109)                             | (6)                   |                              | (115)    |
| Other income, net   |                          |                                   | 125                   |                              | 125      |
| Equity in net income of subsidiaries                      | 898                      | 940                               |                       | (1,838)                      |          |
| Intercompany interest and fees                            | (14)                     | 77                                | (63)                  |                              |          |
| <b>Income before income taxes</b>                         | 806                      | 898                               | 1,292                 | (1,838)                      | 1,158    |
| Income tax expense  |                          |                                   | (348)                 |                              | (348)    |
| <b>Net income</b>   | 806                      | 898                               | 944                   | (1,838)                      | 810      |
| Less: net income attributable to noncontrolling interests |                          |                                   | (4)                   |                              | (4)      |
| <b>Net income attributable to Tyco Electronics Ltd.</b>   | \$ 806                   | \$ 898                            | \$ 940                | \$ (1,838)                   | \$ 806   |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Nine Months Ended June 26, 2009**

|   | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total      |
|---|--------------------------|-----------------------------------|-----------------------|------------------------------|------------|
|   | (in millions)            |                                   |                       |                              |            |
| Net sales   | \$                       | \$                                | \$ 7,558              | \$                           | \$ 7,558   |
| Cost of sales   |                          |                                   | 5,713                 |                              | 5,713      |
| <b>Gross margin</b>   |                          |                                   | 1,845                 |                              | 1,845      |
| Selling, general, and administrative expenses                 | 76                       | 7                                 | 987                   |                              | 1,070      |
| Research, development, and engineering expenses               |                          |                                   | 405                   |                              | 405        |
| Pre-separation litigation charges                             | 144                      |                                   |                       |                              | 144        |
| Restructuring and other charges, net                          |                          |                                   | 329                   |                              | 329        |
| Impairment of goodwill  |                          |                                   | 3,547                 |                              | 3,547      |
| <b>Operating loss</b>   | (220)                    | (7)                               | (3,423)               |                              | (3,650)    |
| Interest income   |                          |                                   | 13                    |                              | 13         |
| Interest expense  |                          | (116)                             | (9)                   |                              | (125)      |
| Other income, net   |                          |                                   | 7                     |                              | 7          |
| Equity in net loss of subsidiaries                            | (2,947)                  | (2,875)                           |                       | 5,822                        |            |
| Equity in net loss of subsidiaries of discontinued operations | (166)                    | (166)                             |                       | 332                          |            |
| Intercompany interest and fees                                | (23)                     | 51                                | (28)                  |                              |            |
| <b>Loss from continuing operations before income taxes</b>    | (3,356)                  | (3,113)                           | (3,440)               | 6,154                        | (3,755)    |
| Income tax benefit  |                          |                                   | 570                   |                              | 570        |
| <b>Loss from continuing operations</b>                        | (3,356)                  | (3,113)                           | (2,870)               | 6,154                        | (3,185)    |
| Loss from discontinued operations, net of income taxes        |                          |                                   | (166)                 |                              | (166)      |
| <b>Net loss</b>   | (3,356)                  | (3,113)                           | (3,036)               | 6,154                        | (3,351)    |
| Less: net income attributable to noncontrolling interests     |                          |                                   | (5)                   |                              | (5)        |
| <b>Net loss attributable to Tyco Electronics Ltd.</b>         | \$ (3,356)               | \$ (3,113)                        | \$ (3,041)            | \$ 6,154                     | \$ (3,356) |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING BALANCE SHEET**  
As of June 25, 2010

|  | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total            |
|--|--------------------------|-----------------------------------|-----------------------|------------------------------|------------------|
|  | (in millions)            |                                   |                       |                              |                  |
| <b>Assets</b>  |                          |                                   |                       |                              |                  |
| Current Assets:  |                          |                                   |                       |                              |                  |
| Cash and cash equivalents                                | \$                       | \$                                | \$ 1,815              | \$                           | \$ 1,815         |
| Accounts receivable, net                                 |                          |                                   | 2,216                 |                              | 2,216            |
| Inventories  |                          |                                   | 1,586                 |                              | 1,586            |
| Intercompany receivables                                 | 20                       |                                   | 23                    | (43)                         |                  |
| Prepaid expenses and other current assets                | 84                       | 4                                 | 475                   |                              | 563              |
| Deferred income taxes                                    |                          |                                   | 153                   |                              | 153              |
| <b>Total current assets</b>                              | <b>104</b>               | <b>4</b>                          | <b>6,268</b>          | <b>(43)</b>                  | <b>6,333</b>     |
| Property, plant, and equipment, net                      |                          |                                   | 2,787                 |                              | 2,787            |
| Goodwill   |                          |                                   | 3,155                 |                              | 3,155            |
| Intangible assets, net                                   |                          |                                   | 398                   |                              | 398              |
| Deferred income taxes                                    |                          |                                   | 2,419                 |                              | 2,419            |
| Investment in subsidiaries                               | 7,034                    | 8,690                             |                       | (15,724)                     |                  |
| Intercompany loans receivable                            | 8                        | 5,404                             | 4,809                 | (10,221)                     |                  |
| Receivable from Tyco International Ltd. and Covidien plc |                          |                                   | 1,156                 |                              | 1,156            |
| Other assets   |                          | 13                                | 208                   |                              | 221              |
| <b>Total Assets</b>                                      | <b>\$ 7,146</b>          | <b>\$ 14,111</b>                  | <b>\$ 21,200</b>      | <b>\$ (25,988)</b>           | <b>\$ 16,469</b> |
| <b>Liabilities and Shareholders' Equity</b>              |                          |                                   |                       |                              |                  |
| Current Liabilities:                                     |                          |                                   |                       |                              |                  |
| Current maturities of long-term debt                     | \$                       | \$                                | \$ 107                | \$                           | \$ 107           |
| Accounts payable   |                          | 1                                 | 1,393                 |                              | 1,394            |
| Accrued and other current liabilities                    | 311                      | 37                                | 1,323                 |                              | 1,671            |
| Deferred revenue   |                          |                                   | 165                   |                              | 165              |
| Intercompany payables                                    | 21                       | 3                                 | 19                    | (43)                         |                  |
| <b>Total current liabilities</b>                         | <b>333</b>               | <b>40</b>                         | <b>3,007</b>          | <b>(43)</b>                  | <b>3,337</b>     |
| Long-term debt   |                          |                                   | 2,236                 |                              | 2,308            |
| Intercompany loans payable                               | 13                       | 4,796                             | 5,412                 | (10,221)                     |                  |
| Long-term pension and postretirement liabilities         |                          |                                   | 1,077                 |                              | 1,077            |
| Deferred income taxes                                    |                          |                                   | 237                   |                              | 237              |
| Income taxes   |                          |                                   | 2,183                 |                              | 2,183            |
| Other liabilities  |                          | 5                                 | 522                   |                              | 527              |
| <b>Total Liabilities</b>                                 | <b>346</b>               | <b>7,077</b>                      | <b>12,510</b>         | <b>(10,264)</b>              | <b>9,669</b>     |

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|   |          |           |           |             |           |
|---|----------|-----------|-----------|-------------|-----------|
| <b>Total Shareholders' Equity</b>                 | 6,800    | 7,034     | 8,690     | (15,724)    | 6,800     |
| <b>Total Liabilities and Shareholders' Equity</b> | \$ 7,146 | \$ 14,111 | \$ 21,200 | \$ (25,988) | \$ 16,469 |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING BALANCE SHEET**  
As of September 25, 2009

|  | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total            |
|--|--------------------------|-----------------------------------|-----------------------|------------------------------|------------------|
| (in millions)  |                          |                                   |                       |                              |                  |
| <b>Assets</b>  |                          |                                   |                       |                              |                  |
| Current Assets:  |                          |                                   |                       |                              |                  |
| Cash and cash equivalents                                | \$                       | \$                                | \$ 1,521              | \$                           | \$ 1,521         |
| Accounts receivable, net                                 |                          |                                   | 1,975                 |                              | 1,975            |
| Inventories  |                          |                                   | 1,435                 |                              | 1,435            |
| Intercompany receivables                                 |                          | 2                                 |                       | (2)                          |                  |
| Prepaid expenses and other current assets                |                          | 75                                | 1                     |                              | 487              |
| Deferred income taxes                                    |                          |                                   | 161                   |                              | 161              |
| <b>Total current assets</b>                              |                          | <b>77</b>                         | <b>1</b>              | <b>(2)</b>                   | <b>5,579</b>     |
| Property, plant, and equipment, net                      |                          |                                   | 3,111                 |                              | 3,111            |
| Goodwill   |                          |                                   | 3,160                 |                              | 3,160            |
| Intangible assets, net                                   |                          |                                   | 407                   |                              | 407              |
| Deferred income taxes                                    |                          |                                   | 2,397                 |                              | 2,397            |
| Investment in subsidiaries                               |                          | 7,045                             | 8,659                 | (15,704)                     |                  |
| Intercompany loans receivable                            |                          | 10                                | 6,128                 | (5,468)                      |                  |
| Receivable from Tyco International Ltd. and Covidien plc |                          |                                   | 1,130                 |                              | 1,130            |
| Other assets   |                          |                                   | 12                    |                              | 222              |
|  |                          |                                   |                       |                              | 234              |
| <b>Total Assets</b>                                      | <b>\$</b>                | <b>7,132</b>                      | <b>\$ 14,800</b>      | <b>\$ (27,312)</b>           | <b>\$ 16,018</b> |
| <b>Liabilities and Shareholders' Equity</b>              |                          |                                   |                       |                              |                  |
| Current Liabilities:                                     |                          |                                   |                       |                              |                  |
| Current maturities of long-term debt                     | \$                       | \$                                | \$ 101                | \$                           | \$ 101           |
| Accounts payable   |                          | 2                                 | 1,066                 |                              | 1,068            |
| Accrued and other current liabilities                    |                          | 109                               | 63                    |                              | 1,243            |
| Deferred revenue   |                          |                                   | 203                   |                              | 203              |
| Intercompany payables                                    |                          |                                   | 2                     | (2)                          |                  |
| <b>Total current liabilities</b>                         |                          | <b>111</b>                        | <b>63</b>             | <b>(2)</b>                   | <b>2,615</b>     |
| Long-term debt   |                          |                                   | 2,239                 |                              | 77               |
| Intercompany loans payable                               |                          | 15                                | 5,453                 | (11,606)                     |                  |
| Long-term pension and postretirement liabilities         |                          |                                   | 1,129                 |                              | 1,129            |
| Deferred income taxes                                    |                          |                                   | 188                   |                              | 188              |
| Income taxes   |                          |                                   | 2,130                 |                              | 2,130            |
| Other liabilities  |                          |                                   | 634                   |                              | 634              |

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|   |          |           |           |             |           |
|---|----------|-----------|-----------|-------------|-----------|
| <b>Total Liabilities</b>                          | 126      | 7,755     | 12,739    | (11,608)    | 9,012     |
| <b>Total Shareholders' Equity</b>                 | 7,006    | 7,045     | 8,659     | (15,704)    | 7,006     |
| <b>Total Liabilities and Shareholders' Equity</b> | \$ 7,132 | \$ 14,800 | \$ 21,398 | \$ (27,312) | \$ 16,018 |

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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Nine Months Ended June 25, 2010**

|  | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total    |
|--|--------------------------|-----------------------------------|-----------------------|------------------------------|----------|
|  | (in millions)            |                                   |                       |                              |          |
| <b>Cash Flows From Operating Activities:</b>                                 |                          |                                   |                       |                              |          |
| Net cash provided by (used in) operating activities                          | \$ (95)                  | \$ (70)                           | \$ 1,370              | \$                           | \$ 1,205 |
| <b>Cash Flows From Investing Activities:</b>                                 |                          |                                   |                       |                              |          |
| Capital expenditures   |                          |                                   | (249)                 |                              | (249)    |
| Proceeds from sale of property, plant, and equipment                         |                          |                                   | 5                     |                              | 5        |
| Acquisition of businesses, net of cash acquired                              |                          |                                   | (70)                  |                              | (70)     |
| Proceeds from divestiture of business, net of cash retained by business sold |                          |                                   | 12                    |                              | 12       |
| Change in intercompany loans   | (3)                      | 70                                |                       | (67)                         |          |
| Other  | (24)                     |                                   | 4                     |                              | (20)     |
| Net cash provided by (used in) investing activities                          | (27)                     | 70                                | (298)                 | (67)                         | (322)    |
| <b>Cash Flows From Financing Activities:</b>                                 |                          |                                   |                       |                              |          |
| Changes in parent company equity   | 335                      |                                   | (335)                 |                              |          |
| Repurchase of common shares  |                          |                                   | (373)                 |                              | (373)    |
| Payment of cash distributions to shareholders                                | (225)                    |                                   | 7                     |                              | (218)    |
| Loan borrowing from parent   |                          |                                   | (67)                  | 67                           |          |
| Other  | 12                       |                                   | (8)                   |                              | 4        |
| Net cash provided by (used in) financing activities                          | 122                      |                                   | (776)                 | 67                           | (587)    |
| Effect of currency translation on cash                                       |                          |                                   | (2)                   |                              | (2)      |
| <b>Net increase in cash and cash equivalents</b>                             |                          |                                   | 294                   |                              | 294      |
| <b>Cash and cash equivalents at beginning of period</b>                      |                          |                                   | 1,521                 |                              | 1,521    |
| <b>Cash and cash equivalents at end of period</b>                            | \$                       | \$                                | \$ 1,815              | \$                           | \$ 1,815 |



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## TYCO ELECTRONICS LTD.

## NOTES TO CONDENSED CONSOLIDATED

## FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 24. Tyco Electronics Group S.A. (Continued)

**CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Nine Months Ended June 26, 2009**

|   | Tyco<br>Electronics Ltd. | Tyco<br>Electronics<br>Group S.A. | Other<br>Subsidiaries | Consolidating<br>Adjustments | Total   |
|---|--------------------------|-----------------------------------|-----------------------|------------------------------|---------|
|   | (in millions)            |                                   |                       |                              |         |
| <b>Cash Flows From Operating Activities:</b>  |                          |                                   |                       |                              |         |
| Net cash provided by (used in) continuing operating activities                                | \$ (183)                 | \$ 36                             | \$ 976                | \$                           | \$ 829  |
| Net cash used in discontinued operating activities  |                          |                                   | (42)                  |                              | (42)    |
| Net cash provided by (used in) operating activities   | (183)                    | 36                                | 934                   |                              | 787     |
| <b>Cash Flows From Investing Activities:</b>  |                          |                                   |                       |                              |         |
| Capital expenditures  |                          |                                   | (270)                 |                              | (270)   |
| Proceeds from sale of property, plant, and equipment  |                          |                                   | 9                     |                              | 9       |
| Proceeds from divestiture of discontinued operations, net of cash retained by operations sold |                          |                                   | 694                   |                              | 694     |
| Proceeds from divestiture of businesses, net of cash retained by businesses sold              |                          |                                   | 16                    |                              | 16      |
| Change in intercompany loans  | 121                      | 610                               |                       | (731)                        |         |
| Other   |                          |                                   | (2)                   |                              | (2)     |
| Net cash provided by continuing investing activities  | 121                      | 610                               | 447                   | (731)                        | 447     |
| Net cash used in discontinued investing activities  |                          |                                   | (3)                   |                              | (3)     |
| Net cash provided by investing activities   | 121                      | 610                               | 444                   | (731)                        | 444     |
| <b>Cash Flows From Financing Activities:</b>  |                          |                                   |                       |                              |         |
| Net decrease in commercial paper  |                          | (649)                             |                       |                              | (649)   |
| Proceeds from long-term debt  |                          | 442                               | 6                     |                              | 448     |
| Repayment of long-term debt   |                          | (442)                             | (19)                  |                              | (461)   |
| Changes in parent company equity  | 435                      | 3                                 | (438)                 |                              |         |
| Repurchase of common shares   | (152)                    |                                   |                       |                              | (152)   |
| Payment of common share dividends   | (221)                    |                                   |                       |                              | (221)   |
| Loan borrowing from parent  |                          |                                   | (731)                 | 731                          |         |
| Transfer to discontinued operations   |                          |                                   | (49)                  |                              | (49)    |
| Other   |                          |                                   | (3)                   |                              | (3)     |
| Net cash provided by (used in) continuing financing activities                                | 62                       | (646)                             | (1,234)               | 731                          | (1,087) |
| Net cash provided by discontinued financing activities  |                          |                                   | 49                    |                              | 49      |
| Net cash provided by (used in) financing activities   | 62                       | (646)                             | (1,185)               | 731                          | (1,038) |

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|   |    |    |    |       |    |          |
|---|----|----|----|-------|----|----------|
| Effect of currency translation on cash  |    |    |    | (21)  |    | (21)     |
| <b>Net increase in cash and cash equivalents</b>  |    |    |    | 172   |    | 172      |
| <b>Less: net increase in cash and cash equivalents related to discontinued operations</b> |    |    |    | (4)   |    | (4)      |
| <b>Cash and cash equivalents at beginning of period</b>                                   |    |    |    | 1,090 |    | 1,090    |
| <b>Cash and cash equivalents at end of period</b>   | \$ | \$ | \$ | 1,258 | \$ | \$ 1,258 |

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Condensed Consolidated Financial Statements and the accompanying notes included elsewhere in this Quarterly Report. The following discussion may contain forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements as a result of many factors, including but not limited to those under the heading "Forward-Looking Information" and "Part II. Item 1A. Risk Factors."

Our Condensed Consolidated Financial Statements have been prepared in United States Dollars, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Overview**

Tyco Electronics Ltd. ("Tyco Electronics" or the "Company", which may be referred to as "we," "us," or "our") is a leading global provider of engineered electronic components, network solutions, specialty products, and subsea communication systems. We operate through four reporting segments: Electronic Components, Network Solutions, Specialty Products, and Subsea Communications. We design, manufacture, and market products for customers in a broad array of industries including automotive; data communications equipment and consumer electronics; telecommunications; aerospace, defense, and marine; medical; energy; and lighting. Our Electronic Components segment serves both consumer and industrial and infrastructure markets with 70% of sales occurring in the consumer based markets. Our Network Solutions, Specialty Products, and Subsea Communications segments serve primarily industrial and infrastructure based markets.

Our business and operating results have been and will continue to be affected by worldwide economic conditions. Our sales are dependent on certain industry end markets that are impacted by consumer as well as industrial and infrastructure spending, and our operating results can be adversely affected by reduced demand in those markets. Overall, our net sales increased 23% and 18% in the third quarter and first nine months of fiscal 2010, respectively, as compared to the same periods of fiscal 2009. Our sales into consumer based markets, particularly in the automotive and appliance end markets, and more recently in the industrial and infrastructure based markets, in our Electronic Components segment have improved relative to last year but still remain below fiscal 2008 levels. Sales in the industrial and infrastructure end markets served by our Network Solutions segment improved in the third quarter of fiscal 2010 exceeding sales of the third quarter of fiscal 2009 but remained below fiscal 2009 levels on a year to date basis. Sales in our Specialty Products segment continue to improve and were above fiscal 2009 levels for the third quarter and on a year to date basis. Revenues and operating income in our Subsea Communications segment remained below fiscal 2009 levels due to lower levels of project activity. Relative to the third quarter of fiscal 2010, we expect fourth quarter sales in the consumer based markets to be down slightly, modest growth in the industrial and infrastructure based markets, and lower project revenue in our Subsea Communications segment. On a company-wide basis, assuming current foreign exchange rates, net sales in the fourth quarter of fiscal 2010 are expected to be in the range of \$3.05 to \$3.15 billion, an increase of 13 to 17 percent over the prior year.

We are monitoring the current environment and its potential effects on our customers and on the end markets we serve. Additionally, we continue to closely manage our costs in order to respond to changing conditions. We are also managing our capital resources and monitoring capital availability to ensure that we have sufficient resources to fund our future capital needs. (See further discussion in "Liquidity and Capital Resources.")

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**Acquisitions**

On May 14, 2010, we acquired certain assets of the Optical Products Group of Zarlink Semiconductor Inc. for \$15 million in cash. The assets acquired, primarily definite-lived intangible assets, inventory, and property, plant, and equipment, are reported as part of the Communications and Industrial Solutions business within the Electronic Components segment.

On January 20, 2010, we acquired 100% of the outstanding shares of capital stock of Sensitive Object, an early-stage software company engaged in developing touch-enabling technology focused on computers, mobile devices, and consumer electronics, for a purchase price of approximately \$67 million in cash, including contingent consideration of \$6 million to be paid in fiscal 2011 upon completion of certain service requirements by key Sensitive Object managers. The acquisition complements our existing Touch Systems business, which is primarily focused on commercial and industrial markets. Sensitive Object is reported as part of our Touch Systems business within the Specialty Products segment.

On July 12, 2010, we and a wholly-owned subsidiary (the "Purchaser") entered into an Agreement and Plan of Merger (the "Merger Agreement") with ADC Telecommunications, Inc. ("ADC") under which we agreed to acquire ADC for a total purchase price of approximately \$1.25 billion. Pursuant to the Merger Agreement, we and the Purchaser will commence a tender offer to purchase all of the issued and outstanding shares of ADC common stock at a purchase price of \$12.75 per share in cash followed by a merger of the Purchaser with and into ADC.

The transaction is expected to be completed during the first quarter of fiscal 2011. The consummation of the transaction is subject to various closing conditions including the tender of a majority of ADC's shares, the expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or other applicable antitrust laws, and other customary conditions. The Merger Agreement also includes customary termination provisions for both ADC and us and provides that, in connection with the termination of the Merger Agreement under specified circumstances, ADC will be required to pay us a termination fee of \$38 million.

**Divestitures**

In the first quarter of fiscal 2010, we completed the sale of the Dulmison connectors and fittings product line which was part of our energy business in the Network Solutions segment for net cash proceeds of \$12 million. The divestiture resulted in an impairment charge related to long-lived assets and a pre-tax loss on sale of \$12 million and \$1 million, respectively.

During the second quarter of fiscal 2009, we completed the sale of the Battery Systems business, which was part of the Electronic Components segment, for net cash proceeds of \$14 million after working capital adjustments. The divestiture resulted in a pre-tax loss on the sale of \$7 million.

The loss on divestitures and impairment charges are reflected in restructuring and other charges, net on the Condensed Consolidated Statement of Operations. We have presented the loss on divestitures, related long-lived asset impairments, and the operations of the Dulmison connectors and fittings product line and the Battery Systems business in continuing operations due to immateriality.

**Discontinued Operations**

In May 2009, we completed the sale of our Wireless Systems business for \$665 million in net cash proceeds and recognized a pre-tax gain of \$55 million on the transaction. The Wireless Systems business has been included in discontinued operations in all periods presented in our Condensed Consolidated Financial Statements. Prior to reclassification to held for sale and discontinued operations, the Wireless Systems business was a component of our former Wireless Systems segment.

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**Manufacturing Simplification**

We plan to continue to simplify our global manufacturing footprint, by migrating facilities from higher-cost to lower-cost countries, consolidating within countries, and transferring product lines to lower-cost countries. These initiatives are designed to help us maintain our competitiveness in the industry, improve our operating leverage, and position us for profitability growth in the years ahead.

In connection with our manufacturing simplification plan, we expect to incur restructuring charges of approximately \$115 million during fiscal 2010 and 2011. In the first nine months of fiscal 2010, cash spending related to restructuring was \$152 million, and we expect total restructuring spending to be approximately \$190 million in fiscal 2010, relating to both manufacturing simplification and prior year business resizing. Annualized cost savings related to the manufacturing simplification plan are expected to be approximately \$30 million. These costs exclude potential restructuring costs that may arise from the acquisition of ADC. See Note 23 to the Condensed Consolidated Financial Statements for additional information regarding the acquisition of ADC.

**Correction of Immaterial Errors**

During the third quarter of fiscal 2010, we identified certain errors in our accounting for income taxes. These errors related to the adoption of the uncertain tax position provisions of Accounting Standards Codification ("ASC") 740, *Income Taxes*, in fiscal 2008 and data utilized in the determination of our income tax provision in fiscal 2005 through fiscal 2009.

In connection with the adoption of the uncertain tax position provisions of ASC 740, we failed to reflect, in the calculation of interest and penalties, the impact of the interest component of a prepayment made to the Internal Revenue Service ("IRS") in fiscal 2007. As a result of this error, we overstated deferred tax assets, receivable from Tyco International Ltd. and Covidien plc, noncurrent income taxes payable, and other income by \$64 million, \$81 million, \$182 million, and \$81 million, respectively, and understated accumulated earnings by \$118 million in fiscal 2008. The impacts to other income and receivable from Tyco International Ltd. and Covidien plc result from the shared nature of the tax liabilities pursuant to the Tax Sharing Agreement entered into upon separation from Tyco International Ltd. ("Tyco International").

We also identified errors in certain reports used, in part, to determine our income tax provision. As a result of these errors, we understated income tax expense and overstated deferred tax assets by \$9 million, \$14 million, \$13 million, \$12 million, and \$9 million in fiscal 2009, 2008, 2007, 2006, and 2005, respectively.

We have evaluated the effects of these errors individually and in the aggregate and determined that our prior period financial statements are not materially misstated. However, we have determined that the cumulative effect of correcting these errors in the third quarter of fiscal 2010 would be material to the fiscal 2010 financial statements. Therefore, we have corrected these errors in the affected prior periods and presented the results in this quarterly report. See Note 2 to the Condensed Consolidated Financial Statements for additional information regarding the correction of immaterial errors. The tables and discussion below reflect the corrected amounts for the quarter and nine months ended June 26, 2009.

**Non-GAAP Financial Measures**

Organic net sales growth, which is included in the discussion below, is a non-GAAP financial measure. The difference between reported net sales growth (the most comparable GAAP measure) and organic net sales growth (the non-GAAP measure) consists of the impact from foreign currency exchange rates, acquisitions, and divestitures. Organic net sales growth is a useful measure of the underlying results and trends in our business. It excludes items that are not completely under

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management's control, such as the impact of changes in foreign currency exchange rates, and items that do not reflect the underlying growth of the company, such as acquisition and divestiture activity.

We believe organic net sales growth provides useful information to investors because it reflects the underlying growth from the ongoing activities of our business. Furthermore, it provides investors with a view of our operations from management's perspective. We use organic net sales growth to monitor and evaluate performance, as it is an important measure of the underlying results of our operations. Management uses organic net sales growth together with GAAP measures such as net sales growth and operating income in its decision making processes related to the operations of our reporting segments and our overall company. We believe that investors benefit from having access to the same financial measures that management uses in evaluating operations. The discussion and analysis of organic net sales growth in Results of Operations below utilizes organic net sales growth as management does internally. Because organic net sales growth calculations may vary among other companies, organic net sales growth amounts presented below may not be comparable with similarly titled measures of other companies. Organic net sales growth is a non-GAAP financial measure that is not meant to be considered in isolation or as a substitute for GAAP measures. The primary limitation of this measure is that it excludes items that have an impact on our net sales. This limitation is best addressed by evaluating organic net sales growth in combination with our GAAP net sales. The tables presented in Results of Operations below provide reconciliations of organic net sales growth to net sales growth calculated under GAAP.

### Results of Operations

#### Consolidated Operations

Key business factors that influenced our results of operations for the periods discussed in this report include:

**Raw material prices.** We expect to purchase approximately 170 million pounds of copper and approximately 200,000 troy ounces of gold in fiscal 2010. During the periods shown, gold prices, as well as the prices of certain other raw materials, have been volatile. Current year copper and gold prices have increased from prior year levels. The following table sets forth the average prices incurred related to copper and gold during the periods presented:

|        | Measure  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--------|----------|---------------------------|------------------|------------------------------|------------------|
|        |          | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Copper | Lb.      | \$ 3.15                   | \$ 2.42          | \$ 3.11                      | \$ 2.71          |
| Gold   | Troy oz. | \$ 1,144                  | \$ 893           | \$ 1,096                     | \$ 841           |

**Foreign exchange.** Approximately 55% of our net sales are invoiced in currencies other than the U.S. Dollar. Our results of operations are influenced by changes in foreign currency exchange rates. Increases or decreases in the value of the U.S. Dollar, compared to other currencies, will directly affect our reported results as we translate those currencies into U.S. Dollars at the end

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of each fiscal period. The percentage of net sales in the nine months ended June 25, 2010 by major currencies invoiced was as follows:

|                        |             |
|------------------------|-------------|
| U.S. Dollar            | 45%         |
| Euro                   | 30          |
| Japanese Yen           | 8           |
| Chinese Renminbi       | 5           |
| Korean Won             | 3           |
| Brazilian Real         | 2           |
| British Pound Sterling | 2           |
| All others             | 5           |
| <b>Total</b>           | <b>100%</b> |

The following table sets forth results of operations, including percentage of net sales, for the periods shown.

|   | For the Quarters Ended |              |                  |               | For the Nine Months Ended |             |                   |                |
|---|------------------------|--------------|------------------|---------------|---------------------------|-------------|-------------------|----------------|
|   | June 25,<br>2010       |              | June 26,<br>2009 |               | June 25,<br>2010          |             | June 26,<br>2009  |                |
|   | (\$ in millions)       |              |                  |               |                           |             |                   |                |
| Net sales   | \$ 3,084               | 100.0%       | \$ 2,508         | 100.0%        | \$ 8,933                  | 100.0%      | \$ 7,558          | 100.0%         |
| Cost of sales   | 2,099                  | 68.1         | 1,921            | 76.6          | 6,149                     | 68.8        | 5,713             | 75.6           |
| <b>Gross margin</b>   | <b>985</b>             | <b>31.9</b>  | <b>587</b>       | <b>23.4</b>   | <b>2,784</b>              | <b>31.2</b> | <b>1,845</b>      | <b>24.4</b>    |
| Selling, general, and administrative expenses                       | 375                    | 12.2         | 330              | 13.2          | 1,149                     | 12.9        | 1,070             | 14.2           |
| Research, development, and engineering expenses                     | 147                    | 4.8          | 130              | 5.2           | 427                       | 4.8         | 405               | 5.4            |
| Pre-separation litigation (credits) charges                         | (7)                    | (0.2)        |                  |               | (7)                       | (0.1)       | 144               | 1.9            |
| Restructuring and other charges, net                                | 3                      | 0.1          | 63               | 2.5           | 81                        | 0.9         | 329               | 4.4            |
| Impairment of goodwill  |                        |              |                  |               |                           |             | 3,547             | 46.9           |
| <b>Operating income (loss)</b>                                      | <b>467</b>             | <b>15.1</b>  | <b>64</b>        | <b>2.6</b>    | <b>1,134</b>              | <b>12.7</b> | <b>(3,650)</b>    | <b>(48.3)</b>  |
| Interest income   | 4                      | 0.1          | 4                | 0.2           | 14                        | 0.2         | 13                | 0.2            |
| Interest expense  | (38)                   | (1.2)        | (42)             | (1.7)         | (115)                     | (1.3)       | (125)             | (1.7)          |
| Other income, net   | 42                     | 1.4          | 5                | 0.2           | 125                       | 1.4         | 7                 | 0.1            |
| <b>Income (loss) from continuing operations before income taxes</b> | <b>475</b>             | <b>15.4</b>  | <b>31</b>        | <b>1.2</b>    | <b>1,158</b>              | <b>13.0</b> | <b>(3,755)</b>    | <b>(49.7)</b>  |
| Income tax (expense) benefit  | (144)                  | (4.7)        | (6)              | (0.2)         | (348)                     | (3.9)       | 570               | 7.5            |
| <b>Income (loss) from continuing operations</b>                     | <b>331</b>             | <b>10.7</b>  | <b>25</b>        | <b>1.0</b>    | <b>810</b>                | <b>9.1</b>  | <b>(3,185)</b>    | <b>(42.1)</b>  |
| Loss from discontinued operations, net of income taxes              |                        |              | (100)            | (4.0)         |                           |             | (166)             | (2.2)          |
| <b>Net income (loss)</b>  | <b>331</b>             | <b>10.7</b>  | <b>(75)</b>      | <b>(3.0)</b>  | <b>810</b>                | <b>9.1</b>  | <b>(3,351)</b>    | <b>(44.3)</b>  |
| Less: net income attributable to noncontrolling interests           | (1)                    |              | (2)              | (0.1)         | (4)                       |             | (5)               | (0.1)          |
| <b>Net income (loss) attributable to Tyco Electronics Ltd.</b>      | <b>\$ 330</b>          | <b>10.7%</b> | <b>\$ (77)</b>   | <b>(3.1)%</b> | <b>\$ 806</b>             | <b>9.0%</b> | <b>\$ (3,356)</b> | <b>(44.4)%</b> |

**Net Sales.** Net sales increased \$576 million, or 23.0%, to \$3,084 million in the third quarter of fiscal 2010 from \$2,508 million in the third quarter of fiscal 2009. In the first nine months of fiscal 2010, net sales increased \$1,375 million, or 18.2%, to \$8,933 million, from \$7,558 million in the first nine months of fiscal 2009. On an organic basis, net sales increased \$609 million, or 24.3%, in the third





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quarter of fiscal 2010 and \$1,196 million, or 15.8%, in the first nine months of fiscal 2010. These increases primarily resulted from strong growth in our Electronic Components segment and, to a lesser degree, our Specialty Products segment partially offset by declines in our Subsea Communications segment. Foreign currency exchange rates, primarily the Euro, negatively impacted net sales by \$18 million, or 0.7%, in the third quarter of fiscal 2010. In the first nine months of fiscal 2010, foreign currency exchange rates positively impacted net sales by \$250 million, or 3.3%. Price erosion adversely affected net sales by \$38 million and \$127 million in the third quarter and first nine months of fiscal 2010, respectively. See further discussion below under Results of Operations by Segment.

The following table sets forth the percentage of our total net sales by geographic region:

|                                  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|----------------------------------|---------------------------|------------------|------------------------------|------------------|
|                                  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Europe/Middle East/Africa (EMEA) | 34%                       | 34%              | 35%                          | 34%              |
| Asia-Pacific                     | 34                        | 29               | 33                           | 28               |
| Americas <sup>(1)</sup>          | 32                        | 37               | 32                           | 38               |
| Total                            | 100%                      | 100%             | 100%                         | 100%             |

(1) The Americas includes our Subsea Communications segment.

The following table provides an analysis of the change in our net sales by geographic region:

|                         | Change in Net Sales for the Quarter Ended<br>June 25, 2010 versus Net Sales for the<br>Quarter Ended June 26, 2009 |                            |              |        | Change in Net Sales for the Nine Months Ended<br>June 25, 2010 versus Net Sales for the<br>Nine Months Ended June 26, 2009 |                            |              |       |        |         |          |       |
|-------------------------|--|----------------------------|--------------|--------|--|----------------------------|--------------|-------|--------|---------|----------|-------|
|                         | Organic <sup>(1)</sup>   | Translation <sup>(2)</sup> | Divestitures | Total  | Organic <sup>(1)</sup>   | Translation <sup>(2)</sup> | Divestitures | Total |        |         |          |       |
|                         | (\$ in millions)   |                            |              |        |  |                            |              |       |        |         |          |       |
| EMEA                    | \$ 254   | 29.5%                      | \$ (61)      | \$ 193 | 22.3%  | \$ 438                     | 16.9%        | \$ 98 | \$ (3) | \$ 533  | 20.5%    |       |
| Asia-Pacific            | 314  | 43.9                       | 32           | (10)   | 336  | 46.9                       | 803          | 38.4  | 106    | (19)    | 890      | 42.5  |
| Americas <sup>(3)</sup> | 41   | 4.5                        | 11           | (5)    | 47   | 5.1                        | (45)         | (1.5) | 46     | (49)    | (48)     | (1.7) |
| Total                   | \$ 609   | 24.3%                      | \$ (18)      | (15)   | \$ 576   | 23.0%                      | \$ 1,196     | 15.8% | \$ 250 | \$ (71) | \$ 1,375 | 18.2% |

(1) Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates.

(2) Represents the change in net sales resulting from changes in foreign currency exchange rates.

(3) The Americas includes our Subsea Communications segment.

The following table sets forth the percentage of our total net sales by segment:

|                       | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|-----------------------|---------------------------|------------------|------------------------------|------------------|
|                       | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Electronic Components | 67%                       | 57%              | 67%                          | 57%              |

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|                       |      |      |      |      |
|-----------------------|------|------|------|------|
| Network Solutions     | 14   | 17   | 14   | 17   |
| Specialty Products    | 13   | 13   | 13   | 14   |
| Subsea Communications | 6    | 13   | 6    | 12   |
| Total                 | 100% | 100% | 100% | 100% |

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The following table provides an analysis of the change in our net sales by segment:

|                       | Change in Net Sales for the Quarter Ended<br>June 25, 2010 versus Net Sales for the<br>Quarter Ended June 26, 2009 |                            |                |                    | Change in Net Sales for the Nine Months Ended<br>June 25, 2010 versus Net Sales for the<br>Nine Months Ended June 26, 2009 |                            |              |               |                      |              |
|-----------------------|--|----------------------------|----------------|--------------------|--|----------------------------|--------------|---------------|----------------------|--------------|
|                       | Organic <sup>(1)</sup>   | Translation <sup>(2)</sup> | Divestitures   | Total              | Organic <sup>(1)</sup>   | Translation <sup>(2)</sup> | Divestitures | Total         |                      |              |
|                       | (\$ in millions)   |                            |                |                    |  |                            |              |               |                      |              |
| Electronic Components | \$ 666   | 46.1%                      | \$ (13)        | (3) \$ 650         | 45.6%  | \$ 1,519                   | 34.7%        | \$ 168        | (47) \$ 1,640        | 37.9%        |
| Network Solutions     | 34   | 8.0                        | (5)            | (12) 17            | 4.0  | (58)                       | (4.5)        | 57            | (24)                 | (25) (1.9)   |
| Specialty Products    | 58   | 17.2                       |                | 58                 | 17.1   | 49                         | 4.5          | 25            |                      | 74 7.0       |
| Subsea Communications | (149)  | (46.7)                     |                | (149)              | (46.7)   | (314)                      | (35.2)       |               |                      | (314) (35.2) |
| <b>Total</b>          | <b>\$ 609</b>  | <b>24.3%</b>               | <b>\$ (18)</b> | <b>(15) \$ 576</b> | <b>23.0%</b>   | <b>\$ 1,196</b>            | <b>15.8%</b> | <b>\$ 250</b> | <b>(71) \$ 1,375</b> | <b>18.2%</b> |

- (1) Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates.
- (2) Represents the change in net sales resulting from changes in foreign currency exchange rates.

**Gross Margin.** Gross margin as a percentage of net sales increased to 31.9% in the third quarter of fiscal 2010 as compared to 23.4% in the same period of fiscal 2009. In the first nine months of fiscal 2010, gross margin as a percentage of sales increased to 31.2% from 24.4% in the first nine months of fiscal 2009. The increases were due primarily to cost reductions achieved from restructuring actions implemented during fiscal 2009.

**Selling, General, and Administrative Expenses.** Selling, general, and administrative expenses as a percentage of net sales decreased to 12.2% in the third quarter of fiscal 2010 as compared to 13.2% in the same period of fiscal 2009. In the first nine months of fiscal 2010, selling, general, and administrative expenses as a percentage of net sales decreased to 12.9% from 14.2% in the first nine months of fiscal 2009. First quarter fiscal 2009 results included a net loss of approximately \$50 million primarily associated with the termination of economic hedges of certain anticipated future transactions and resulting primarily from the devaluation of certain eastern European currencies. Excluding this item, selling, general, and administrative expenses in both the third quarter and first nine months of fiscal 2010 decreased as a percentage of net sales as compared to the same periods of fiscal 2009 as a result of increased sales and cost reductions achieved from restructuring actions implemented during fiscal 2009.

**Research, Development, and Engineering Expenses.** Research, development, and engineering expenses as a percentage of net sales were 4.8% in the third quarter of fiscal 2010 as compared to 5.2% in the third quarter of fiscal 2009. In the first nine months of fiscal 2010, research, development, and engineering expenses as a percentage of net sales decreased to 4.8% from 5.4% in the first nine months of fiscal 2009. The decreases as a percentage of net sales were attributable to higher net sales in the third quarter and first nine months of fiscal 2010 partially offset by increased investment in research and development resources during those same periods.

**Pre-separation Litigation (Credits) Charges.** In the third quarter of fiscal 2010, we recorded pre-separation litigation credits of \$7 million. There were no such credits or charges in the third quarter of fiscal 2009. We recorded pre-separation litigation credits of \$7 million and charges of \$144 million during the first nine months of fiscal 2010 and 2009, respectively.

In the third quarter of fiscal 2010, Tyco International settled securities litigation captioned *Stumpf v. Tyco International Ltd., et al.*, for \$79 million. Pursuant to the sharing formula in the Separation and Distribution Agreement, our share of the settlement amount was \$24 million. As discussed below, we had previously established reserves for this case. As of June 25, 2010, there were no remaining significant securities lawsuits outstanding and we concluded that reserves of \$22 million could be

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released. Accordingly, pursuant to the sharing formula, we recorded income of \$7 million during the third quarter of fiscal 2010.

In the second quarter of fiscal 2009, we recorded reserves totaling \$375 million representing the best estimate of probable loss for the then remaining securities litigation claims, including the *Stumpf* case, subject to the Separation and Distribution Agreement. As a result, we recorded a pre-tax charge, for which no tax benefit was available, of \$116 million for our share of the reserves in the second quarter of fiscal 2009.

During the prior periods covered by this Quarterly Report, we, Tyco International, and Covidien plc ("Covidien") entered into definitive agreements to settle actions captioned *Hess v. Tyco International Ltd., et al.* and *Sciallo v. Tyco International Ltd., et al.* and opt-out cases brought by Franklin Mutual Advisors, LLC and related plaintiffs, the Public Employees' Retirement Association of Colorado, and the Commonwealth of Massachusetts Pension Reserves Investment Management Board. During the first nine months of fiscal 2009, pursuant to the sharing formula in the Separation and Distribution Agreement, we recorded charges of \$28 million for which no tax benefit was available.

See Note 13 to the Condensed Consolidated Financial Statements for additional information regarding pre-separation securities proceedings and settlements.

**Restructuring and Other Charges, Net.** Net restructuring and other charges were \$3 million in the third quarter of fiscal 2010 as compared to \$63 million in the same period of fiscal 2009. In the first nine months of fiscal 2010, net restructuring and other charges were \$81 million as compared to \$329 million in the first nine months of fiscal 2009. Total charges, including amounts reflected in cost of sales, decreased \$250 million to \$78 million in the first nine months of fiscal 2010 from \$328 million in the first nine months of fiscal 2009. Fiscal 2010 actions primarily relate to headcount reductions in the Electronic Component and Specialty Products segments. Fiscal 2009 actions reduced costs in response to market conditions and primarily related to headcount reductions and manufacturing site closures in the Electronic Components, Network Solutions, and Specialty Products segments. As discussed above, charges in the first nine months of fiscal 2010 included a long-lived asset impairment of \$12 million and a loss on divestiture of \$1 million related to the divestiture of the Dulmison connectors and fittings product line which was part of the energy business in our Network Solutions segment. Charges in the first nine months of fiscal 2009 included a loss on divestiture and impairment of long-lived assets of \$9 million primarily related to the sale of the Battery Systems business which was part of the Electronic Components segment. See Note 4 to the Condensed Consolidated Financial Statements for further information regarding net restructuring and other charges.

**Impairment of Goodwill.** During the second quarter of fiscal 2009, we recorded a goodwill impairment charge of \$3,435 million in our Electronic Components segment, of which \$2,088 million and \$1,347 million related to the Automotive and Communications and Industrial Solutions reporting units, respectively. Also, during the second quarter of fiscal 2009, we recorded a goodwill impairment charge of \$112 million in our Specialty Products segment related to the Circuit Protection reporting unit.

**Operating Income (Loss).** Operating income was \$467 million in the third quarter of fiscal 2010 as compared to \$64 million in the same period of fiscal 2009. As discussed above, results included net restructuring and other charges of \$3 million and \$63 million in the third quarter of fiscal 2010 and 2009, respectively. Also, third quarter fiscal 2010 results included pre-separation litigation credits of \$7 million. Excluding these items, the increase in operating income resulted from increased sales levels and related gross margin and higher gross margins as a percentage of sales, primarily related to cost reduction benefits from restructuring actions implemented in fiscal 2009.

Operating income was \$1,134 million in the first nine months of fiscal 2010 as compared to an operating loss of \$3,650 million in the first nine months of fiscal 2009. Included in operating income for

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the first nine months of fiscal 2010 were net restructuring and other charges of \$78 million and pre-separation litigation credits of \$7 million. In the first nine months of fiscal 2009, results included goodwill impairment charges, restructuring and other charges, and pre-separation litigation charges of \$3,547 million, \$328 million, and \$144 million, respectively. Also, fiscal 2009 results included a net loss of approximately \$50 million primarily associated with the termination of economic hedges of certain anticipated future transactions and resulting primarily from the devaluation of certain eastern European currencies. Excluding these items, the increase in operating income was attributable to increased sales levels and related gross margin and higher gross margins as a percentage of sales, primarily related to cost reduction benefits from restructuring actions implemented in fiscal 2009.

**Results of Operations by Segment****Electronic Components**

|                         | For the<br>Quarters Ended |                   | For the<br>Nine Months Ended |                   |
|-------------------------|---------------------------|-------------------|------------------------------|-------------------|
|                         | June 25,<br>2010          | June 26,<br>2009  | June 25,<br>2010             | June 26,<br>2009  |
|                         | (\$ in millions)          |                   |                              |                   |
| Net sales               | \$ 2,074                  | \$ 1,424          | \$ 5,969                     | \$ 4,329          |
| Operating income (loss) | \$ 298                    | \$ (82)           | \$ 723                       | \$ (3,754)        |
| Operating margin        | 14.4%                     | NM <sup>(1)</sup> | 12.1%                        | NM <sup>(1)</sup> |

(1) Not meaningful.

The following table sets forth Electronic Components' percentage of total net sales by primary industry end market<sup>(1)</sup>:

|                  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|------------------|---------------------------|------------------|------------------------------|------------------|
|                  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Automotive       | 50%                       | 50%              | 52%                          | 46%              |
| DataComm         | 13                        | 13               | 12                           | 15               |
| Industrial       | 11                        | 10               | 11                           | 12               |
| Appliance        | 7                         | 7                | 7                            | 7                |
| Computer         | 6                         | 7                | 6                            | 7                |
| Consumer Devices | 5                         | 6                | 5                            | 6                |
| Other            | 8                         | 7                | 7                            | 7                |
| Total            | 100%                      | 100%             | 100%                         | 100%             |

(1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

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The following table provides an analysis of the change in Electronic Components' net sales by primary industry end market<sup>(1)</sup>:

|                     | Change in Net Sales for the Quarter Ended<br>June 25, 2010 versus Net Sales for the<br>Quarter Ended June 26, 2009 |                            |                |            | Change in Net Sales for the Nine Months Ended<br>June 25, 2010 versus Net Sales for the<br>Nine Months Ended June 26, 2009 |                            |                 |              |               |             |                 |              |
|---------------------|--|----------------------------|----------------|------------|--|----------------------------|-----------------|--------------|---------------|-------------|-----------------|--------------|
|                     | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Divestiture    | Total      | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Divestiture     | Total        |               |             |                 |              |
|                     | (\$ in millions)   |                            |                |            |  |                            |                 |              |               |             |                 |              |
| Automotive          | \$ 341   | 46.6%                      | \$ (13)        | \$ 328     | 46.3%  | \$ 1,009                   | 49.2%           | \$ 1,116     | 56.9%         |             |                 |              |
| DataComm            | 71   | 37.2                       | (1)            | 70         | 36.8   | 57                         | 8.6             | 13           | (18)          | 52          | 7.9             |              |
| Industrial          | 92   | 64.6                       |                | (2)        | 90   | 62.9                       | 124             | 25.2         | 21            | (2)         | 143             | 29.1         |
| Appliance           | 51   | 51.2                       | 2              | 53         | 53.0   | 113                        | 37.9            | 14           |               | 127         | 42.8            |              |
| Computer            | 31   | 32.1                       | 2              | 33         | 34.0   | 46                         | 14.4            | 4            | (3)           | 47          | 14.8            |              |
| Consumer<br>Devices | 10   | 10.4                       | (2)            | (1)        | 7  | 7.6                        | 51              | 18.5         |               | (21)        | 30              | 10.8         |
| Other               | 70   | 74.0                       | (1)            | 69         | 73.4   | 119                        | 36.9            | 9            | (3)           | 125         | 38.7            |              |
| <b>Total</b>        | <b>\$ 666</b>  | <b>46.1%</b>               | <b>\$ (13)</b> | <b>(3)</b> | <b>\$ 650</b>  | <b>45.6%</b>               | <b>\$ 1,519</b> | <b>34.7%</b> | <b>\$ 168</b> | <b>(47)</b> | <b>\$ 1,640</b> | <b>37.9%</b> |

- (1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.
- (2) Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates.
- (3) Represents the change in net sales resulting from changes in foreign currency exchange rates.

### ***Quarter Ended June 25, 2010 Compared to Quarter Ended June 26, 2009***

In the third quarter of fiscal 2010, Electronic Components' net sales increased \$650 million, or 45.6%, to \$2,074 million from \$1,424 million in the same period of fiscal 2009. The weakening of certain foreign currencies negatively affected net sales by \$13 million, or 0.2%, in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009. Organic net sales increased by \$666 million, or 46.1%, in the third quarter of fiscal 2010.

Electronic Components' organic net sales growth was 46.6% in the automotive market in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009. The increase was broad-based and resulted from growth of 60% in the Asia-Pacific region, 58% in the Americas region, and 36% in the EMEA region driven by increases in vehicle production and, to a lesser degree, replenishment of inventory in the supply chain across all regions. In the DataComm market, our organic net sales increased 37.2% in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009 due to an increase in sales of our interconnect components to communications equipment manufacturers. In the third quarter of fiscal 2010, our organic net sales increased 64.6% in the industrial market as compared to the third quarter of fiscal 2009 primarily as a result of increased demand for factory automation and other industrial equipment due to increases in capital investments in emerging markets and general strengthening of demand. In the appliance market, our organic net sales growth of 51.2% in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009 was due to improved consumer demand across all regions. Our organic net sales growth of 32.1% in the computer market in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009 was attributable to continued recovery in emerging markets and rising demand for notebook computers. In the consumer devices market, our organic net sales growth of 10.4% in the third quarter of fiscal 2010 as compared to the third quarter of fiscal 2009 was due to an increase in sales to mobile phone manufacturers as well as improving demand for consumer electronics and business retail equipment.

Electronic Components had operating income of \$298 million in the third quarter of fiscal 2010 as compared to an operating loss of \$82 million in the third quarter of fiscal 2009. Segment results included restructuring and other charges of \$4 million and \$46 million in the third quarter of fiscal 2010 and 2009, respectively. Excluding these items, the remaining increase in operating income resulted

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from increases in sales and related gross margin and higher gross margins as a percentage of sales, primarily related to cost reduction benefits from restructuring actions implemented in fiscal 2009.

***Nine Months Ended June 25, 2010 Compared to Nine Months Ended June 26, 2009***

Electronic Components' net sales increased \$1,640 million, or 37.9%, to \$5,969 million in the first nine months of fiscal 2010 from \$4,329 million in the same period of fiscal 2009. The strengthening of certain foreign currencies favorably affected net sales by \$168 million, or 4.3%, in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009. Organic net sales growth of \$1,519 million, or 34.7%, in the first nine months of fiscal 2010 over the first nine months of fiscal 2009 was due primarily to growth in the automotive market of \$1,009 million and, to a lesser degree, growth in the industrial and appliance end markets.

Our organic net sales growth was 49.2% in the automotive market in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009. The increase was broad-based and resulted from growth of 80% in the Asia-Pacific region, 42% in the Americas region, and 37% in the EMEA region driven by increases in vehicle production and replenishment of inventory in the supply chain across all regions. Our organic net sales increased 8.6% in the DataComm market in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009 as a result of an increase in sales of our interconnect components to communication equipment manufacturers. In the industrial market, our organic net sales increased 25.2% in the first nine months of fiscal 2010, as compared to the first nine months of fiscal 2009 due primarily to increased demand for factory automation and other industrial equipment in emerging markets. Our organic net sales growth of 37.9% in the appliance market in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009 was attributable to improved consumer demand across all regions. In the first nine months of fiscal 2010, our organic net sales growth of 14.4% in the computer market as compared to the same period of fiscal 2009 resulted from rising demand for notebook computers. Our organic net sales growth of 18.5% in the consumer devices market in the first nine months of fiscal 2010 as compared to the first nine months of fiscal 2009 was due primarily to an increase in sales to mobile phone manufacturers.

Electronic Components had operating income of \$723 million in the first nine months of fiscal 2010 as compared to an operating loss of \$3,754 million in the first nine months of fiscal 2009. Segment results included restructuring and other charges of \$56 million and \$254 million in the first nine months of fiscal 2010 and 2009, respectively. Also, during the first nine months of fiscal 2009, segment results included \$3,435 million of goodwill impairment charges. Excluding these items, the remaining increase resulted from increases in sales and related gross margin and higher gross margins as a percentage of sales, primarily related to cost reduction benefits from restructuring actions implemented in fiscal 2009.

**Network Solutions**

|                  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|------------------|---------------------------|------------------|------------------------------|------------------|
|                  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|                  | (\$ in millions)          |                  |                              |                  |
| Net sales        | \$ 442                    | \$ 425           | \$ 1,258                     | \$ 1,283         |
| Operating income | \$ 60                     | \$ 31            | \$ 122                       | \$ 96            |
| Operating margin | 13.6%                     | 7.3%             | 9.7%                         | 7.5%             |

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The following table sets forth Network Solutions' percentage of total net sales by primary industry end market<sup>(1)</sup>:

|                     | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|---------------------|---------------------------|------------------|------------------------------|------------------|
|                     | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Energy              | 43%                       | 46%              | 45%                          | 46%              |
| Service Providers   | 30                        | 29               | 27                           | 29               |
| Enterprise Networks | 26                        | 24               | 26                           | 24               |
| Other               | 1                         | 1                | 2                            | 1                |
| <b>Total</b>        | <b>100%</b>               | <b>100%</b>      | <b>100%</b>                  | <b>100%</b>      |

- (1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

The following table provides an analysis of the change in Network Solutions' net sales by primary industry end market<sup>(1)</sup>:

|                     | Change in Net Sales for the Quarter Ended<br>June 25, 2010 versus Net Sales for the<br>Quarter Ended June 26, 2009 |                            |               |                | Change in Net Sales for the Nine Months Ended<br>June 25, 2010 versus Net Sales for the<br>Nine Months Ended June 26, 2009 |                            |                |               |              |                |                |               |
|---------------------|--|----------------------------|---------------|----------------|--|----------------------------|----------------|---------------|--------------|----------------|----------------|---------------|
|                     | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Divestiture   | Total          | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Divestiture    | Total         |              |                |                |               |
|                     | (\$ in millions)   |                            |               |                |  |                            |                |               |              |                |                |               |
| Energy              | \$ 9   | 4.4%                       | \$ (4)        | \$ (12)        | \$ (7)   | (3.6)%                     | \$ (32)        | (5.3)%        | \$ (28)      | \$ (28)        | (4.7)%         |               |
| Service Providers   | 9  | 7.3                        | (1)           | 8              | 6.5  | (42)                       | (11.3)         | 14            | (28)         | (7.5)          |                |               |
| Enterprise Networks | 16   | 15.5                       |               | 16             | 16.0   | 15                         | 5.2            | 14            | 29           | 9.7            |                |               |
| Other               |  |                            |               |                |  | 1                          | 8.0            | 1             | 2            | 11.1           |                |               |
| <b>Total</b>        | <b>\$ 34</b>   | <b>8.0%</b>                | <b>\$ (5)</b> | <b>\$ (12)</b> | <b>\$ 17</b>   | <b>4.0%</b>                | <b>\$ (58)</b> | <b>(4.5)%</b> | <b>\$ 57</b> | <b>\$ (24)</b> | <b>\$ (25)</b> | <b>(1.9)%</b> |

- (1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.
- (2) Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates.
- (3) Represents the percentage change in net sales resulting from changes in foreign currency exchange rates.

### ***Quarter Ended June 25, 2010 Compared to Quarter Ended June 26, 2009***

Network Solutions' net sales increased \$17 million, or 4.0%, to \$442 million in the third quarter of fiscal 2010 from \$425 million in the third quarter of fiscal 2009. The weakening of certain foreign currencies negatively affected net sales by \$5 million, or 1.2%, in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009. Organic net sales increased \$34 million, or 8.0%, in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009.

In the third quarter of fiscal 2010, our organic net sales increased 4.4% in the energy market as compared to the third quarter of fiscal 2009 as a result of improved demand in the utilities and transmission markets. In the service providers market, our organic net sales increase of 7.3% in the third quarter of fiscal 2010 as compared to the same period of fiscal 2009 was largely due to increased capital spending by telecommunications companies, particularly related to fiber networks. Our organic sales in the enterprise networks market increased 15.5% in



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the third quarter of fiscal 2010 from fiscal 2009 levels as a result of improving demand, primarily in Europe.

Network Solutions' operating income increased \$29 million to \$60 million in the third quarter of fiscal 2010 from \$31 million in the same period of fiscal 2009. The increase in operating income in the third quarter of fiscal 2010 was primarily the result of higher gross margins as a percentage of sales due to cost reduction benefits from restructuring actions implemented in fiscal 2009 and a decrease in restructuring and other charges of \$16 million as compared to the third quarter of fiscal 2009.

Table of Contents***Nine Months Ended June 25, 2010 Compared to Nine Months Ended June 26, 2009***

In the first nine months of fiscal 2010, Network Solutions' net sales decreased \$25 million, or 1.9%, to \$1,258 million from \$1,283 million in the first nine months of fiscal 2009. The strengthening of certain foreign currencies favorably affected net sales by \$57 million, or 4.4%, in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009. Organic net sales decreased \$58 million, or 4.5%, in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009.

In the energy market, our organic net sales decrease of 5.3% in the first nine months of fiscal 2010 as compared to the first nine months of fiscal 2009 was due to lower investment levels by utilities and reduced customer inventory levels. In the service providers market, our organic net sales decrease of 11.3% in the first nine months of fiscal 2010 from fiscal 2009 levels was primarily attributable to reduced wireline capital spending by telecommunications companies. In the enterprise networks market, organic sales increased 5.2% in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009 as a result of improving demand, primarily in Asia and Europe.

In the first nine months of fiscal 2010, Network Solutions' operating income increased \$26 million to \$122 million from \$96 million in the same period of fiscal 2009. The increase was attributable to a decrease in restructuring and other charges of \$26 million in the first nine months of fiscal 2010 as compared to the first nine months of fiscal 2009.

**Specialty Products**

|                         | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                   |
|-------------------------|---------------------------|------------------|------------------------------|-------------------|
|                         | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009  |
|                         | (\$ in millions)          |                  |                              |                   |
| Net sales               | \$ 398                    | \$ 340           | \$ 1,127                     | \$ 1,053          |
| Operating income (loss) | \$ 66                     | \$ 42            | \$ 166                       | \$ (13)           |
| Operating margin        | 16.6%                     | 12.4%            | 14.7%                        | NM <sup>(1)</sup> |

(1) Not meaningful.

The following table sets forth Specialty Products' percentage of total net sales by primary industry end market<sup>(1)</sup>:

|                                | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--------------------------------|---------------------------|------------------|------------------------------|------------------|
|                                | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
| Aerospace, Defense, and Marine | 40%                       | 45%              | 40%                          | 45%              |
| Touch Systems                  | 25                        | 23               | 25                           | 23               |
| Circuit Protection             | 19                        | 15               | 19                           | 14               |
| Medical                        | 16                        | 17               | 16                           | 18               |
| Total                          | 100%                      | 100%             | 100%                         | 100%             |

(1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

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The following table provides an analysis of the change in Specialty Products' net sales by primary industry end market<sup>(1)</sup>:

|                                   | Change in Net Sales for the Quarter<br>Ended June 25, 2010 versus Net Sales<br>for the Quarter Ended June 26, 2009 |                            |           | Change in Net Sales for the Nine Months<br>Ended June 25, 2010 versus Net Sales<br>for the Nine Months Ended June 26, 2009 |                            |              |             |              |              |             |
|-----------------------------------|--|----------------------------|-----------|--|----------------------------|--------------|-------------|--------------|--------------|-------------|
|                                   | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Total     | Organic <sup>(2)</sup>   | Translation <sup>(3)</sup> | Total        |             |              |              |             |
| (\$ in millions)                  |  |                            |           |  |                            |              |             |              |              |             |
| Aerospace, Defense,<br>and Marine | \$ 11  | 7.6%                       | \$ (1)    | \$ 10  | 6.6%                       | \$ (27)      | (5.7)%      | \$ 8         | (\$ 19)      | (4.0)%      |
| Touch Systems                     | 24   | 31.2                       | (1)       | 23   | 29.5                       | 30           | 12.2        | 5            | 35           | 14.5        |
| Circuit Protection                | 20   | 39.3                       | 2         | 22   | 42.3                       | 54           | 36.8        | 9            | 63           | 42.0        |
| Medical                           | 3  | 4.5                        |           | 3  | 5.1                        | (8)          | (3.9)       | 3            | (5)          | (2.7)       |
| <b>Total</b>                      | <b>\$ 58</b>   | <b>17.2%</b>               | <b>\$</b> | <b>\$ 58</b>   | <b>17.1%</b>               | <b>\$ 49</b> | <b>4.5%</b> | <b>\$ 25</b> | <b>\$ 74</b> | <b>7.0%</b> |

- (1) Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.
- (2) Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates.
- (3) Represents the percentage change in net sales resulting from changes in foreign currency exchange rates.

### ***Quarter Ended June 25, 2010 Compared to Quarter Ended June 26, 2009***

In the third quarter of fiscal 2010, Specialty Products' net sales increased \$58 million, or 17.1%, to \$398 million from \$340 million in the same period of fiscal 2009. Organic net sales increased \$58 million, or 17.2%, during the third quarter of fiscal 2010 as compared to the third quarter of fiscal 2009.

Our organic net sales increased 7.6% in the aerospace, defense, and marine market in the third quarter of fiscal 2010 as compared to the same period in fiscal 2009 primarily as a result of increased demand in the commercial aircraft and defense markets partially offset by a reduction in the marine (oil and gas exploration) market. In the touch systems market, our organic net sales growth was 31.2% in the third quarter of fiscal 2010 as compared to the third quarter of fiscal 2009 reflecting improved demand in the retail sector particularly in Asia and North America. On an organic basis, our net sales growth of 39.3% in the circuit protection market during the third quarter of fiscal 2010 as compared to the same period in fiscal 2009 was due primarily to increased demand in the communications, consumer electronics, and automotive sectors. In the medical market, our organic net sales increased by 4.5% in the third quarter of fiscal 2010 as compared to the third quarter of fiscal 2009 due primarily to increased demand in disposable products as well as increased investments in capital equipment by healthcare providers.

Specialty Products' operating income increased \$24 million to \$66 million in the third quarter of fiscal 2010 from \$42 million in the third quarter of fiscal 2009. The increase in operating income in the third quarter of fiscal 2010 was driven primarily by an increase in gross margin as a result of the increase in sales and cost reduction benefits from restructuring actions implemented in fiscal 2009.

### ***Nine Months Ended June 25, 2010 Compared to Nine Months Ended June 26, 2009***

Specialty Products' net sales increased \$74 million, or 7.0%, to \$1,127 million in the first nine months of fiscal 2010 from \$1,053 million in the first nine months of fiscal 2009. The continued strength of certain foreign currencies positively affected net sales by \$25 million, or 2.5%, in the first nine months of fiscal 2010 as compared to the same period of fiscal 2009. Organic net sales increased \$49 million, or 4.5%, during the first nine months of fiscal 2010 as compared to the same period of fiscal 2009.

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In the aerospace, defense, and marine market, our organic net sales decline of 5.7% in the first nine months of fiscal 2010 as compared to the first nine months of fiscal 2009 was due to weak demand in the marine and commercial aircraft markets partially offset by growth in the defense end market. Our organic net sales growth of 12.2% in the touch systems market in the first nine months of fiscal 2010 over the same period of fiscal 2009 was due to improved demand in the retail sector particularly in Asia and North America, partially offset by continued weakness in global demand in the gaming markets. During the first nine months of fiscal 2010, our organic net sales growth of 36.8% in the circuit protection market as compared to the same period in fiscal 2009 resulted from increased demand in the communications, consumer electronics, and automotive sectors. In the medical market, our organic net sales decreased by 3.9% in the first nine months of fiscal 2010 as compared to the first nine months of fiscal 2009 as a result of lower capital spending by healthcare providers, partially offset by increased demand for disposable products.

Specialty Products' operating income increased \$179 million to \$166 million in the first nine months of fiscal 2010 from an operating loss of \$13 million in the same period of fiscal 2009. In the first nine months of fiscal 2009, segment results were negatively impacted by \$112 million of goodwill impairment charges. Excluding this item, the remaining increase in operating income was due primarily to a decrease in restructuring and other charges of \$22 million as compared to the first nine months of fiscal 2009 and an increase in gross margin as a result of the increase in sales and cost reduction benefits from restructuring actions implemented in fiscal 2009.

**Subsea Communications**

|                  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|------------------|---------------------------|------------------|------------------------------|------------------|
|                  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|                  | (\$ in millions)          |                  |                              |                  |
| Net sales        | \$ 170                    | \$ 319           | \$ 579                       | \$ 893           |
| Operating income | \$ 36                     | \$ 73            | \$ 116                       | \$ 165           |
| Operating margin | 21.2%                     | 22.9%            | 20.0%                        | 18.5%            |

During the second quarter of fiscal 2010, we renamed the Undersea Telecommunications segment Subsea Communications. This segment continues to design, manufacture, install, and maintain undersea communications solutions.

***Quarter Ended June 25, 2010 Compared to Quarter Ended June 26, 2009***

In the third quarter of fiscal 2010, Subsea Communications' net sales decreased \$149 million, or 46.7%, to \$170 million from \$319 million in the same period of fiscal 2009. The decrease resulted from the completion of certain large projects during fiscal 2009 and lower levels of project activity in fiscal 2010.

Subsea Communications' operating income decreased \$37 million in the third quarter of fiscal 2010 to \$36 million from \$73 million in the third quarter of fiscal 2009. The decrease was primarily attributable to lower sales in the current fiscal year.

***Nine Months Ended June 25, 2010 Compared to Nine Months Ended June 26, 2009***

Subsea Communications' net sales decreased \$314 million, or 35.2%, to \$579 million in the first nine months of fiscal 2010 from \$893 million in the first nine months of fiscal 2009. The decrease resulted from the completion of certain large projects during fiscal 2009 and lower levels of project activity in fiscal 2010.

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In the first nine months of fiscal 2010, Subsea Communications' operating income decreased \$49 million to \$116 million from \$165 million in the same period of fiscal 2009. The decrease resulted from lower sales in the current fiscal year partially offset by an increase in operating margin from project mix, favorable execution on projects, and recognition of revenue previously deferred as a result of cash collections.

**Non-Operating Items**

**Interest Expense, Net**

Net interest expense was \$34 million in the third quarter of fiscal 2010 as compared to \$38 million in the third quarter of fiscal 2009. In the first nine months of fiscal 2010, net interest expense was \$101 million as compared to \$112 million in the first nine months of fiscal 2009. The decreases were due primarily to lower average debt levels resulting in lower interest expense.

**Other Income, Net**

In the quarters ended June 25, 2010 and June 26, 2009, we recorded net other income of \$42 million and \$5 million, respectively, primarily consisting of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien. The income in the third quarter of fiscal 2010 reflects a net increase to the receivable from Tyco International and Covidien primarily related to certain proposed adjustments to prior period income tax returns and related accrued interest, partially offset by a decrease related to the completion of certain non-U.S. audits of prior year income tax returns.

In the nine months ended June 25, 2010, we recorded net other income of \$125 million, primarily consisting of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien. The income in the first nine months of fiscal 2010 reflects a net increase to the receivable from Tyco International and Covidien primarily related to certain proposed adjustments to prior period income tax returns and related accrued interest, partially offset by a decrease related to the completion of certain non-U.S. audits of prior year income tax returns. In the nine months ended June 26, 2009, we recorded net other income of \$7 million, primarily consisting of \$9 million of income pursuant to the Tax Sharing Agreement with Tyco International and Covidien offset by \$2 million of unrealized losses on rabbi trust assets.

**Income Taxes**

We recorded a tax provision of \$144 million and \$6 million, an effective income tax rate of 30.3% and 19.4%, for the quarters ended June 25, 2010 and June 26, 2009, respectively. The effective income tax rate for the quarter ended June 25, 2010 reflects a charge of \$124 million primarily associated with certain proposed adjustments to prior year income tax returns and related accrued interest as well as an income tax benefit of \$98 million recognized in connection with the completion of certain non-U.S. audits of prior year income tax returns. In addition, the effective income tax rate for the quarter ended June 25, 2010 reflects tax benefits recognized in connection with anticipated increased profitability in fiscal 2010 in certain entities operating in lower tax rate jurisdictions. The effective income tax rate for the quarter ended June 26, 2009 reflects the tax benefits recognized in connection with fiscal 2009 profitability in certain entities operating in lower tax rate jurisdictions partially offset by accruals of interest and taxes related to uncertain tax positions.

For the nine months ended June 25, 2010 and June 26, 2009, we recorded a tax provision of \$348 million, an effective income tax rate of 30.1%, and a tax benefit of \$570 million, an effective income tax rate of 15.2%, respectively. The effective income tax rate for the nine months ended June 25, 2010 reflects a charge of \$242 million primarily associated with certain proposed adjustments to prior year income tax returns and related accrued interest as well as an income tax benefit of \$98 million recognized in connection with the completion of certain non-U.S. audits of prior year

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income tax returns. In addition, the effective income tax rate for the nine months ended June 25, 2010 reflects an income tax benefit of \$72 million recognized in connection with a reduction in the valuation allowance associated with tax loss carryforwards in certain non-U.S. locations and tax benefits recognized in connection with anticipated increased profitability in fiscal 2010 in certain entities operating in lower tax rate jurisdictions. The effective income tax rate for the nine months ended June 26, 2009 was impacted by a \$3,547 million pre-tax impairment of goodwill for which a tax benefit was not fully recognized as well as a \$144 million pre-tax charge related to pre-separation securities litigation, for which no tax benefit was recorded.

**Loss from Discontinued Operations, Net of Income Taxes**

For the third quarter and first nine months of fiscal 2009, loss from discontinued operations was \$100 million and \$166 million, respectively. Loss from discontinued operations for the third quarter of fiscal 2009 included a pre-tax gain of \$55 million on the divestiture of the Wireless Systems business. In the first nine months of fiscal 2009, loss from discontinued operations included pre-tax charges of \$111 million related to the Wireless Systems business' contract with the State of New York. See Notes 5 and 13 to the Condensed Consolidated Financial Statements for additional information regarding discontinued operations and the State of New York contract.

**Liquidity and Capital Resources**

The following table summarizes our cash flows from operating, investing, and financing activities, as derived from and reflected on the Condensed Consolidated Statements of Cash Flows:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Net cash provided by operating activities            | \$ 375                    | \$ 330           | \$ 1,205                     | \$ 787           |
| Net cash provided by (used in) investing activities  | (123)                     | 616              | (322)                        | 444              |
| Net cash used in financing activities                | (274)                     | (415)            | (587)                        | (1,038)          |
| Effect of currency translation on cash               | (2)                       | 5                | (2)                          | (21)             |
| Net increase (decrease) in cash and cash equivalents | \$ (24)                   | \$ 536           | \$ 294                       | \$ 172           |

Our ability to fund our future capital needs will be affected by our ability to continue to generate cash from operations and may be affected by our ability to access the capital markets, money markets, or other sources of funding, as well as the capacity and terms of our financing arrangements. We believe that cash generated from operations and, to the extent necessary, these other sources of potential funding will be sufficient to meet our anticipated capital needs for the foreseeable future. We may use excess cash to reduce our outstanding debt levels, including through the possible repurchase of our public debt in accordance with applicable law, to purchase a portion of our common shares pursuant to our authorized share repurchase program, to pay distributions or dividends on our common shares, or to acquire strategic businesses or product lines. We intend to fund the acquisition of ADC with approximately \$1 billion of available cash and the remainder through the issuance of debt. The cost or availability of future funding may be impacted by financial market conditions. We will continue to monitor financial markets, to respond as necessary to changing conditions.

Table of Contents**Cash Flows from Operating Activities**

The following table summarizes the sources and uses of our cash flows from operating activities:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Operating income (loss)  | \$ 467                    | \$ 64            | \$ 1,134                     | \$ (3,650)       |
| Impairment of goodwill   |                           |                  |                              | 3,547            |
| Depreciation and amortization                                      | 129                       | 130              | 395                          | 382              |
| Deferred income taxes  | 120                       | (10)             | 275                          | (685)            |
| Provisions for losses on<br>accounts receivable and<br>inventories | (1)                       | 19               | (1)                          | 57               |
| Other, net   | 40                        | 24               | 94                           | 78               |
| Changes in assets and liabilities,<br>net:                         |                           |                  |                              |                  |
| Accounts receivable, net   | (228)                     | (53)             | (374)                        | 779              |
| Inventories  | (132)                     | 264              | (261)                        | 471              |
| Accounts payable   | 107                       | 74               | 367                          | (470)            |
| Other  | 51                        | (132)            | 25                           | (138)            |
| Interest income  | 4                         | 4                | 14                           | 13               |
| Interest expense   | (38)                      | (42)             | (115)                        | (125)            |
| Income tax expense   | (144)                     | (6)              | (348)                        | 570              |
| Net cash provided by<br>continuing operating activities            | 375                       | 336              | 1,205                        | 829              |
| Net cash used in discontinued<br>operating activities              |                           | (6)              |                              | (42)             |
| Net cash provided by operating<br>activities                       | \$ 375                    | \$ 330           | \$ 1,205                     | \$ 787           |

Net cash provided by continuing operating activities increased \$39 million to \$375 million in the third quarter of fiscal 2010 as compared to \$336 million in the third quarter of fiscal 2009. In the first nine months of fiscal 2010, net cash provided by continuing operations increased \$376 million to \$1,205 million from \$829 million in the same period of fiscal 2009. The increases primarily resulted from increases in income levels, partially offset by increased working capital to support current business levels. The amount of income taxes paid, net of refunds, was \$25 million and \$15 million, for the third quarter of fiscal 2010 and 2009, respectively, and \$73 million and \$87 million for the first nine months of fiscal 2010 and 2009, respectively.

Table of Contents**Cash Flows from Investing Activities**

The following table summarizes the sources and uses of our cash flows from investing activities:

|   | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|---|---------------------------|------------------|------------------------------|------------------|
|   | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|   | (in millions)             |                  |                              |                  |
| Capital expenditures  | \$ (92)                   | \$ (61)          | \$ (249)                     | \$ (270)         |
| Proceeds from sale of property, plant, and equipment  |                           | 2                | 5                            | 9                |
| Acquisition of businesses, net of cash acquired   | (15)                      |                  | (70)                         |                  |
| Proceeds from divestiture of discontinued operations, net of cash retained by operations sold |                           | 665              |                              | 694              |
| Proceeds from divestiture of businesses, net of cash retained by businesses sold              |                           | 10               | 12                           | 16               |
| Other   | (16)                      | 1                | (20)                         | (2)              |
| Net cash provided by (used in) continuing investing activities                                | (123)                     | 617              | (322)                        | 447              |
| Net cash used in discontinued investing activities  |                           | (1)              |                              | (3)              |
| Net cash provided by (used in) investing activities   | \$ (123)                  | \$ 616           | \$ (322)                     | \$ 444           |

We continue to fund capital expenditures to support new programs and to invest in machinery and our manufacturing facilities to further enhance productivity and manufacturing capabilities. Capital spending increased \$31 million in the third quarter of fiscal 2010 to \$92 million as compared to \$61 million in the third quarter of fiscal 2009 as a result of increased business levels. In the first nine months of fiscal 2010, capital spending decreased \$21 million to \$249 million as compared to \$270 million in the same period of fiscal 2009. We expect fiscal 2010 capital spending levels to be approximately \$375 million.

During the third quarter of fiscal 2010, we acquired certain assets of the Optical Products Group of Zarlink Semiconductor Inc. for \$15 million in cash. During the second quarter of fiscal 2010, we acquired Sensitive Object for a purchase price of \$67 million, which includes \$6 million of contingent consideration to be paid in fiscal 2011.

In the first quarter of fiscal 2010, we received cash proceeds of \$12 million related to the sale of the Dulmison connectors and fittings product line. Also, in the third quarter and first nine months of fiscal 2009, we received cash proceeds of \$10 million and \$16 million, respectively, primarily related to the divestiture of the Battery Systems business.

In the third quarter of fiscal 2009, net cash proceeds related to the divestiture of discontinued operations included \$665 million received in connection with the sale of our former Wireless Systems business. In addition, in the first nine months of fiscal 2009, we received cash proceeds related to working capital adjustments of \$29 million in connection with the sale of the Radio Frequency Components and Subsystems and Automotive Radar Sensors businesses which occurred in fiscal 2008.



Table of Contents**Cash Flows from Financing Activities and Capitalization**

The following table summarizes the sources and uses of our cash flows from financing activities:

|  | For the<br>Quarters Ended |                  | For the<br>Nine Months Ended |                  |
|--|---------------------------|------------------|------------------------------|------------------|
|  | June 25,<br>2010          | June 26,<br>2009 | June 25,<br>2010             | June 26,<br>2009 |
|  | (in millions)             |                  |                              |                  |
| Net decrease in commercial paper   | \$                        | \$               | \$                           | \$ (649)         |
| Proceeds from long-term debt   |                           | 6                |                              | 448              |
| Repayment of long-term debt  |                           | (342)            |                              | (461)            |
| Repurchase of common shares  | (208)                     |                  | (373)                        | (152)            |
| Payment of common share dividends and cash distributions to shareholders | (72)                      | (74)             | (218)                        | (221)            |
| Transfer to discontinued operations                                      |                           | (17)             |                              | (49)             |
| Other  | 6                         |                  | 4                            | (3)              |
| Net cash used in continuing financing activities                         | (274)                     | (427)            | (587)                        | (1,087)          |
| Net cash provided by discontinued financing activities                   |                           | 12               |                              | 49               |
| Net cash used in financing activities                                    | \$ (274)                  | \$ (415)         | \$ (587)                     | \$ (1,038)       |

Total debt at June 25, 2010 and September 25, 2009 was \$2,415 million and \$2,417 million, respectively. See Note 10 to the Condensed Consolidated Financial Statements for further information regarding debt.

In April 2007, Tyco Electronics Group S.A. ("TEGSA"), our wholly-owned subsidiary, entered into a five-year unsecured senior revolving credit facility ("Credit Facility"). In fiscal 2009, \$75 million of the commitment was assigned by Lehman Brothers Bank, FSB to TEGSA, reducing the total effective commitment to \$1,425 million. At June 25, 2010 and September 25, 2009, TEGSA had no borrowings under the Credit Facility.

Our Credit Facility contains a financial ratio covenant providing that if our ratio of Consolidated Total Debt (as defined in the Credit Facility) to Consolidated EBITDA (as defined in the Credit Facility) for the then most recently concluded period of four consecutive fiscal quarters exceeds 3.5 to 1.0, an Event of Default (as defined in the Credit Facility) is triggered under the Credit Facility. The Credit Facility and our other debt agreements contain other customary covenants. None of our covenants are presently considered restrictive to our operations. As of June 25, 2010, we were in compliance with all of our Credit Facility and debt covenants and believe that we will continue to be in compliance with these covenants for the foreseeable future.

TEGSA's payment obligations under its senior notes and Credit Facility and the payment obligation of the profit sharing notes issued by a subsidiary are fully and unconditionally guaranteed by Tyco Electronics Ltd.

Payments of common share dividends and cash distributions to shareholders were \$72 million and \$74 million in the third quarter of fiscal 2010 and 2009, respectively. In the first nine months of fiscal 2010 and 2009, payments of common share dividends and cash distributions to shareholders were \$218 million and \$221 million, respectively. In October 2009, our shareholders approved a cash distribution to shareholders in the form of a capital reduction to the par value of our common shares of 0.34 Swiss Francs ("CHF") (equivalent to \$0.32) per share, payable in two equal installments in each of the first and second quarters of fiscal 2010. We paid the first and second installments of the distribution at a rate of \$0.16 per share each during the quarters ended December 25, 2009 and March 26, 2010. These capital reductions reduced the par value of our common shares from CHF 2.43 (equivalent to \$2.24) to CHF 2.09 (equivalent to \$1.92). In March 2010, our shareholders approved a

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cash distribution to shareholders in the form of a capital reduction to the par value of our common shares of CHF 0.72 (equivalent to \$0.64) per share, payable in four equal installments in each quarter beginning in the third quarter of fiscal 2010 through the second quarter of fiscal 2011. During the quarter ended June 25, 2010, we paid the first installment of this distribution at a rate of \$0.16 per share. This capital reduction reduced the par value of our common shares from CHF 2.09 (equivalent to \$1.92) to CHF 1.91 (equivalent to \$1.76).

Future distributions or dividends on our common shares, if any, must be approved by our shareholders. In exercising their discretion to recommend to the shareholders that such distributions or dividends be approved, our board of directors will consider our results of operations, cash requirements and surplus, financial condition, statutory requirements of applicable law, contractual restrictions, and other factors that they may deem relevant.

During the third quarter and first nine months of fiscal 2010, we purchased approximately 8 million and 14 million, respectively, of our common shares for \$225 million and \$390 million, respectively, of which \$208 million and \$373 million, respectively, was paid as of June 25, 2010. During the third quarter of fiscal 2009, we did not purchase any of our common shares. During the first nine months of fiscal 2009, we purchased approximately 6 million of our common shares for \$125 million and also settled purchases of \$27 million of our common shares which occurred prior to the end of the fourth quarter of fiscal 2008. Since inception of the share repurchase program, which has a current authorization of \$2.0 billion, we have purchased approximately 57 million shares for \$1,784 million.

**Backlog**

At June 25, 2010, we had a backlog of unfilled orders of \$3,016 million compared to a backlog of \$2,809 million at September 25, 2009. Backlog by reportable segment was as follows:

|                       | June 25,<br>2010 | September 25,<br>2009 |
|-----------------------|------------------|-----------------------|
|                       | (in millions)    |                       |
| Electronic Components | \$ 1,742         | \$ 1,265              |
| Network Solutions     | 301              | 290                   |
| Specialty Products    | 390              | 334                   |
| Subsea Communications | 583              | 920                   |
| <b>Total</b>          | <b>\$ 3,016</b>  | <b>\$ 2,809</b>       |

**Commitments and Contingencies****Income Tax Matters**

In prior years, in connection with the IRS audit of various fiscal years, Tyco International submitted to the IRS proposed adjustments to prior period U.S. federal income tax returns resulting in a reduction in the taxable income previously filed. The IRS accepted substantially all of the proposed adjustments for fiscal 1997 through 2000 for which the IRS had completed its field work. On the basis of previously accepted amendments, we have determined that acceptance of adjustments presented for additional periods through fiscal 2005 is probable and, accordingly, have recorded them, as well as the impacts of the adjustments accepted by the IRS, on the Condensed Consolidated Financial Statements.

Tyco International continues to complete proposed adjustments to the remainder of its U.S. federal income tax returns and in fiscal 2009 and 2008, proposed certain adjustments to the returns. In addition, in fiscal 2008, Tyco International, Covidien, and we completed and filed certain fiscal 2007 U.S. consolidated federal and state income tax returns which included a combination of Tyco International, Covidien, and our subsidiaries.

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As our tax return positions continue to be updated for periods prior to the separation, additional adjustments may be identified and recorded on the Condensed Consolidated Financial Statements. While the final adjustments cannot be determined until the income tax return amendment process is completed, we believe that any resulting adjustments will not have a material impact on our results of operations, financial position, or cash flows. Additionally, adjustments may be recorded in shareholders' equity in the future for the impact of filing final or amended income tax returns in certain jurisdictions where those returns include a combination of Tyco International, Covidien, and/or our subsidiaries for the periods prior to the separation.

During fiscal 2007, the IRS concluded its field examination of certain of Tyco International's U.S. federal income tax returns for the years 1997 through 2000 and issued anticipated Revenue Agent Reports which reflect the IRS' determination of proposed tax adjustments for the periods under audit. Tyco International has agreed with the IRS on adjustments totaling \$498 million. It is our understanding that Tyco International has appealed other proposed adjustments totaling approximately \$1 billion and is vigorously defending its prior filed tax return positions. Additionally, the IRS proposed civil fraud penalties against Tyco International arising from alleged actions of former executives in connection with certain intercompany transfers of stock in 1998 and 1999. Any penalty imposed would be subject to sharing with Tyco International and Covidien under the Tax Sharing Agreement. It is our understanding that Tyco International is vigorously opposing the assertion of any such penalties.

It is our understanding that Tyco International has made progress during fiscal 2010 towards resolving several of the disputed tax issues for the years 1997 through 2000 and it could reach agreement with the IRS on these matters within the next twelve months. In addition, the IRS continues to audit certain Tyco International income tax returns for the years 2001 through 2004, and its field examination for this period could be completed within the next twelve months.

We continue to believe that the amounts recorded in our Condensed Consolidated Financial Statements relating to the matters discussed above are appropriate. However, the ultimate resolution is uncertain and could result in a material impact to our results of operations, financial position, or cash flows.

**Legal Matters**

In the ordinary course of business, we are subject to various legal proceedings and claims, including patent infringement claims, antitrust claims, product liability matters, environmental matters, employment disputes, disputes on agreements, and other commercial disputes. Management believes that these legal proceedings and claims likely will be resolved over an extended period of time. Although it is not feasible to predict the outcome of these proceedings, based upon our experience, current information, and applicable law, we do not expect that these proceedings will have a material adverse effect on our results of operations, financial position, or cash flows. However, one or more of the proceedings could have a material adverse effect on our results of operations, financial position, or cash flows for a future period. See Note 13 to the Condensed Consolidated Financial Statements for further information regarding legal proceedings.

***Securities Proceedings and Settlements***

As previously reported in our periodic filings, prior to the separation, Tyco International and certain of its former directors and officers were named as defendants in over 40 purported securities class action lawsuits. As a part of the Separation and Distribution Agreement among us, Tyco International, and Covidien, any existing or potential liabilities related to this outstanding litigation have been allocated among Tyco International, Covidien, and us. We are responsible for 31% of potential liabilities that may arise upon the settlement of the pending litigation. If Tyco International or Covidien were to default on their obligation to pay their allocated share of these liabilities, however, we

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would be required to pay additional amounts. Subject to the terms and conditions of the Separation and Distribution Agreement, Tyco International manages and controls all the legal matters related to the shared contingent liabilities, including the defense or settlement thereof, subject to certain limitations. The liability sharing provisions regarding these class actions are set forth in the Separation and Distribution Agreement.

In 2007, Tyco International settled 32 of the purported securities class action lawsuits arising from the actions alleged to have been taken by its prior management in a class action settlement, for which we were responsible for 31% of the settlement amount. A number of individuals and entities who opted out of the class action settlement filed actions against Tyco International and/or Tyco International, Covidien, and us, all of which actions have been settled subsequently. In the third quarter of fiscal 2010, Tyco International settled the remaining significant securities lawsuit, a class action captioned *Stumpf v. Tyco International Ltd., et al.*, for \$79 million, with Tyco Electronics being responsible for \$24 million, pursuant to the sharing formula in the Separation and Distribution Agreement. The settlement agreement provides that a portion of the settlement fund will be set aside for potential opt-out claims. We cannot predict presently if any opt-out claims will be made and whether opt-out claims will exceed the amount allocated for such claims, requiring the us to fund any portion under the sharing formula in the Separation and Distribution Agreement. During the second quarter of fiscal 2009, we recorded reserves totaling \$375 million representing the best estimate of probable loss for the then remaining securities litigation claims, including the *Stumpf* case, subject to the Separation and Distribution Agreement. As of June 25, 2010, there were no remaining significant securities lawsuits outstanding and we concluded that reserves of \$22 million could be released. Accordingly, pursuant to the sharing formula, we recorded income of \$7 million during the third quarter of fiscal 2010.

**Matters Related to the Our Former Wireless Systems Business**

Certain liabilities and contingencies related to our former Wireless Systems business were retained by us when this business was sold in the third quarter of fiscal 2009. These include certain retained liabilities related to the State of New York contract and a contingent purchase price commitment related to the acquisition of Com-Net by the Wireless Systems business in 2001. See additional information below. Also, see Note 5 to the Condensed Consolidated Financial Statements for additional information regarding the divestiture of the Wireless Systems business.

***State of New York Contract***

On September 19, 2005, we were awarded a twenty-year lease contract with the State of New York (the "State") to construct, operate, and maintain a statewide wireless communications network for use by state and municipal first responders. On August 29, 2008, we were served by the State with a default notice related to the first regional network, pursuant to the contract. Under the terms of the contract, we had 45 days to rectify the purported deficiencies noted by the State. On October 16, 2008, we informed the State that all technical deficiencies had been remediated and the system was operating in accordance with the contract specifications and certified the system ready for testing. The State conducted further testing during November and December 2008. On January 15, 2009, the State notified us that, in the State's opinion, we had not fully remediated the issues cited by the State and it had determined that we were in default of the contract and that it had exercised its right to terminate the contract. The State contends that it has the right under the contract to recoup costs incurred by the State in conjunction with the implementation of the network, and as a result of this contention, on January 16, 2009, the State drew down \$50 million against an irrevocable standby letter of credit funded by us. The State has the ability to draw up to an additional \$50 million against the standby letter of credit, although we dispute that the State has any basis to do so.

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On February 13, 2009, we filed a claim in the New York Court of Claims, seeking over \$100 million in damages, and alleging a number of causes of action, including breach of contract, unjust enrichment, defamation, conversion, breach of the covenant of good faith and fair dealing, the imposition of a constructive trust, and seeking a declaration that the State terminated the contract "for convenience." On September 25, 2009, the Court granted the State's motion to dismiss all counts of the complaint, with the exception of the breach of contract claims. On November 16, 2009, the State filed an answer to the complaint and counterclaim. The counterclaim asserts a claim for breach of contract and alleges that the State has incurred damages in excess of \$275 million. We believe that the counterclaim is without merit and intend to vigorously pursue its claims in this matter. The parties are now proceeding with discovery.

As a result of these actions, in the first quarter of fiscal 2009, we recorded pre-tax charges totaling \$111 million associated with this contract. These charges are reflected in loss from discontinued operations on the Condensed Consolidated Statement of Operations as a result of our sale of the Wireless Systems business. See Note 5 to the Condensed Consolidated Financial Statements for further discussion of discontinued operations and the sale of the Wireless Systems business. The charges included an impairment charge of \$61 million to write-off all costs incurred in constructing the network as well as a charge equal to the amount drawn by the State against the standby letter of credit of \$50 million. The assets related to the impairment charge were previously reflected primarily as inventory on the Condensed Consolidated Balance Sheet.

***Com-Net***

At June 25, 2010, we had a contingent purchase price commitment of \$80 million related to our fiscal 2001 acquisition of Com-Net. This represents the maximum amount payable to the former shareholders of Com-Net only after the construction and installation of a communications system for the State of Florida is finished and the State of Florida has approved the system based on the guidelines set forth in the contract. Under the terms of the purchase and sale agreement, we do not believe we have any obligation to the sellers. However, the sellers have contested our position and initiated a lawsuit in June 2006 in the Court of Common Pleas in Allegheny County, Pennsylvania, which is in the motion pleading and discovery phase. A liability for this contingency has not been recorded on the Condensed Consolidated Financial Statements as we do not believe that any payment is probable or estimable at this time.

**Off-Balance Sheet Arrangements**

Certain of our segments have guaranteed the performance of third parties and provided financial guarantees for uncompleted work and financial commitments. The terms of these guarantees vary with end dates ranging from fiscal 2010 through the completion of such transactions. The guarantees would be triggered in the event of nonperformance and the potential exposure for nonperformance under the guarantees would not have a material effect on our results of operations, financial position, or cash flows.

In disposing of assets or businesses, we often provide representations, warranties, and/or indemnities to cover various risks including unknown damage to the assets, environmental risks involved in the sale of real estate, liability for investigation and remediation of environmental contamination at waste disposal sites and manufacturing facilities, and unidentified tax liabilities and legal fees related to periods prior to disposition. We do not have the ability to estimate the potential liability from such indemnities because they relate to unknown conditions. However, we have no reason to believe that these uncertainties would have a material adverse effect on our results of operations, financial position, or cash flows.

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As of June 25, 2010, we had outstanding letters of credit and letters of guarantee in the amount of \$377 million, of which \$50 million was related to our contract with the State of New York.

We have recorded liabilities for known indemnifications included as part of environmental liabilities. See Note 13 to the Condensed Consolidated Financial Statements for a discussion of these liabilities.

In the normal course of business, we are liable for contract completion and product performance. In the opinion of management, except for the charges related to the contract with the State of New York discussed below, such obligations will not significantly affect our results of operations, financial position, or cash flows.

In January 2009, the State of New York drew down \$50 million against an irrevocable standby letter of credit funded by us. As a result, we recorded a pre-tax charge equal to the draw. Although we dispute that the State has any basis to do so, the State has the ability to draw up to an additional \$50 million against the standby letter of credit which could result in additional charges and could have a material adverse effect on our results of operations, financial position, and cash flows.

Pursuant to the Separation and Distribution Agreement and Tax Sharing Agreement, upon separation, we entered into certain guarantee commitments and indemnifications with Tyco International and Covidien. Under these agreements, principally the Tax Sharing Agreement, Tyco International, Covidien, and Tyco Electronics share 27%, 42%, and 31%, respectively, of certain contingent liabilities relating to unresolved pre-separation tax matters of Tyco International. The effect of the Tax Sharing Agreement is to indemnify us for 69% of certain liabilities settled in cash by us with respect to unresolved pre-separation tax matters. Pursuant to that indemnification, we have made similar indemnifications to Tyco International and Covidien with respect to 31% of certain liabilities settled in cash by the companies with respect to unresolved pre-separation tax matters. If any of the companies responsible for all or a portion of such liabilities were to default in its payment of costs or expenses related to any such liability, we would be responsible for a portion of the defaulting party or parties' obligation. These arrangements have been valued upon our separation from Tyco International in accordance with ASC 460, *Guarantees*, and, accordingly, liabilities amounting to \$339 million were recorded on the Condensed Consolidated Balance Sheets at June 25, 2010 and September 25, 2009. See Notes 11 and 13 to the Condensed Consolidated Financial Statements for additional information.

We generally record estimated product warranty costs at the time of sale. See Note 11 to the Condensed Consolidated Financial Statements for further information regarding estimated product warranty.

### **Critical Accounting Policies and Estimates**

The preparation of the Condensed Consolidated Financial Statements in conformity with GAAP requires management to use judgment in making estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenue and expenses.

Our accounting policies for revenue recognition, inventories, goodwill and other intangible assets, income taxes, pension and postretirement benefits, and share-based compensation are based on, among other things, judgments and assumptions made by management. During the nine months ended June 25, 2010, there were no significant changes to these policies or to the underlying accounting assumptions and estimates used in these policies from those disclosed in the Consolidated and Combined Financial Statements and accompanying notes contained in our Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

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**Accounting Pronouncements**

***Recently Adopted Accounting Pronouncements***

In September 2006, the Financial Accounting Standards Board ("FASB") issued guidance in ASC 820, *Fair Value Measurements and Disclosures*, that defines fair value, establishes a framework for measuring fair value, expands disclosure about fair value measurements, and introduces the fair value option for certain financial assets and liabilities. We adopted the fair value provisions of ASC 820 in the first quarter of fiscal 2009. Prior to adoption, the fair value measurement and disclosure requirements for non-financial assets and liabilities were deferred by one year. We adopted the fair value provisions of ASC 820 for non-financial assets and liabilities on September 26, 2009. See Note 15 to the Condensed Consolidated Financial Statements for additional information related to fair value measurements.

In April 2009 and December 2007, the FASB issued guidance in ASC 805, *Business Combinations*, addressing the recognition and accounting for identifiable assets acquired, liabilities assumed, and noncontrolling interests in business combinations. We adopted the business combination provisions on September 26, 2009. Adoption did not have a material impact on our results of operations, financial position, or cash flows.

In December 2007, the FASB issued updates to guidance in ASC 810, *Consolidation*, that address the accounting and reporting framework for noncontrolling interests by a parent company. We adopted the updates on September 26, 2009. As a result of adopting the presentation requirements related to noncontrolling interests, we have retrospectively adjusted our Condensed Consolidated Financial Statements. Adoption of the accounting requirements for noncontrolling interests did not have a material impact on our results of operations, financial position, or cash flows.

**Forward-Looking Information**

Certain statements in this quarterly report on Form 10-Q are "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, among others, the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition, and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "potential," "continue," "may," "should," or the negative of these terms or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements. We do not have any intention or obligation to update forward-looking statements after we file this report except as required by law.

The following risks, which are described in greater detail in "Part II. Item 1A. Risk Factors" of this report and "Part I. Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended September 25, 2009, could also cause our results to differ materially from those expressed in forward-looking statements:

Current and future conditions in the global economy and global capital and credit markets, and cyclical industry conditions;

Conditions affecting demand for products in the industries we serve, particularly the automotive industry and the telecommunications, computer, and consumer electronics industries;

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Competition and pricing pressure;

Risk of future goodwill impairment;

Market acceptance of new product introductions and product innovations and product life cycles;

Financial condition and consolidation of customers and vendors;

Raw material availability, quality, and cost;

Fluctuations in foreign currency exchange rates;

Declines in the market value of our pension plans' investment portfolios;

Reliance on third party suppliers;

Our ability to attract and retain highly qualified personnel;

Risks associated with future acquisitions and divestitures;

Global risks of political, economic, and military instability;

Risks related to compliance with current and future environmental and other laws and regulations;

Our ability to protect our intellectual property rights;

Risks of litigation;

Our ability to operate within the limitations imposed by our debt instruments;

Risks relating to our separation on June 29, 2007 from Tyco International Ltd.;

The possible effects on us of various U.S. and non-U.S. legislative proposals and other initiatives that, if adopted, could materially increase our worldwide corporate effective tax rate and negatively impact our U.S. government contracts business;

Various risks associated with being a Swiss corporation;



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Risks associated with our proposed acquisition of ADC, including the risk that the transaction may not be consummated, the risk that a regulatory approval that may be required for the transaction is not obtained or is obtained subject to conditions that are not anticipated, the risk that ADC will not be integrated successfully into Tyco Electronics, and the risk that revenue opportunities, cost savings, and other anticipated synergies from the transaction may not be fully realized or may take longer to realize than expected;

The impact of fluctuations in the market price of our shares; and

The impact of certain provisions of our articles of association on unsolicited takeover proposals.

There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no significant changes in our exposures to market risk during the first nine months of fiscal 2010, except for the items discussed below. For further discussion of our exposures to market risk, refer to "Part II. Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

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**Interest Rate Exposures**

During the first nine months of fiscal 2010, we purchased options to enter into interest rate swaps ("swaptions") and entered into forward starting interest rate swaps designated as cash flow hedges to manage interest rate exposure prior to the probable issuance of fixed-rate debt when our 6.00% senior notes mature in fiscal 2012. These swaptions and forward starting interest rate swaps are based on a total notional amount of \$400 million. Also, during the first nine months of fiscal 2010, we entered into an interest rate swap designated as a fair value hedge on \$50 million principal amount of the 6.00% senior notes.

See Note 14 to the Condensed Consolidated Financial Statements for further discussion of our exposures to market risk.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of June 25, 2010. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of June 25, 2010.

**Changes in Internal Control Over Financial Reporting**

During the quarter ended June 25, 2010, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Except as discussed below, there have been no material developments in our legal proceedings since we filed our Annual Report on Form 10-K for the fiscal year ended September 25, 2009. For a description of our previously reported legal proceedings, refer to "Part I. Item 3. Legal Proceedings" in our Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

In the third quarter of fiscal 2010, Tyco International settled the remaining significant lawsuit of its pre-separation securities litigation, a class action captioned *Stumpf v. Tyco International Ltd., et al.*, for \$79 million, with Tyco Electronics being responsible for \$24 million, pursuant to the sharing formula in the Separation and Distribution Agreement. The settlement agreement provides that a portion of the settlement fund will be set aside for potential opt-out claims. We cannot predict presently if any opt-out claims will be made and whether opt-out claims will exceed the amount allocated for such claims, requiring us to fund any portion under the sharing formula in the Separation and Distribution Agreement.

We are aware that, subsequent to the announcement of the entry into the Merger Agreement with ADC in July 2010, purported stockholders of ADC filed several purported class action complaints in the District Court for the State of Minnesota, Hennepin County against ADC, its board of directors, Tyco Electronics, and Tyco Electronics' subsidiary generally alleging claims for breach of fiduciary duties against ADC's board of directors in connection with the transactions contemplated by the Merger Agreement, and that Tyco Electronics and its subsidiary aided and abetted ADC's board of directors in the alleged breach of the directors' fiduciary duties to ADC's stockholders. The actions generally seek to enjoin the consummation of the offer and the merger until the alleged breaches of fiduciary duty are cured. We intend to vigorously defend against these claims.

**ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 25, 2009 except as otherwise described below. The risk factors disclosed in our Annual Report on Form 10-K in addition to other information set forth below and in this report could materially affect our business operations, financial condition, and liquidity. Additional risks and uncertainties not currently known to us or that we currently believe are immaterial also may impair our business operations, financial condition, and liquidity.

**The ADC acquisition and future acquisitions may not be successful.**

We recently announced our entry into the Merger Agreement to acquire ADC, and we regularly evaluate the possible acquisition of strategic businesses or product lines with the potential to strengthen our market position or enhance our existing product offerings. Risks associated with the acquisition of ADC include the risk that the transaction may not be consummated, the risk that regulatory approval that may be required for the transaction is not obtained or is obtained subject to conditions that are not anticipated, litigation risks associated with claims or potential claims brought by stockholders of ADC to enjoin the transaction or seeking monetary damages, risks associated with our ability to issue debt to fund a portion of the purchase price, the risk that ADC will not be integrated successfully into Tyco Electronics, and the risk that revenue opportunities, cost savings, and other anticipated synergies from the transaction may not be fully realized or may take longer to realize than expected. We also cannot assure you that we will identify or successfully complete transactions with other suitable acquisition candidates in the future. Nor can we assure you that completed acquisitions will be successful. If an acquired business fails to operate as anticipated or cannot be successfully integrated

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with our existing business, our results of operations, financial position, and cash flows could be materially and adversely affected.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Recent Sales of Unregistered Securities**

None.

**Issuer Purchases of Equity Securities**

The following table presents information about our purchases of our common shares during the fiscal quarter ended June 25, 2010:

| <b>Period</b>             | <b>Total Number of Shares Purchased<sup>(1)</sup></b> | <b>Average Price Paid Per Share<sup>(1)</sup></b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs<sup>(2)</sup></b> | <b>Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs<sup>(2)</sup></b> |
|---------------------------|---|---|---|---|
| March 27 - April 23, 2010 | 727   | \$ 24.91  |   | \$ 441,365,330  |
| April 24 - May 28, 2010   | 4,030,759   | 29.46   | 4,028,928   | 322,653,882   |
| May 29 - June 25, 2010    | 3,742,235   | 28.45   | 3,737,470   | 216,313,354   |
| Total                     | 7,773,721   | 28.98   | 7,766,398   |   |

(1) This column includes the following transactions which occurred during the fiscal quarter ended June 25, 2010:

- (i) the acquisition of 7,323 common shares from individuals in order to satisfy tax withholding requirements in connection with the vesting of restricted share awards issued under equity compensation plans; and
- (ii) the purchase of 7,766,398 common shares, summarized on a trade-date basis, in conjunction with the share repurchase program announced in September 2007, which transactions occurred in open market purchases and pursuant to a trading plan under Rule 10b5-1 of the Exchange Act.

(2) Our \$2.0 billion share repurchase program authorizes us to purchase a portion of our outstanding common shares from time to time through open market or private transactions, depending on business and market conditions. The share repurchase program does not have an expiration date.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. RESERVED****ITEM 5. OTHER INFORMATION**

None.

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**ITEM 6. EXHIBITS**

The following exhibits are filed as part of this report:

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>  |
|---------------------------|---|
| 3.1                       | Articles of Association of Tyco Electronics Ltd. (Incorporated by reference to Exhibit 3.1 to Tyco Electronics' Current Report on Form 8-K, filed June 8, 2010)   |
| 31.1                      | Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*  |
| 31.2                      | Certification by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*  |
| 32.1                      | Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**   |
| 101                       | Financial statements from the Quarterly Report on Form 10-Q of Tyco Electronics Ltd. for the quarterly period ended June 25, 2010, filed on July 23, 2010, formatted in XBRL: (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) the Notes to Condensed Consolidated Financial Statements** |

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\*  
Filed herewith

\*\*  
Furnished herewith

