

SOLECTRON CORP  
Form 10-Q  
January 05, 2005

**Table of Contents**

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**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 November 26, 2004**

**OR**

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

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**Commission file number 1-11098**

**SOLECTRON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**94-2447045**

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer Identification  
Number)

**847 Gibraltar Drive  
Milpitas, California 95035**

(Address of principal executive offices including zip code)

**(408) 957-8500**

(Registrant's telephone number, including area code)

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 reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Edgar Filing: SOLECTRON CORP - Form 10-Q

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.)

YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

At December 23, 2004, 971,062,296 shares of Common Stock of the Registrant were outstanding (including approximately 26 million shares of Solectron Global Services Canada, Inc., which are exchangeable on a one-to-one basis for the Registrant's common stock)

---

---

---

**Table of Contents**

**SOLECTRON CORPORATION**

**INDEX TO FORM 10-Q**

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements (unaudited)**

Condensed Consolidated Balance Sheets at November 30, 2004 and August 31, 2004 3

Condensed Consolidated Statements of Operations for the three months ended November 30, 2004 and 2003 4

Condensed Consolidated Statements of Comprehensive Income (Loss) for the three months ended November 30, 2004 and 2003 5

Condensed Consolidated Statements of Cash Flows for the three months ended November 30, 2004 and 2003 6

Notes to Condensed Consolidated Financial Statements 8

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 21

Item 3. Quantitative and Qualitative Disclosures About Market Risk 38

Item 4. Controls and Procedures 38

**PART II. OTHER INFORMATION**

Item 1. Legal Proceedings 40

Item 6. Exhibits 40

Signatures 42

EXHIBIT 10.1

EXHIBIT 10.2

EXHIBIT 10.3

EXHIBIT 10.4

EXHIBIT 31.1

EXHIBIT 31.2

EXHIBIT 32.1

EXHIBIT 32.2

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**SOLECTRON CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in millions)  
(unaudited)

	<b>November 30 2004</b>	<b>August 31 2004</b>
	<u>          </u>	<u>          </u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,680.2	\$ 1,430.0
Accounts receivable, net	1,429.5	1,549.9
Inventories	1,405.3	1,457.2
Prepaid expenses and other current assets	184.9	192.9
Current assets of discontinued operations		36.4
	<u>          </u>	<u>          </u>
Total current assets	4,699.9	4,666.4
Property and equipment, net	711.8	726.6
Goodwill	134.6	134.6
Other assets	259.0	277.5
Long-term assets of discontinued operations		11.9
	<u>          </u>	<u>          </u>
Total assets	<u>\$ 5,805.3</u>	<u>\$ 5,817.0</u>
<b>LIABILITIES AND STOCKHOLDERS</b>		
<b>EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 21.2	\$ 25.1
Accounts payable	1,343.1	1,417.3
Accrued employee compensation	173.3	175.2
Accrued expenses and other current liabilities	465.9	495.1
Current liabilities of discontinued operations		46.4
	<u>          </u>	<u>          </u>
Total current liabilities	2,003.5	2,159.1
Long-term debt	1,215.4	1,221.4
Other long-term liabilities	77.0	55.9

Edgar Filing: SOLECTRON CORP - Form 10-Q

Long-term liabilities of discontinued operations	<u>          </u>	<u>1.8</u>
Total liabilities	<u>\$ 3,295.9</u>	<u>\$ 3,438.2</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock	1.0	1.0
Additional paid-in capital	7,842.4	7,775.9
Accumulated deficit	(5,153.6)	(5,209.5)
Accumulated other comprehensive loss	<u>(180.4)</u>	<u>(188.6)</u>
Total stockholders' equity	<u>2,509.4</u>	<u>2,378.8</u>
Total liabilities and stockholders' equity	<u>\$ 5,805.3</u>	<u>\$ 5,817.0</u>

See accompanying notes to condensed consolidated financial statements

Table of Contents**SOLECTRON CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**(in millions, except per share data)  
(unaudited)

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Net sales	\$ 2,690.6	\$ 2,696.8
Cost of sales	<u>2,534.4</u>	<u>2,569.3</u>
Gross profit	156.2	127.5
Operating expenses:		
Selling, general and administrative	95.5	114.7
Restructuring and impairment costs	<u>1.6</u>	<u>27.0</u>
Operating income (loss)	59.1	(14.2)
Interest income	5.8	2.4
Interest expense	(16.3)	(43.9)
Other income net	<u>3.0</u>	<u>6.0</u>
Operating income (loss) from continuing operations before income taxes	51.6	(49.7)
Income tax expense	<u>4.7</u>	<u>2.5</u>
Income (loss) from continuing operations	\$ 46.9	\$ (52.2)
Discontinued operations:		
Income (loss) from discontinued operations	\$ 10.7	\$ (67.3)
Income tax expense	<u>1.7</u>	<u>0.3</u>
Income (loss) from discontinued operations	9.0	(67.6)
Net income (loss)	<u>\$ 55.9</u>	<u>\$ (119.8)</u>
Basic net income (loss) per share		
Continuing operations	\$ 0.05	\$ (0.06)
Discontinued operations	<u>0.01</u>	<u>(0.08)</u>

Edgar Filing: SOLECTRON CORP - Form 10-Q

Basic net income (loss) per share	\$ 0.06	\$ (0.14)
	<u>          </u>	<u>          </u>
Diluted net income (loss) per share		
Continuing operations	\$ 0.05	\$ (0.06)
Discontinued operations	0.01	(0.08)
	<u>          </u>	<u>          </u>
Diluted net income (loss) per share	\$ 0.06	\$ (0.14)
	<u>          </u>	<u>          </u>
Shares used to compute basic net income (loss) per share	963.2	833.6
Shares used to compute diluted net income (loss) per share	967.4	833.6

See accompanying notes to condensed consolidated financial statements.



Table of Contents**SOLECTRON CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(in millions)****(unaudited)**

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
	<u>          </u>	<u>          </u>
Net income (loss)	\$ 55.9	\$ (119.8)
Other comprehensive income (loss):		
Foreign currency translation adjustments	8.2	48.7
Unrealized gain on investments		8.7
	<u>          </u>	<u>          </u>
Comprehensive income (loss)	<b>\$ 64.1</b>	<b>\$ (62.4)</b>
	<b><u>          </u></b>	<b><u>          </u></b>

Accumulated unrealized foreign currency translation losses were \$180.4 million at November 30, 2004 and \$188.6 million at August 31, 2004. Foreign currency translation adjustments consist of adjustments to consolidate subsidiaries that use the local currency as their functional currency and transaction gains and losses related to intercompany dollar-denominated debt that is not expected to be repaid in the foreseeable future.

See accompanying notes to condensed consolidated financial statements.

Table of Contents**SOLECTRON CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in millions)****(unaudited)**

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Cash flows from operating activities of continuing operations:		
Net income (loss) from continuing operations	\$ 46.9	\$ (52.2)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	48.5	59.3
Amortization of debt issuance costs and accretion of discount on notes payable	1.5	16.1
Change in the carrying value of property and equipment, goodwill and other long-term assets	0.5	0.8
Changes in operating assets and liabilities:		
Accounts receivable, net	120.4	(202.2)
Inventories	52.1	(145.1)
Prepaid expenses and other current assets	17.4	17.9
Accounts payable	(74.2)	234.1
Accrued expenses and other current liabilities	(17.9)	(43.0)
	<u>195.2</u>	<u>(114.3)</u>
Net cash provided by (used in) operating activities of continuing operations		
Cash flows from investing activities of continuing operations:		
Change in restricted cash and cash equivalents		27.0
Sales and maturities of short-term investments		11.2
Proceeds from disposition of business	30.0	
Capital expenditures	(32.0)	(37.0)
Proceeds from sale of property and equipment	3.8	25.6
Proceeds from sale of investment	16.0	
Advances to discontinued operations	(22.9)	(12.1)
	<u>(5.1)</u>	<u>14.7</u>
Net cash (used in ) provided by investing activities of continuing operations		

See accompanying notes to condensed consolidated financial statements.



Table of Contents

**SOLECTRON CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)  
(unaudited)

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Cash flows from financing activities of continuing operations:		
Net repayment of bank lines of credit and other debt arrangements	(15.1)	(24.4)
Net proceeds from issuance of common stock	64.3	
Net proceeds from stock issued under option and employee purchase plans	1.2	12.6
	50.4	(11.8)
Net cash provided by (used in) financing activities of continuing operations		
	9.7	6.3
Effect of exchange rate changes on cash and cash equivalents		
	250.2	(105.1)
Net increase (decrease) in cash and cash equivalents		
Cash and cash equivalents at beginning of period continuing operations	1,412.5	1,421.9
Cash and cash equivalents at end of period continuing operations	\$ 1,662.7	\$ 1,316.8
Cash and cash equivalents at beginning of period discontinued operations	\$	\$ 36.4
Cash provided by discontinued operations	11.1	11.1
Cash and cash equivalents at end of period discontinued operations	\$	\$ 47.5

See accompanying notes to condensed consolidated financial statements.

**Table of Contents**

**SOLECTRON CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements  
(Unaudited)**

**NOTE 1 Basis of Presentation and Recent Accounting Pronouncements**

**Basis of Presentation**

The accompanying financial data as of November 30, 2004 and for the three months ended November 30, 2004 and 2003 has been prepared by Solectron, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. The August 31, 2004 condensed consolidated balance sheet was derived from audited consolidated financial statements, but does not include all disclosures required by generally accepted accounting principles. However, Solectron believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in Solectron's Annual Report on Form 10-K for the fiscal year ended August 31, 2004.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair consolidated statement of financial position as of November 30, 2004, the results of operations, comprehensive income (loss) and cash flows for the three months ended November 30, 2004 and 2003 have been made. The consolidated results of operations for the three months ended November 30, 2004 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

Solectron's first quarters of fiscal 2005 and 2004 ended on November 26, 2004 and November 28, 2003, respectively. Solectron's fiscal year ended on August 27, 2004. For clarity of presentation, Solectron has indicated its first quarters as having ended on November 30 and its fiscal year as having ended on August 31.

Selling, general and administrative expense includes \$6.8 million and \$4.8 million of research and development expenses for the first quarters of fiscal 2005 and 2004, respectively.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements**

In September 2004, the EITF reached a consensus on Issue No. 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share." EITF 04-8 requires that all issued securities that have embedded conversion features that are contingently exercisable upon the occurrence of a market-price condition should be in the calculation of diluted earnings per share, regardless of whether the market price trigger has been met. EITF 04-8 is effective for reporting periods ending after December 15, 2004. The adoption of EITF 04-8 will add 46.6 million shares to the diluted EPS calculation.

In November 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 151, Inventory Costs, an amendment of ARB No. 43, Chapter 4. SFAS 151, amends ARB No. 43, Chapter 4, to clarify that abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage) should be recognized as current period charges. In addition, SFAS 151 requires that allocation of fixed production overhead to the cost of conversion be based on the normal capacity of the production facilities. The provision of SFAS 151 shall be effective for Solectron beginning on September 1, 2005. Solectron is currently evaluating whether this statement will have a material effect on its consolidated financial statements.

In December 2004, the FASB issued SFAS No. 123R, Share Based Payment: An Amendment of FASB Statements No. 123 and 95. This statement requires that the cost resulting from all share-based payment transactions be recognized in the consolidated financial

**Table of Contents**

statements. This statement is effective as of the beginning of the first interim or annual reporting period that begins after June 15, 2005. Solectron is currently evaluating the impact of this statement on its consolidated financial statements.

**NOTE 2 Stock-Based Compensation**

As it is permitted by Statement of Financial Accounting Standards ( SFAS ) No. 123, Accounting for Stock-Based Compensation, amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, Solectron accounts for its employee stock plans, which generally consist of fixed stock option plans and an employee stock purchase plan, using the intrinsic value method under APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. In general, where the exercise price of options granted under these plans is equal to the market price of the underlying common stock on the grant date, no stock-based employee compensation expense is recognized. In certain situations, under these plans, options to purchase shares of common stock may be granted at less than fair market value, which results in compensation expense equal to the difference between the market value on the date of grant and the purchase price. This expense is recognized over the vesting period of the options and included in operations. The table below sets out the pro forma amounts of net income (loss) and net income (loss) per share that would have resulted for all fiscal periods presented, if Solectron accounted for its employee stock plans under the fair value recognition provisions of SFAS No. 123.

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
	<b>(in millions, except per share data)</b>	
Net income (loss), as reported	\$ 55.9	\$ (119.8)
Less: Stock-based employee compensation expense determined under fair value method, net of related tax effects	(9.2)	(16.3)
Pro forma net income (loss)	<u>\$ 46.7</u>	<u>\$ (136.1)</u>
Basic earnings (loss) per share:		
As reported	\$ 0.06	\$ (0.14)
Pro forma	\$ 0.05	\$ (0.16)
Diluted earnings (loss) per share:		
As reported	\$ 0.06	\$ (0.14)
Pro forma	\$ 0.05	\$ (0.16)
Weighted average number of shares:		
Basic	963.2	833.6
Diluted	967.4	833.6

Stock-based employee compensation expense determined under the fair value method, net of related tax effects, included \$0 and \$2.9 million of expense relating to discontinued operations during the three months ended

November 30, 2004 and November 30, 2003, respectively.

For purposes of computing pro forma net loss, the fair value of each option grant and Employee Stock Purchase Plan purchase right is estimated on the date of grant using the Black-Scholes option pricing model. The assumptions used to value the option grants and purchase rights are stated below.



**Table of Contents**

	<b>Three Months Ended November 30</b>	
<b>Stock Options</b>	<b>2004</b>	<b>2003</b>
Expected life of options	3.9 years	3.9 years
Volatility	70%	78%
Risk-free interest rate	3.31%	2.31%
Dividend yield	zero	zero

  

	<b>Three Months Ended November 30</b>	
<b>Employee Stock Purchase Plan</b>	<b>2004</b>	<b>2003</b>
Expected life of purchase right	6 months	6 months
Volatility	41%	78%
Risk-free interest rate	2.32%	1.03%
Dividend yield	zero	zero

During fiscal 2003, Solectron provided restricted stock awards to certain eligible executives. These restricted shares are not transferable until fully vested and are subject to the Company Repurchase Option for all unvested shares upon certain early termination events and also subject to accelerated vesting in certain circumstances. During the three months ended November 30, 2004 and 2003, compensation expense related to the restricted stock awards amounted to approximately \$0.6 million for each period.

During fiscal 2004 and the first quarter of fiscal 2005, Solectron issued stock options to certain executives at a price below the market value on the day of the stock option grant. Compensation expense resulting from the difference between the market value on the date of the discounted stock option grant and the purchase price is being amortized over the vesting period. The compensation expense associated with all discounted stock options issued by Solectron is not significant.

**NOTE 3 Inventories**

Inventories related to continuing operations as of November 30, 2004 and August 31, 2004, consisted of (in millions):

	<b>November 30 2004</b>	<b>August 31 2004</b>
Raw materials	\$ 988.1	\$ 994.4
Work-in-process	202.9	224.0
Finished goods	214.3	238.8
	<hr/>	<hr/>
Total	<b>\$1,405.3</b>	<b>\$1,457.2</b>

**NOTE 4 Accounts Receivable, Net**

Accounts receivable, net related to continuing operations as of November 30, 2004 and August 31, 2004 consisted of the following (in millions):

	<b>November 30 2004</b>	<b>August 31 2004</b>
	<hr/>	<hr/>
Accounts Receivable	\$1,460.9	\$1,585.6
Less: Allowance for doubtful accounts	<u>31.4</u>	<u>35.7</u>
Accounts Receivable, net	<u>\$1,429.5</u>	<u>\$1,549.9</u>

**NOTE 5 Property and Equipment, Net**

**Table of Contents**

Property and equipment, net related to continuing operations as of November 30, 2004 and August 31, 2004 consisted of the following (in millions):

	<b>November 30 2004</b>	<b>August 31 2004</b>
	<hr/>	<hr/>
Original Cost	\$ 1,681.4	\$ 1,663.7
Less: Accumulated depreciation	<u>969.6</u>	<u>937.1</u>
Total	<u>\$ 711.8</u>	<u>\$ 726.6</u>

**NOTE 6 Commitments and Contingencies***Synthetic Leases*

Solectron has synthetic lease agreements relating to four manufacturing sites in continuing operations. The synthetic leases have expiration dates in August 2007. At the end of the lease terms, Solectron has an option, subject to certain conditions, to purchase or to cause a third party to purchase the facilities subject to the synthetic leases for the Termination Value, which approximates the lessor's original cost for each facility, or may market the property to a third party at a different price. Solectron is entitled to any proceeds from a sale of the properties to third parties in excess of the Termination Value and is liable to the lessor for any shortfall not to exceed 85% of the Termination Value. Solectron has provided loans to the lessor equaling approximately 85% of the Termination Value for each synthetic lease. These loans are repayable solely from the sale of the properties to third parties in the future, are subordinated to the amounts payable to the lessor at the end of the synthetic leases, and may be credited against the Termination Values payable if Solectron purchases the properties. The approximate aggregate Termination Values and loan amounts were \$101.3 million and \$86.1 million, respectively, as of November 30, 2004.

In addition, cash collateral of \$15.2 million is pledged for the difference between the aggregate Termination Values and the loan amounts. Each lease agreement contains various affirmative and financial covenants. A default under a lease, including violation of these covenants, may accelerate the termination date of the arrangement. Solectron was in compliance with all applicable covenants as of November 30, 2004. Monthly lease payments are generally based on the Termination Value and 30-day LIBOR index (1.99% as of November 30, 2004) plus an interest-rate margin, which may vary depending upon Solectron's Moody's Investors Services and Standard and Poor's ratings and are allocated between the lessor and Solectron based on the proportion of the loan amount to the Termination Value for each synthetic lease.

During fiscal 2004, Solectron determined that it is probable that the expected fair value of the properties under the synthetic lease agreements will be less than the Termination Value at the end of the lease term. The accretion expense for the quarter was approximately \$1.1 million.

Solectron accounts for these synthetic lease arrangements as operating leases in accordance with SFAS No. 13,

Accounting for Leases, as amended. Solectron's loans to the lessor and cash collateral were included in other long-term assets and restricted cash and restricted cash equivalents, respectively, in the consolidated balance sheets.



**Table of Contents***Future Minimum Lease Obligations*

Future minimum payments for operating lease obligations (excluding restructured leases) related to continuing operations, including the synthetic leases discussed above, are as follows (in millions):

		FY05	FY06						
	Total	Q2-Q4	Q1	Q2-Q4	FY07	FY08	FY09	FY10	Thereafter
Operating lease	\$180.2	\$44.4	\$11.6	\$25.0	\$27.2	\$16.5	\$12.9	\$11.4	\$31.2

*Legal Proceedings*

Solectron is from time to time involved in various litigation and legal matters, including the one described below. By describing the particular matter set forth below, Solectron does not intend to imply that it or its legal advisors have concluded or believe that the outcome of this particular matter is or is not likely to have a material adverse impact upon Solectron's business or consolidated financial condition and results of operations.

Solectron has settled the previously reported shareholder derivative lawsuit entitled *Lifshitz v. Cannon et al.*, Case No. CV815693, filed in the Santa Clara County, California Superior Court, on terms not considered to be material to Solectron. Court approval of the settlement terms was obtained on December 16, 2004.

On March 6, 2003, a putative shareholder class action lawsuit was filed against Solectron and certain of its officers in the United States District Court for the Northern District of California alleging claims under Section 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10b-5 promulgated thereunder. The case is entitled *Abrams v. Solectron Corporation et al.*, Case No. C-03-0986 CRB. The complaint alleged that the defendants issued false and misleading statements in certain press releases and SEC filings issued between September 17, 2001 and September 26, 2002. In particular, plaintiff alleged that the defendants failed to disclose and to properly account for excess and obsolete inventory in the former Technology Solutions business unit during the relevant time period. Additional complaints making similar allegations were subsequently filed in the same court, and pursuant to an order entered June 2, 2003, the Court appointed lead counsel and plaintiffs to represent the putative class in a single consolidated action. The Consolidated Amended Complaint, filed September 8, 2003, alleges an expanded class period of June 18, 2001 through September 26, 2002, and purports to add a claim for violation of Section 11 of the Securities Act of 1933, as amended (the Securities Act), on behalf of a putative class of former shareholders of C-MAC Industries, Inc., who acquired Solectron stock pursuant to the October 19, 2001 Registration Statement filed in connection with Solectron's acquisition of C-MAC Industries, Inc. In addition, while the initial complaints focused on alleged inventory issues at the former Technology Solutions business unit, the Consolidated Amended Complaint adds allegations of inadequate disclosure and failure to properly account for excess and obsolete inventory at Solectron's other business units. The complaint seeks an unspecified amount of damages on behalf of the putative class. Solectron believes it has valid defenses to the plaintiffs' claims. There can be no assurance, however, that the outcome of the lawsuit will be favorable to Solectron or will not have a material adverse effect on Solectron's business, consolidated financial condition and results of operations. In addition, Solectron may be forced to incur substantial litigation expenses in defending this litigation.

**NOTE 7 Segment Information and Geographic Information**

SFAS No. 131 Disclosure about Segments of an Enterprise and Related Information established standards for reporting information about operating segments in annual consolidated financial statements and requires selected

information about operating segments in interim financial reports issued to stockholders. It also established standards for related disclosures about products and services, geographic areas and major customers. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

Solectron's chief operating decision maker is the Chief Executive Officer. The Chief Executive Officer evaluates financial information on a company-wide basis for purposes of making decisions and assessing financial performance. Accordingly, Solectron has one operating segment.

**Table of Contents**

Geographic information for continuing operations as of and for the periods presented is as follows (in millions):

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Geographic net sales:		
United States	\$ 786.4	\$ 763.4
Other North and Latin America	473.7	382.5
Europe	434.1	435.3
Malaysia	436.5	395.1
China	340.1	368.9
Other Asia Pacific	219.8	351.6
	<u>          </u>	<u>          </u>
	\$2,690.6	\$2,696.8
	<u>          </u>	<u>          </u>

Geographic net sales are attributable to the country in which the product is manufactured.

	<b>November 30 2004</b>	<b>August 31 2004</b>
Long-lived assets:		
United States	\$295.3	\$277.8
Other North and Latin America	175.6	182.8
Europe	143.4	145.6
Asia Pacific	315.6	330.1
	<u>          </u>	<u>          </u>
	\$929.9	\$936.3
	<u>          </u>	<u>          </u>

Certain customers accounted for 10% or more of our net sales. The following table includes these customers and the percentage of net sales attributed to them:

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Cisco Systems	14.1%	11.4%
Nortel Networks	10.4%	10.6%

Solectron has concentrations of credit risk due to sales to the customers listed above as well as to Solectron's other significant customers. In particular, Nortel Networks accounted for approximately 11.3% of total accounts receivable related to continuing operations as of November 30, 2004.

**NOTE 8 Long-Term Debt**

*9.625% Senior Notes*

On February 6, 2002, Solectron issued an aggregate principal amount of \$500 million of 9.625% senior notes due 2009. Solectron is required to pay interest on the notes in cash on February 15 and August 15 of each year. The indenture governing the terms of these notes contains restrictive provisions, which limit Solectron and its subsidiaries from making distributions on their capital stock, investments, incurring debt, issuing preferred stock and engaging in assets sales, among other provisions. As of November 30, 2004, the carrying amount of the notes was \$498.1 million and the \$16.8 million fair market value of the interest rate swap (See Note 9, Financial Instruments ) were classified as long-term debt. Additionally, Solectron was in compliance with the restrictive provisions of the indenture at November 30, 2004.

*0.5% Convertible Senior Notes due 2034*



## **Table of Contents**

On February 17, 2004, Solectron issued \$450 million of convertible senior notes, or 450,000 notes in \$1,000 denomination, to qualified buyers in reliance on Rule 144A under the Securities Act. The notes are unsecured and unsubordinated indebtedness of Solectron and will mature on February 15, 2034. The notes are convertible into shares of common stock of Solectron at any time prior to maturity, subject to the terms of the notes.

Interest on the notes will be paid on February 15 and on August 15 of each year. On or after February 20, 2011, Solectron will have the option to redeem all or a portion of the notes that have not been previously purchased, repurchased or converted, at 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest and liquidated damages owed, if any, up to, but excluding, the date of the purchase. Holders of the notes may require Solectron to purchase all or a portion of the notes for cash on each of February 15, 2011, 2014, 2019, 2024, and 2029 at a price equal to 100% of the principal amount of the notes to be repurchased plus accrued and unpaid interest, and liquidated damages owed, if any, up to, but excluding, the date of repurchase. Holders will have the option, subject to certain conditions, to require Solectron to repurchase any notes held by such holder in the event of a change in control, as defined, at a price of 100% of the principal amount of the notes plus accrued and unpaid interest and liquidated damages owed, if any, up to, but excluding, the date of repurchase.

As of November 30, 2004, the carrying amount of the notes of \$450.0 million was classified as long-term debt.

### *7.375% Senior Notes*

In February 1996, Solectron issued \$150 million aggregate principal amount of senior notes. These notes are in denominations and have a maturity value of \$1,000 each and are due on March 1, 2006. Interest is payable semiannually at a rate of 7.375% per annum. The notes may not be redeemed prior to maturity. As of November 30, 2004, the carrying amount of the notes of \$150.0 million was classified as long-term debt.

### *Adjustable Conversion-Rate Equity Securities (ACES)*

At August 31, 2004, there were 2.6 million ACES units remaining. Each ACES unit has a stated amount of \$25.00 and consisted of (a) a contract requiring the holder to purchase, for \$25.00, a number of shares of Solectron common stock to be determined on November 15, 2004, based on the average trading price of Solectron's common stock at that time and certain specified settlement rates ranging from 2.1597 shares of Solectron's common stock per purchase contract to 2.5484 shares of Solectron's common stock per purchase contract (subject to certain anti-dilution adjustments); and (b) a \$25 principal amount of 7.97% subordinated debenture due 2006.

On November 15, 2004, Solectron issued 6.6 million shares of its common stock at a settlement rate of 2.5484 shares per ACES unit as defined above. Solectron received cash proceeds of \$64.3 million which resulted in a corresponding increase in additional paid in capital. The equity component of the ACES has been settled. Accordingly, the remaining obligation of the original ACES is the 7.97% debentures.

As of November 30, 2004, there was \$63.1 million outstanding of the 7.97% subordinate debentures due November 2006 which were classified as long-term debt.

### *Liquid Yield Option Notes (LYONs)*

At November 30, 2004, Solectron has \$9.3 million aggregate accreted value of LYONs outstanding with an interest rate of 2.75%. These notes are unsecured and unsubordinated indebtedness of Solectron. Solectron will pay no interest prior to maturity. Each note has a yield of 2.75% with a maturity value of \$1,000 on May 8, 2020. Each note is convertible at any time by the holder to common shares at a conversion rate of 12.3309 shares per note. Holders will be able to require Solectron to purchase all or a portion of their notes on May 8, 2010, at a price of \$761.00 per note.

Solectron, at its option, may redeem all or a portion of the notes at any time on or after May 8, 2003. As of November 30, 2004, the accreted value of the 2.75% LYONs is classified as long-term debt on the condensed consolidated balance sheet.

**NOTE 9 Derivative Instruments**

*Fair Value of Financial Instruments*

**Table of Contents**

The fair value of Solectron's cash, cash equivalents, accounts receivable, accounts payable and borrowings under lines of credit approximates the carrying amount due to the relatively short maturity of these items.

*Derivatives*

Solectron enters into foreign exchange forward contracts intended to reduce the short-term impact of foreign currency fluctuations on foreign currency receivables, investments and payables. The gains and losses on the foreign exchange forward contracts are intended to largely offset the transaction gains and losses on the foreign currency receivables, investments, payables, and indebtedness recognized in operating results. Solectron does not enter into foreign exchange forward contracts for speculative purposes. Solectron's foreign exchange forward contracts related to current assets and liabilities are generally three months or less in original maturity.

As of November 30, 2004, Solectron had outstanding foreign exchange forward contracts with a total notional amount of approximately \$471.7 million related to continuing operations.

Solectron uses interest rate swaps to hedge its mix of short-term and long-term interest rate exposures resulting from Solectron's debt obligations. As of November 30, 2004, Solectron had an interest rate swap outstanding under which it pays variable rates and receives fixed rates. The interest rate swap has a total notional amount of \$500 million, relating to the 9.625% \$500 million senior notes expiring on February 15, 2009. Under the swap transaction, Solectron pays an interest rate equal to the 3-month LIBOR rate plus a fixed spread. In exchange, Solectron receives a fixed interest rate of 9.625% on the \$500 million. The swap effectively replaces the fixed interest rate on all the 9.625% senior notes with a variable interest rate. The swap is designated as a fair value hedge under SFAS No. 133.

The fair value of the outstanding derivative referred to above was not significant.

For all derivative transactions, Solectron is exposed to counterparty credit risk to the extent that the counterparties may not be able to meet their obligations towards Solectron. To manage the counterparty risk, Solectron limits its derivative transactions to those with major financial institutions. Solectron does not expect to experience any material adverse financial consequences as a result of default by Solectron's counterparties.

Financial instruments that potentially subject Solectron to concentrations of credit risk consist of cash, cash equivalents and trade accounts receivable. Concentrations of credit risk in accounts receivable resulting from sales to major customers are discussed in Note 7, "Segment Information and Geographic Information". Solectron generally does not require collateral for sales on credit. However, for customers that have limited financial resources, Solectron may require coverage for this risk including standby letters of credit, prepayments and consignment of inventories. Solectron also monitors extensions of credit and the financial condition of its major customers.

**NOTE 10 Intangible Assets**

Solectron's intangible assets, which are classified in other assets in the condensed consolidated balance sheets, are categorized into three main classes: supply agreements, intellectual property agreements and other. The intellectual property agreements resulted from Solectron's acquisitions of various IBM facilities. The other intangible assets consist of miscellaneous acquisition related intangibles from Solectron's various asset purchases.

The following tables summarize the gross amounts and accumulated amortization for each main class as of November 30, 2004 and August 31, 2004 (in millions):

November 30, 2004:



**Table of Contents**

	<b>Supply Agreements</b>	<b>Intellectual Property Agreements</b>	<b>Other</b>	<b>Total</b>
Gross amount	\$ 87.7	\$ 61.0	\$ 94.8	\$ 243.5
Accumulated amortization	(86.2)	(54.9)	(79.2)	(220.3)
Carrying value	<u>\$ 1.5</u>	<u>\$ 6.1</u>	<u>\$ 15.6</u>	<u>\$ 23.2</u>

**August 31, 2004:**

	<b>Supply Agreements</b>	<b>Intellectual Property Agreements</b>	<b>Other</b>	<b>Total</b>
Gross amount	\$ 87.7	\$ 108.5	\$ 94.8	\$ 291.0
Accumulated amortization	(86.1)	(54.5)	(77.5)	(218.1)
Impairment		(47.5)		(47.5)
Carrying value	<u>\$ 1.6</u>	<u>\$ 6.5</u>	<u>\$ 17.3</u>	<u>\$ 25.4</u>

Amortization expense for the three months ended November 30, 2004 was approximately \$2.2 million. Annual amortization expense for these intangibles over the next five years would be approximately \$5.7 million, \$3.8 million, \$3.6 million, \$3.2 million and \$2.3 million.

**NOTE 11 Discontinued Operations**

In the fourth quarter of fiscal 2003 and the first quarter of fiscal 2004, Solectron designated the following businesses as discontinued operations: Dy 4 Systems Inc., Kavlico Corporation, the Solectron MicroTechnology division, SMART Modular Technologies Inc., Stream International Inc., Solectron's 63% interest in US Robotics Corporation, and Force Computers, Inc. In fiscal 2004, all of the businesses were sold except Solectron's MicroTechnology division.

The results from discontinued operations were as follows (in millions):

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Net sales	\$ 15.2	\$ 535.7

Edgar Filing: SOLECTRON CORP - Form 10-Q

Cost of sales	14.1	470.6
	<u>          </u>	<u>          </u>
Gross profit	1.1	65.1
Operating (income) expenses net	(8.7)	128.3
	<u>          </u>	<u>          </u>
Operating income (loss)	9.8	(63.2)
Interest income net		0.2
Other income (expense) net	0.9	(4.3)
	<u>          </u>	<u>          </u>
Income (loss) before income taxes	10.7	(67.3)
Income tax expense	1.7	0.3
	<u>          </u>	<u>          </u>
Income (loss) from discontinued operations, net of tax	\$ 9.0	\$ (67.6)
	<u>          </u>	<u>          </u>

During the first quarter of fiscal 2005, Solectron completed the sale of its MicroTechnology division, for cash proceeds of \$30.0 million resulting in a \$10.1 million pre-tax gain which is included in operating (income) expenses net for the quarter ended November 30, 2004 as disclosed above. As a result of this disposition, Solectron transferred approximately \$28.3 million from

**Table of Contents**

accumulated foreign currency translation gains, included in accumulated other comprehensive losses within Stockholder's Equity and recognized that amount as part of the pre-tax gain. The sales agreement for this divestiture provides for a possible adjustment to the proceeds and gain based upon final settlement of each divestiture's working capital at closing. Resolution of this possible working capital adjustment and other reconciling items pursuant to the sales agreement, if any, are expected to be included in our fiscal 2005 second quarter results.

During fiscal 2004, Solectron completed the sale of the previous six discontinued operations. During the first quarter of fiscal 2005, Solectron increased the net loss on disposal of those discontinued operations by approximately \$0.5 million resulting from a few insignificant adjustments pursuant to the terms of the disposal transaction. For the three months ended November 30, 2004, the adjustment to the net loss on these discontinued operations is recorded in operating (income) expenses net as disclosed above.

The sales agreements for all seven divestitures contain certain indemnification provisions under which Solectron may be required to indemnify the buyer of the divested business for liabilities, losses, or expenses arising out of breaches of covenants and certain breaches of representations and warranties relating to the condition of the business prior to and at the time of sale. In aggregate, Solectron is contingently liable for up to \$94.8 million for a period of 12 to 24 months subsequent to the completion of the sale. As of November 30, 2004, there were no liabilities recorded under these indemnification obligations. Additionally, Solectron may be required to indemnify a buyer for environmental remediation costs for a period up to 10 years and not to exceed \$13 million. Solectron maintains an insurance policy to cover environmental remediation liabilities in excess of reserves previously established upon the acquisition of these properties. Solectron did not record any environmental charges upon disposition of these properties.

Solectron is in the process of terminating a synthetic lease agreement associated with a discontinued operation that has been sold. Any resulting gain or loss from the absolution of the synthetic lease agreement will be recognized in discontinued operations.

The current and non-current assets and liabilities of discontinued operations as of November 30, 2004 and August 31, 2004, were as follows (in millions):

	<b>November 30 2004</b>	<b>August 31 2004</b>
	_____	_____
Accounts receivable, net	\$	\$ 18.3
Inventories		18.1
	_____	_____
Total current assets of discontinued operations	\$	\$ 36.4
	_____	_____
Net property and equipment	\$	\$ 10.1
Other assets		1.8
	_____	_____
Total non-current assets of discontinued operations	\$	\$ 11.9
	_____	_____

Short-term debt	\$	\$ 8.9
Accounts payable		26.0
Accrued employee compensation		7.2
Accrued expenses		4.3
	—	—
Total current liabilities of discontinued operations	\$	\$ 46.4
	—	—
Total non-current liabilities of discontinued operations	\$	\$ 1.8
	—	—

**NOTE 12 Restructuring and Impairment**

Over the past few years, Solectron has recorded restructuring and impairment costs as it rationalized operations in light of customer demand declines and the economic downturn. The measures, which included reducing the workforce, consolidating facilities and changing the strategic focus of a number of sites, was largely intended to align Solectron's capacity and infrastructure to anticipated



**Table of Contents**

customer demand and transition our operations to lower cost regions. The restructuring and impairment costs include employee severance and benefit costs, costs related to leased facilities abandoned and subleased, impairment of owned facilities no longer used by Solectron which will be disposed, costs related to leased equipment that has been abandoned, and impairment of owned equipment that will be disposed. For owned facilities and equipment, the impairment loss recognized was based on the fair value less costs to sell, with fair value estimated based on existing market prices for similar assets. Severance and benefit costs and other costs associated with restructuring activities initiated prior to January 1, 2003 were recorded in compliance with EITF Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity. Severance and benefit costs associated with restructuring activities initiated on or after January 1, 2003 are recorded in accordance with SFAS No. 112,

Employer's Accounting for Postemployment Benefits, as Solectron concluded that it had a substantive severance plan. In accordance with SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, the estimated lease loss accrued for leased facilities abandoned and subleased after December 31, 2002 represents the fair value of the lease liability as measured by the present value of future lease payments subsequent to abandonment less the present value of any estimated sublease income. For those facilities abandoned and subleased before January 1, 2003, as part of restructuring activities under EITF Issue No. 94-3, the estimated lease loss represents payments subsequent to abandonment less any estimated sublease income. In order to estimate future sublease income, Solectron works with a real estate broker to estimate the length of time until it can sublease a facility and the amount of rent it can expect to receive. Estimates of expected sublease income could change based on factors that affect Solectron's ability to sublease those facilities such as general economic conditions and the real estate market, among others.

See also Note 10, Intangible Assets, for discussion of intangible asset impairment charges.

**Three months ended November 30, 2004 and 2003**

Solectron continued to incur expected restructuring charges in the first quarter of fiscal 2005 as a result of revisions of previous estimates along with idle facility common area maintenance costs. Total restructuring and impairment costs of \$1.6 million were charged against continuing operations.

During the three months ended November 30, 2004, Solectron incurred \$1.2 million in impairments of equipment and facilities resulting from changes in market conditions.

The following table summarizes restructuring charges included in the accompanying condensed consolidated statements of operations (in millions):

	<b>Three Months Ended November 30</b>		
	<b>2004</b>	<b>2003</b>	<b>Nature</b>
Loss (gain) on disposal of and impairment of equipment and facilities	\$ 1.2	\$ (2.5)	non-cash
Severance and benefit costs	0.4	10.1	cash
Net adjustment to equipment lease loss accrual	0.1	0.3	cash
Net adjustment to facility lease loss accrual	(0.1)	4.5	cash
Other exit costs	—	14.6	cash
Total	\$ 1.6	\$ 27.0	



The employee severance and benefit costs included in the restructuring charges recorded in the first quarter of fiscal 2005 related to approximately 200 full-time positions worldwide, all of which have been eliminated. The positions eliminated were primarily in the Americas and European regions. Solectron has one restructuring plan of approximately \$20.0 million to complete as of November 30, 2004. Cumulative restructuring costs recorded under this plan as of November 30, 2004 was approximately \$19.0 million.

Fiscal 2004 and 2003

The following table summarizes restructuring charges relating to continuing operations recorded in fiscal 2004 and 2003 (in millions):

**Table of Contents**

	<b>Years Ended August 31</b>		<b>Nature</b>
	<b>2004</b>	<b>2003</b>	
Loss on disposal of and impairment of equipment and facilities	\$ 35.8	\$ 152.4	non-cash
Severance and benefit costs	27.0	220.7	cash
Net adjustment to equipment lease loss accrual	(3.0)	2.2	cash
Net adjustment to facility lease loss accrual	43.8	23.6	cash
Other exit costs	25.7	32.6	cash
	<hr/>	<hr/>	
Total	\$ 129.3	\$ 431.5	
	<hr/>	<hr/>	

**2004**

During fiscal 2004, Solectron recorded restructuring and impairment charges (excluding intangible asset impairment charges) of \$129.3 million related to continuing operations.

In the fourth quarter of fiscal 2004, Solectron committed to a plan to incur approximately \$20.0 million in new restructuring charges. At the end of fiscal 2004, Solectron recorded approximately \$19.0 million of restructuring charges related to this plan. These restructuring actions are to further consolidate facilities, reduce the workforce in Europe and North America and impair certain long-lived assets. These new restructuring actions will result in future savings in salaries and benefits and depreciation expense, and will result in cash expenditures of approximately \$14.4 million. Solectron expects to complete this new plan by the end of fiscal 2005.

The employee severance and benefit costs included in the 2004 restructuring charges previous to the above-mentioned plan relate to the elimination of approximately 2,100 full-time positions worldwide and all such positions have been eliminated under this plan. The positions eliminated were primarily in the Americas and European regions.

Under both restructuring activities mentioned above, facilities and equipment subject to restructuring were primarily located in the Americas and Europe. For leased facilities that will be abandoned and subleased, the lease costs represent the present value of future lease payments subsequent to abandonment less estimated sublease income. For owned facilities and equipment, the impairment loss recognized was based on the fair value less costs to sell, with fair value based on estimates of existing market prices for similar assets.

The other exit costs mainly represent program transfer activity between global operation sites, which are recorded as the charges are incurred.

**2003**

The employee severance and benefit costs included in the restructuring charges recorded in fiscal 2003 relate to the elimination of approximately 9,500 full-time positions worldwide and all such positions have now been eliminated under this plan. Approximately 57% of the positions eliminated were in the Americas region, 31% were in Europe and 12% were in Asia/Pacific. Facilities and equipment subject to restructuring were primarily located in the Americas and Europe.

For leased facilities that will be abandoned and subleased, the lease costs represent future lease payments subsequent to abandonment less estimated sublease income. For owned facilities and equipment, the impairment loss recognized was based on the fair value less costs to sell, with fair value based on estimates of existing market prices for similar assets.

The other exit costs mainly represent program transfer activity between global operation sites, which are recorded as the charges are incurred.

Restructuring Accrual

The following table summarizes the restructuring accrual balance for continuing operations as of November 30, 2004 (in millions):

**Table of Contents**

	<b>Severance and Benefits</b>	<b>Lease Accrual on Facilities</b>	<b>Lease Accrual on Equipment</b>	<b>Other Exit Costs</b>	<b>Total</b>
Balance of accrual at August 31, 2004	\$ 28.9	\$ 58.8	\$ 4.9	\$ 1.3	\$ 93.9
Q1-FY05 Provision	0.4	(0.1)	0.1		0.4
Q1-FY05 Cash payments	(9.8)	(9.9)	(1.7)	(0.3)	(21.7)
	<u>19.5</u>	<u>48.8</u>	<u>3.3</u>	<u>1.0</u>	<u>72.6</u>
Balance of accrual at November 30, 2004	<u>19.5</u>	<u>48.8</u>	<u>3.3</u>	<u>1.0</u>	<u>72.6</u>

Accruals related to restructuring activities were recorded in accrued expenses and other current liabilities in the accompanying consolidated balance sheet. Solectron expects to pay approximately \$45.0 million in the next year related to severance and benefits, lease commitment costs and other exit costs. The remaining balance, primarily consisting of lease commitment costs on facilities is expected to be paid out through 2012.

**NOTE 13 Income (Loss) Per Share Calculation**

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding during the period.

The computation of diluted earnings per share calculates the effect of dilutive securities on weighted average shares. Dilutive securities would include options to purchase common stock and shares issuable upon conversion of Solectron's LYONs and ACES. If certain conversion events occur, dilutive securities would also include shares issuable upon conversion of Solectron's 0.5% senior notes.

Earnings per share data for continuing operations were computed as follows (in millions, except per share amounts):

	<b>Three Months Ended November 30,</b>	
	<b>2004</b>	<b>2003</b>
Basic earnings (net loss) per share:		
Net income (loss)	\$ 46.9	\$ (52.2)
Shares used in computation:		
Weighted average ordinary shares outstanding	<u>963.2</u>	<u>833.6</u>
Basic earnings (net loss) per share	<u>\$ 0.05</u>	<u>\$ (0.06)</u>

Diluted earnings per share:		
Net income (loss)	\$ 46.9	\$ (52.2)
Shares used in computation:		
Weighted average ordinary shares outstanding	963.2	833.6
Employee stock options	4.2	
Shares issuable upon conversion of LYONs		
Shares issuable upon conversion of ACES		
	_____	_____
Weighted average number of shares	967.4	833.6
Diluted earnings (net loss) per share	\$ 0.05	\$ (0.06)
	_____	_____

The following table summarizes the weighted average dilutive securities that were excluded from the above computation of diluted earnings per share because their inclusion would have an anti-dilutive effect (in millions):

**Table of Contents**

	<b>Three Months Ended November 30,</b>	
	<b>2004</b>	<b>2003</b>
Dilutive securities:		
Employee stock options	28.5	44.7
Shares issuable upon conversion of LYONs	0.3	19.3
Shares issuable upon conversion of ACES	5.8	112.1
	<hr/>	<hr/>
Total dilutive potential common shares	34.6	176.1
	<hr/>	<hr/>

In addition, there were 46.6 million shares related to the 0.5% convertible senior notes that were excluded from the diluted earnings per share calculation for the first quarter of fiscal 2005 as they are issuable only if certain conversion events occur. The 0.5% convertible senior notes did not exist in the first quarter of fiscal 2004.

**NOTE 14 Income Taxes**

SFAS No. 109, Accounting for Income Taxes, requires that a valuation allowance be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. A review of all available positive and negative evidence needs to be considered, including the company's performance, the market environment in which the company operates, the utilization of past tax credits, length of carryback and carryforward periods, and existing contracts or sales backlog that will result in future profits, among other factors. It further states that forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence such as cumulative losses in recent years in the jurisdictions to which the deferred tax assets relate. Therefore, cumulative losses weigh heavily in the overall assessment. As a result of the review undertaken after the end of the third quarter of fiscal 2003, Solectron concluded that it was appropriate to establish a full valuation allowance for most of the net deferred tax assets arising from its operations in the jurisdictions to which the deferred tax assets relate. The total valuation allowance is approximately \$1.6 billion as of November 30, 2004. In addition, Solectron expects to continue to provide a full valuation allowance on future tax benefits until it can demonstrate a sustained level of profitability that establishes its ability to utilize the assets in the jurisdictions to which the assets relate. Solectron incurs tax expense in certain countries which are not subject to the aforementioned valuation allowance during the three months ended November 30, 2004.

Certain of Solectron's offshore operations are beginning to report taxable profits, mostly arising in low-cost locations. Accordingly, Solectron anticipates some tax expense in future quarters related to those operations. Solectron will not be able to offset this tax expense with unrecognized deferred tax assets described above, because, for the most part, those assets did not arise in the jurisdictions where Solectron is realizing taxable profits.

In addition, Solectron has established contingency reserves for income taxes in various jurisdictions. The estimate of appropriate tax reserves is based upon the amount of prior tax benefit that might be at risk upon audit and upon the reasonable estimate of the amount at risk. Solectron periodically reassess the amount of such reserves and adjust reserve balances as necessary.

Income taxes payable of \$161.7 million and \$162.4 million is included in other current liabilities as of November 30,

2004 and August 31, 2004, respectively.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Cautionary Statement Regarding Forward-Looking Statements**

*With the exception of historical facts, the statements contained in this quarterly report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and are subject to the safe harbor provisions set forth in the Exchange Act. These forward-looking statements relate to matters including, but not limited to:*

*future sales and operating results;*

*our anticipation of the timing and amounts of our future obligations and commitments;*

*our belief that our cash and cash equivalents, lines of credit and cash to be generated from continuing operations will be sufficient for us to meet our obligations for the next twelve months;*



**Table of Contents**

*the capabilities and capacities of our business operations;*

*the anticipated financial impact of recent and future acquisitions and divestitures and the adequacy of our provisions for indemnification obligations pursuant to such transactions;*

*our belief that our current environmental liability exposure related to our facilities will not be material to our business, financial condition or results of operations; and*

*various other forward-looking statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations.*

*We intend that our forward-looking statements be subject to the safe harbors created by the Exchange Act. The forward-looking statements are generally accompanied by words such as intend, anticipate, believe, estimate, expect, and other similar words and statements and variations or negatives of these words. Our forward-looking statements are based on current expectations, forecasts and assumptions and are subject to risks, uncertainties and changes in condition, significance, value and effect, including those discussed under the heading Risk Factors in this report and in our reports filed with the Securities and Exchange Commission on Forms 10-K, 10-Q, 8-K and S-3. Such risks, uncertainties and changes in condition, significance, value and effect could cause our actual results to differ materially from our anticipated outcomes. Although we believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. Therefore, we can give no assurance that the results implied by these forward-looking statements will be realized. The inclusion of forward-looking information should not be regarded as a representation by our company or any other person that the future events, plans or expectations contemplated by Solectron will be achieved. Furthermore, past performance in operations and share price is not necessarily indicative of future performance. We disclaim any intention or obligation to update or revise any forward-looking statements contained in the documents incorporated by reference herein, whether as a result of new information, future events or otherwise*

**Overview**

We provide a range of worldwide manufacturing and integrated supply chain services to companies who design and market electronic products. Our revenue is generated from sales of our services primarily to customers in the Computing & Storage, Networking, Communications, Consumer, Industrial, and Automotive markets.

*Summary of Results*

The following table sets forth, for the three-month periods indicated certain key operating results and other financial information (in millions):

**Table of Contents****Three Months Ended  
November 30**

	2004	2003
Net sales	\$ 2,690.6	\$ 2,696.8
Gross profit	156.2	127.5
Selling, general and administrative expense	95.5	114.7
Income (loss) from continuing operations	46.9	(52.2)

Net sales for the first quarter of fiscal 2005 remained the same at approximately \$2.7 billion relative to the same period of fiscal 2004. Our sales levels during the first quarter of fiscal 2005 were softer than anticipated.

Gross profit improved to 5.8% for the first quarter of fiscal 2005 compared to 4.7% for the same period of fiscal 2004. The gross profit improvement was the result of effectively implementing the Lean Initiative in our manufacturing sites around the world and increasing discipline in our quote process for new business.

Selling, general and administrative (SG&A) expense continued to decline in the first quarter of fiscal 2005. SG&A expense was \$95.5 million during the first quarter of fiscal 2005 compared to \$114.7 million for the same period of fiscal 2004. The reduction in SG&A expense is a result of our continued discipline in spending.

**Key Performance Indicators**

Management regularly reviews financial and non-financial performance indicators to assess the Company's operating results. The following table sets forth, for the quarterly periods indicated, certain of management's key financial performance indicators.

	Three Months Ended				
	November 30, 2004	August 31, 2004	May 31, 2004	February 28, 2004	November 30, 2003
Inventory turns	7.1 turns	7.5 turns	7.5 turns	7.4 turns	7.4 turns
Days sales outstanding (DSO)	50 days	47 days	47 days	49 days	50 days
Days payable outstanding (DPO)	49 days	47 days	46 days	48 days	48 days
Cash-to-cash cycle (C2C)	51 days	49 days	49 days	50 days	50 days
Capital expenditures (in millions)	\$32.0	\$ 48.3	\$ 32.8	\$ 31.5	\$ 37.0

Inventory turns are calculated as the ratio of cost of sales compared to the average inventory for the quarter. During the first quarter of fiscal 2005, inventory turns declined due to a decrease in revenue resulting from lower demand than anticipated. DSO is calculated as the ratio of average accounts receivable for the quarter compared to daily revenue for the quarter. DSO has increased from the prior quarter due the higher mix of customers with longer payment terms in the quarter. DPO is calculated as the ratio of average accounts payable during the quarter compared to daily cost of sales for the quarter. DPO has increased from the prior quarter due to higher payable balances resulting from increasing inventory in anticipation of higher sales. The C2C cycle is determined by taking the ratio of 360 days compared to inventory turns plus DSO minus DPO. The C2C cycle has increased from the prior quarter primarily as a result of higher DSO and lower inventory turns, partially offset by improvements in DPO.

## **Critical Accounting Policies**

Management is required to make judgments, assumptions and estimates that affect the amounts reported when we prepare consolidated financial statements and related disclosures in conformity with generally accepted accounting principles in the United States. Note 1, Summary of Significant Accounting Policies, to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended August 31, 2004 describes the significant accounting policies and methods used in the preparation of our consolidated financial statements. Estimates are used for, but not limited to, our accounting for contingencies, allowance for doubtful accounts, inventory valuation, goodwill and intangible asset impairments, restructuring costs, and income taxes. Actual results could differ from these estimates. The following critical accounting policies are impacted significantly by judgments, assumptions and estimates used in the preparation of our consolidated financial statements.

### *Inventory Valuation*

Our inventories are stated at the lower of weighted average cost or market. Our industry is characterized by rapid technological change, short-term customer commitments and rapid changes in demand, as well as any other lower of cost or market considerations. We make provisions for estimated excess and obsolete inventory based on our regular reviews of inventory quantities on hand and the latest forecasts of product demand and production requirements from our customers. Our provisions for excess and obsolete inventory

## **Table of Contents**

are also impacted by our contractual arrangements with our customers including our ability or inability to re-sell such inventory to them. If actual market conditions or our customers' product demands are less favorable than those projected or if our customers are unwilling or unable to comply with any contractual arrangements related to excess and obsolete inventory, additional provisions may be required.

### *Allowance for Doubtful Accounts*

We evaluate the collectability of our accounts receivable based on a combination of factors. Where we are aware of circumstances that may impair a specific customer's ability to meet its financial obligations to us, we record a specific allowance against amounts due to us and thereby reduce the net receivable to the amount we reasonably believe is likely to be collected. For all other customers, we recognize allowances for doubtful accounts based on the length of time the receivables are outstanding, industry and geographic concentrations, the current business environment and our historical experience. If the financial condition of our customers deteriorates or if economic conditions worsen, additional allowances may be required.

### *Goodwill*

In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, we review the carrying amount of goodwill for impairment on an annual basis during the fourth quarter (as of June 1). Additionally, we perform an impairment assessment of goodwill whenever events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. Significant changes in circumstances can be both internal to our strategic and financial direction, as well as changes to the competitive and economic landscape. With the change in operating segments as of Sept 1, 2003, we determined that there was a single reporting unit for the purpose of goodwill impairment tests under SFAS No. 142. For purposes of assessing the impairment of our goodwill, we estimate the value of the reporting unit using our market capitalization as the best evidence of fair value. This fair value is then compared to the carrying value of the reporting unit. If the fair value of the reporting unit is less than its carrying value, we then allocate the fair value of the unit to all the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit's fair value was the purchase price to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of the goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The process of evaluating the potential impairment of goodwill is subjective and requires judgment at many points during the test including future revenue forecasts, discount rates and various reporting unit allocations.

### *Intangible Assets*

Our intangible assets consist primarily of intellectual property agreements and other intangible assets obtained from asset acquisitions. Intangible assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Impairment is measured by comparing the intangible assets carrying amounts to the fair values as determined using discounted cash flow models. There is significant judgment involved in determining these cash flows.

### *Restructuring and Related Impairment Costs*

Over the past few years, we have recorded restructuring and impairment costs as we rationalized our operations in light of customer demand declines and the economic downturn. These restructuring and impairment charges include employee severance and benefit costs, costs related to leased facilities that have been abandoned and subleased, owned facilities no longer used by us which will be disposed of, costs related to leased equipment that has been abandoned or returned to the lessor, and impairment of owned equipment that will be disposed of. For owned facilities

and equipment, the impairment loss recognized was based on the fair value less costs to sell, with fair value estimated based on existing market prices for similar assets. Severance and benefit costs and other costs associated with restructuring activities initiated prior to January 1, 2003 were recorded in compliance with EITF Issue No. 94-3,

Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity. Severance and benefit costs associated with restructuring activities initiated on or after January 1, 2003 are recorded in accordance with SFAS No. 112, Employer's Accounting for Postemployment Benefits, as we concluded that we had a substantive severance plan. In accordance with SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, the estimated lease loss accrued for leased facilities that have been abandoned and subleased after January 1, 2003 represents the fair value of the lease liability as measured by the present value of future lease payments subsequent to abandonment less the present value of any estimated sublease income. For those facilities abandoned and subleased as part of restructuring activities under EITF Issue No. 94-3, the estimated lease loss represents payments subsequent to abandonment less any estimated sublease income. In order to estimate future sublease income, we work with a real estate broker to estimate the length of time until we can sublease a facility and the amount of rent we can expect to receive. Our

**Table of Contents**

estimates of expected sublease income could change based on factors that affect our ability to sublease those facilities such as general economic conditions and the real estate market, among others.

*Income Taxes*

We currently have significant deferred tax assets in certain jurisdictions resulting from tax credit carry-forwards, net operating losses and other deductible temporary differences, which will reduce taxable income in such jurisdictions in future periods. We have provided valuation allowances for future tax benefits resulting from foreign net operating loss carry-forwards and for certain other U.S. and foreign deductible temporary differences where we believe future realizability is in doubt. SFAS No. 109 requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized, and further provides that it is difficult to conclude that a valuation allowance is not needed when there is negative evidence in the form of cumulative losses in recent years. Therefore, cumulative losses weigh heavily in the overall assessment. We established a valuation allowance in the third quarter of fiscal 2003 for most of our deferred tax assets because prior losses and an uncertain future outlook did not support projections of profitability sufficient to establish our ability to use those deferred tax assets in future periods. We have not yet established sustained profitability since that time which would support recognition of deferred tax assets generated in prior and current periods.

We have established contingency reserves for income taxes in various jurisdictions in accordance with SFAS No. 5 Accounting for Contingencies . The estimate of appropriate tax reserves is based upon the amount of prior tax benefit which might be at risk upon audit and upon the reasonable estimate of the amount at risk. We periodically reassess the amount of such reserves and adjusts reserve balances as necessary.

*Loss Contingencies*

We are subject to the possibility of various loss contingencies arising in the ordinary course of business (for example, environmental and legal matters). We consider the likelihood and our ability to reasonably estimate the amount of loss in determining the necessity for, and amount of, any loss contingencies. Estimated loss contingencies are accrued when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. We regularly evaluate information available to us to determine whether any such accruals should be adjusted. Such revisions in the estimates of the potential loss contingencies could have a material impact in our consolidated results of operations and financial position.

**Results of Operations**

The following table summarizes certain items in the condensed consolidated statements of operations as a percentage of net sales. The financial information and the discussion below should be read in conjunction with the accompanying condensed consolidated financial statements and notes thereto. The discussion following the table is provided separately for continuing and discontinued operations. For all periods presented, our condensed consolidated statements of operations exclude the results from certain operations we plan to divest which have been classified as discontinued operations. Information related to the discontinued operations results is provided separately; following the continuing operations discussion below.

**Table of Contents**

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Net sales	100.0%	100.0%
Cost of sales	94.2	95.3
Gross profit	5.8	4.7
Operating expenses:		
Selling, general and administrative	3.5	4.2
Restructuring and impairment costs	0.1	1.0
Operating income (loss)	2.2	(0.5)
Interest income	0.3	0.1
Interest expense	(0.6)	(1.6)
Other income net	0.1	0.2
Operating income (loss) from continuing operations before income taxes	2.0	(1.8)
Income tax expense	0.2	0.1
Income (loss) from continuing operations	1.8%	(1.9)%
Discontinued operations:		
Income (loss) from discontinued operations	0.4	(2.5)
Income tax expense	0.1	
Income (loss) from discontinued operations	0.3%	(2.5)%
Net income (loss)	2.1%	(4.4)%

**Net Sales Continuing Operations**

For the first quarter of fiscal 2005, net sales remained flat at \$2.7 billion as compared to the same period of fiscal 2004. The sales mix between end-markets changed between reporting periods. We have seen a decline in the computing and storage end-markets since the first quarter of fiscal 2004. Revenue dollars in all other end-markets have increased between periods. The decline in the computing and storage end markets is due primarily to the disengagement of certain low-margin programs.

The following table depicts, for the periods indicated, revenue by market expressed as a percentage of net sales. The distribution of revenue across our markets has fluctuated, and will continue to fluctuate, as a result of numerous factors, including but not limited to: increased business from new and existing customers; fluctuations in customer demand; seasonality; and growth in outsourcing.



**Table of Contents**

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Computing & Storage	28.7%	36.6%
Consumer	17.4%	16.0%
Communications	20.5%	17.9%
Networking	23.1%	20.9%
Industrial	5.3%	4.0%
Automotive	3.3%	3.2%
Other	1.7%	1.4%
	<hr/>	<hr/>
Total	100.0%	100.0%
	<hr/>	<hr/>

**International Sales    Continuing Operations**

In the three months ended November 30, 2004, our international locations contributed approximately 70.8% of net sales compared to approximately 71.7% for the corresponding period of fiscal 2004.

**Major Customers    Continuing Operations**

Certain customers accounted for 10% or more of our net sales. The following table includes these customers and the percentage of net sales attributed to them:

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Cisco Systems	14.1%	11.4%
Nortel Networks	10.4%	10.6%

Our top ten customers accounted for approximately 60.7% of net sales for the three months ended November 30, 2004, compared to approximately 58.1% in the corresponding period of fiscal 2004.

We believe that our ability to grow depends on increasing sales to existing customers and on successfully attracting new customers. Customer contracts can be canceled and volume levels can be changed or delayed. The timely replacement of delayed, canceled or reduced orders with new business cannot be ensured. In addition, we cannot assume that any of our current customers will continue to utilize our services. Consequently, our results of operations may be materially adversely affected.

**Gross profit    Continuing Operations**

Gross profit varies from period to period and is affected by a number of factors, including product mix, production efficiencies, component costs and delivery linearity, product life cycles, unit volumes, expansion and consolidation of manufacturing facilities, utilization of manufacturing capacity, pricing, competition, and unanticipated restructuring or inventory charges.

Our gross profit percentage increased to 5.8% for the three months ended November 30, 2004 compared to 4.7% for the corresponding period in fiscal 2004, respectively. The gross profit improvement was the result of effectively implementing the Lean Initiative in our manufacturing sites around the world and increasing discipline in our quote process for new business.

Sales of inventory previously written down or written off have not been significant and have not had any material impact on our gross profits for the three months ended November 30, 2004.

**Selling, General and Administrative (SG&A) Expenses    Continuing Operations**

SG&A expenses decreased \$19.2 million, or 16.7%, for the three months ended November 30, 2004 compared to the corresponding period in fiscal 2004. As a percentage of net sales, SG&A expenses decreased to 3.5% for the three months ended November 30, 2004 compared to 4.2% in the corresponding periods in fiscal 2004. The decrease was primarily due to headcount and other SG&A expense reductions resulting from our restructuring initiatives.

**Table of Contents**

**Restructuring and Impairment   Continuing Operations**

During the first quarter of fiscal 2005, restructuring and impairment costs of \$1.6 million were charged against operations which mainly related to the impairment charges on property and equipment held for sale due to changes in market condition. The decrease quarter over quarter was due to a reduction in restructuring activities.

**Interest Income   Continuing Operations**

Interest income increased \$3.4 million to \$5.8 million for the three months ended November 30, 2004 from \$2.4 million in the corresponding period in fiscal 2004. The increase was due to increased average cash and cash equivalent balances.

**Interest Expense   Continuing Operations**

Interest expense decreased \$27.6 million to \$16.3 million for the three months ended November 30, 2004 from \$43.9 million in the corresponding period in fiscal 2004. The decrease was primarily due to the retirement of approximately \$1.6 billion aggregate principal amount of our LYONs and the settlement of approximately 94% of our ACES debentures during fiscal 2004.

**Other Income   net   Continuing Operations**

Other income   net decreased \$3.0 million to \$3.0 million for the three months ended November 30, 2004 from \$6.0 million in the corresponding period in fiscal 2004. The fluctuation is primarily due to foreign currency gains and losses.

**Income Taxes   Continuing Operations**

Our income tax expense was \$4.7 million and \$2.5 million for the three months ended November 30, 2004 and 2003, respectively. We incurred net tax expense in certain countries in which we had profitable operations during the periods ended November 30, 2004 and November 30, 2003.

In prior quarters, the effective income tax rate had been largely a function of the balance between income and losses from domestic and international operations. Our international operations, taken as a whole, have been subject to tax at a lower rate than operations in the United States, primarily due to tax holidays granted to several of our overseas sites in Malaysia, Singapore and China. The Malaysian tax holiday is effective through January 2012, subject to certain conditions, including maintaining certain levels of research and development expenditures. The Singapore tax holiday is effective through March 2011, subject to certain conditions. Several of our China sites have separate tax holiday agreements.

Certain of our offshore operations are reporting taxable profits, mostly arising in low-cost locations. Accordingly, we are recognizing some tax expense related to those operations. We will not be able to offset this tax expense with unrecognized deferred tax assets described above, because, for the most part, those assets did not arise in the jurisdictions where we are realizing taxable profits.

In addition, Solectron has established contingency reserves for income taxes in various jurisdictions. The estimate of appropriate tax reserves is based upon the amount of prior tax benefit which might be at risk upon audit and upon the reasonable estimate of the amount at risk. Solectron periodically reassess the amount of such reserves and adjust reserve balances as necessary.

On October 22, 2004, the American Jobs Creation Act ( the AJCA ) was signed into law. The AJCA includes a deduction of 85% of certain foreign earnings that are repatriated, as defined in the AJCA. The Company may elect to apply this provision to qualifying earnings repatriations in either the balance of Fiscal 2005 or in Fiscal 2006. The Company has started an evaluation of the effects of the repatriation provision; however, the Company does not expect to be able to complete this evaluation until after Congress or the Treasury Department provide additional clarifying language on key elements of the provision.

**Liquidity and Capital Resources    Continuing Operations**

Cash and cash equivalents increased to approximately \$1.7 billion at November 30, 2004 from approximately \$1.4 billion at August 31, 2004. The table below, for the periods indicated, provides selected condensed consolidated cash flow information (in millions):

**Table of Contents**

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Net cash provided by (used in) operating activities of continuing operations	195.2	(114.3)
Net cash (used in) provided by investing activities of continuing operations	(5.1)	14.7
Net cash provided by (used in) financing activities of continuing operations	50.4	(11.8)

Net cash provided by operating activities was \$195.2 million during the three months ended November 30, 2004. This cash was generated by a \$46.9 million income from continuing operations, a \$120.4 million decrease in accounts receivable a \$52.1 million decrease in inventories, a \$17.4 million decrease in prepaids and other current assets, non-cash depreciation and amortization charges of \$48.5 million. These were offset by a \$74.2 million decrease in accounts payable, and a \$17.9 million decrease in accrued expenses and other current liabilities. The decrease in inventory levels and accounts payable is due to lower levels of material purchases resulting from lower first quarter revenue. Accounts receivable has decreased in conjunction with lower revenues in the quarter.

Net cash used in investing activities of \$5.1 million during the three months ended November 30, 2004 primarily consisted of net proceeds of \$30.0 million received from the disposition of one of our discontinued operations, \$16.0 million received from sale of investment in ECS Holdings, and \$3.8 million in proceeds from sale of property and equipment. These were offset by \$32.0 million in capital expenditures and \$22.9 million in advances to discontinued operations.

Net cash provided by financing activities of \$50.4 million during the three months ended November 30, 2004 primarily consisted of the proceeds from issuance of common stock of \$64.3 million related to the retirement of ACES securities offset by \$15.1 million of repayment of debt related to various debt facilities.

As of November 30, 2004, we had available a \$500 million revolving credit facility that expires on August 20, 2007. Our revolving credit facility is guaranteed by certain of our domestic subsidiaries and secured by the pledge of domestic accounts receivable, inventory and equipment, the pledge of equity interests in certain of our subsidiaries and notes evidencing intercompany debt. Borrowings under the credit facility bear interest, at our option, at the London Interbank offering rate (LIBOR) plus a margin of 2.25% based on our current senior secured debt ratings, or the higher of the Federal Funds Rate plus 1/2 of 1% or Bank of America N.A.'s publicly announced prime rate. As of November 30, 2004, there were no borrowings outstanding under this facility. We are subject to compliance with certain financial covenants set forth in these facilities including, but not limited to, capital expenditures, cash interest coverage and leverage. We were in compliance with all applicable covenants as of November 30, 2004.

In addition, we had \$15.2 million in committed and \$176.7 million in uncommitted foreign lines of credit and other bank facilities as of November 30, 2004 relating to continuing operations. A committed line of credit obligates a lender to loan us amounts under the credit facility as long as we adhere to the terms of the credit agreement. An uncommitted line of credit is extended to us at the sole discretion of a lender. The interest rates range from the bank's prime lending rate to the bank's prime rate plus 1.0%. As of November 30, 2004, borrowings and guaranteed amounts were \$5.8 million under committed and \$0 under uncommitted foreign lines of credit. Borrowings are payable on demand. The weighted-average interest rate was 4.0% for committed foreign lines of credit as of November 30, 2004.

During the first quarter of fiscal 2005, we issued 6.6 million shares of common stock for total net proceeds of \$64.3 million in connection with the settlement and retirement of the equity component of the remaining ACES units, as defined in the ACES agreement.

\$150.0 million aggregate principal amount of 7.375% senior notes is due on March 1, 2006, our \$500.0 million aggregate principal amount of 9.625% senior notes is due on February 15, 2009, and our \$450.0 million aggregate principal amount of 0.5% convertible senior notes is callable by the holders on February 15, 2011.

We have synthetic lease agreements relating to four manufacturing sites for continuing operations. The synthetic leases have expiration dates in 2007. At the end of the lease term, we have an option, subject to certain conditions, to purchase or to cause a first party to purchase the facilities subject to the synthetic leases for the Termination Value, which approximates the lessor's original cost for each facility, or we may market the property to a first party at a different price. We are entitled to any proceeds from a sale of the properties to first parties in excess of the Termination Value and liable to the lessor for any shortfall. We provided loans to the lessor equaling approximately 85% of the Termination Value for each synthetic lease. These loans are repayable solely from the sale of the properties to first parties in the future, are subordinated to the amounts payable to the lessor at the end of the synthetic leases, and may be credited against the Termination Value payable if we purchase the properties. The approximate aggregate Termination

**Table of Contents**

Values and loan amounts are \$101.3 million and \$86.1 million, respectively, as of November 30, 2004.

In addition, cash collateral of \$15.2 million is pledged for the difference between the aggregate Termination Values and the loan amounts. Each synthetic lease agreement contains various affirmative and financial covenants. A default under a lease, including violation of these covenants, may accelerate the termination date of the arrangement. We were in compliance with all applicable covenants as of November 30, 2004. Monthly lease payments are generally based on the Termination Value and 30-day LIBOR index (1.99% as of November 30, 2004) plus an interest-rate margin, which may vary depending upon our Moody's Investors Services and Standard and Poor's ratings, and are allocated between the lessor and us based on the proportion of the loan amount to the Termination Value for each synthetic lease.

We have determined that it is probable that the expected fair value of the properties at the end of each of the various synthetic lease terms will be less than the applicable Termination Value. Accretion expense during the quarter ending November 30, 2004 was \$1.1 million.

We account for these synthetic lease arrangements as operating leases in accordance with SFAS No. 13, Accounting for Leases, as amended. Our loans to the lessor and cash collateral were included in other long-term assets and cash and cash equivalents, respectively, in the condensed consolidated balance sheets.

We believe that our current cash, cash equivalents, lines of credit and cash anticipated to be generated from continuing operations and divestitures of our discontinued operation will satisfy our expected working capital, capital expenditures, debt service and investment requirements through at least the next 12 months.

The following is a summary of certain obligations and commitments as of November 30, 2004 for continuing operations:

	Payments Due by Period (in millions)									
	Total	FY05		FY06		FY07	FY08	FY09	FY10	Thereafter
		Q2-Q4	Q1	Q2-Q4						
Long term debt	1,208.1			168.0	72.6	0.3	501.4	15.4	450.4	
Operating lease	180.2	44.4	11.6	25.0	27.2	16.5	12.9	11.4	31.2	
Operating leases for restructured facilities and equipment	55.8	18.9	3.4	10.2	11.3	6.0	3.0	2.0	1.0	
Other (1)	225.3	225.3								
	<u>\$1,669.4</u>	<u>\$288.6</u>	<u>\$15.0</u>	<u>\$203.2</u>	<u>\$111.1</u>	<u>\$22.8</u>	<u>\$517.3</u>	<u>\$28.8</u>	<u>\$482.6</u>	

---

(1) We have guaranteed various purchase commitments for materials, supplies and services incurred during the normal course of business.

Other long-term liabilities of \$77.0 million disclosed on the consolidated financial statements includes deferred tax liabilities related to timing differences, which due to their nature are not projected.

### **Off-Balance Sheet Arrangements and Contractual Obligations**

Our off-balance sheet arrangements and contractual obligations consist of our synthetic and operating leases, our interest rate swap instrument related to our long-term debt (described in the We are exposed to interest rate fluctuations Risk Factor), our foreign exchange contracts (described in the We are exposed to fluctuations in foreign currency exchange rates Risk Factor), and certain indemnification provisions related to our seven divestures (described in the Discontinued Operations portion below).

A tabular presentation of our contractual obligations is provided in the Liquidity and Capital Resources portion of Management's Discussion and Analysis of Financial Condition and Results of Operations.

### **Discontinued Operations**



**Table of Contents**

In the fourth quarter of fiscal 2003 and the first quarter of fiscal 2004, we designated the following businesses as discontinued operations: Dy 4 Systems Inc., Kavlico Corporation, our MicroTechnology division, SMART Modular Technologies Inc., Stream International Inc., our 63% interest in US Robotics Corporation, and Force Computers, Inc. In fiscal 2004, all of the businesses were sold except the MicroTechnology division.

The collective results from all discontinued operations for all periods presented were as follows (in millions):

	<b>Three Months Ended November 30</b>	
	<b>2004</b>	<b>2003</b>
Net sales	\$ 15.2	\$ 535.7
Cost of sales	14.1	470.6
Gross profit	1.1	65.1
Operating (income) expenses net	(8.7)	128.3
Operating income (loss)	9.8	(63.2)
Interest income net		0.2
Other income (expense) net	0.9	(4.3)
Income (loss) before income taxes	10.7	(67.3)
Income tax expense	1.7	0.3
Income (loss) from discontinued operations, net of tax	\$ 9.0	\$ (67.6)

Net sales, gross profit, operating expenses (income) net, interest income net, other income (expense) net, and income tax expense from discontinued operations decreased for the three months ended November 30, 2004 as compared to the same period in fiscal 2004 primarily due to the fact that the activity during fiscal 2005 only represents the operations and sale of the final discontinued operation as the remaining discontinued operations were previously sold in fiscal 2004. In addition, there was a \$10.1 million pre-tax gain from the sale of the discontinued operations recorded in operating (income) expenses net for the three month period ended November 30, 2004. As a result of this disposition, we transferred approximately \$28.3 million from accumulated foreign currency translation gains, included in accumulated other comprehensive losses within Stockholders Equity and recognized that amount as part of the pre-tax gain.

During fiscal 2004, we completed the sale of the other discontinued operations. During the first quarter of fiscal 2005, we increased the net loss on disposal of these discontinued operations by approximately \$0.5 million resulting from a few insignificant adjustments pursuant to the terms of the disposal transaction. For the three months ended November 30, 2004, the adjustment to the net loss on these discontinued operations is recorded in operating

(income) expenses net as disclosed above.

The sales agreements for all seven divestitures contain certain indemnification provisions under which we may be required to indemnify the buyer of the divested business for liabilities, losses, or expenses arising out of breaches of covenants and certain breaches of representations and warranties relating to the condition of the business prior to and at the time of sale. In aggregate, we are contingently liable for up to \$94.8 million for a period of 12 to 24 months subsequent to the completion of the sale. As of November 30, 2004 there were no liabilities recorded under these indemnification obligations. Additionally, we may be required to indemnify a buyer for environmental remediation costs for a period up to 10 years and not to exceed \$13 million. We maintain an insurance policy to cover environmental remediation liabilities in excess of reserves previously established upon the acquisition of these properties. We did not record any environmental charges upon disposition of these properties.

We are in the process of terminating a synthetic lease agreement associated with a discontinued operation that has been sold. Any resulting gain or loss from the absolution of the synthetic lease agreement will be recognized in discontinued operations.

The sales agreements of the discontinued operations generally include terms which may result in adjustments to the gain or loss in fiscal quarters subsequent to the closing of the sale.

## **RISK FACTORS**

**Table of Contents**

***Most of our net sales come from a small number of customers; if we lose any of these customers, our net sales could decline significantly.***

Most of our annual net sales come from a small number of our customers. Our ten largest customers accounted for approximately 60.7% and 58.1% of net sales from continuing operations in the first quarter of fiscal 2005 and 2004, respectively. During the first quarter of fiscal 2005, two of these customers individually account for more than ten percent of our annual net sales. Any material delay, cancellation or reduction of orders from these or other major customers could cause our net sales to decline significantly, and we may not be able to reduce the accompanying expenses at the same time. We cannot guarantee that we will be able to retain any of our largest customers or any other accounts, or that we will be able to realize the expected revenues under existing or anticipated supply agreements with these customers. Our business, market share, consolidated financial condition and results of operations will continue to depend significantly on our ability to obtain orders from new customers, retain existing customers, realize expected revenues under existing and anticipated supply agreements, as well as on the consolidated financial condition and success of our customers and their customers.

Net sales may not improve, and could decline, in future periods if there is continued or resumed weakness in customer demand, particularly in the telecommunications and computing sectors, resulting from worldwide economic conditions. In addition, in connection with our efforts to improve our gross profits, we have engaged in pricing discussions with certain customers on specific programs where we felt we were under-compensated for the services and value that were providing. Where we have not been able to reach mutual agreement with a customer on price adjustments, we have mutually agreed with the customer to transition the business in question to a new supplier. While we believe our disengagement from specific programs with certain customers will ultimately advance our efforts to return to sustained profitability, there can be no assurance that such disengagements will not result in unanticipated or adverse financial effects.

***Our customers may cancel their orders, change production quantities or locations, or delay production.***

To remain competitive, EMS companies must provide increasingly rapid product turnaround, at increasingly competitive prices, for their customers. We generally do not have long-term contractual commitments from our top customers. As a result, we cannot guarantee that we will continue to receive any net sales from our customers. Customers may cancel their orders, change production quantities or delay production for a number of reasons outside of our control. Many of our customers' industries have recently experienced a significant decrease in demand for their products and services, as well as substantial price competition. The generally uncertain economic condition of several of our customers' industries has resulted, and may continue to result, in some of our customers delaying purchases on some of the products we manufacture for them, and placing purchase orders for lower volumes of products than previously anticipated. Cancellations, reductions or delays by a significant customer or by a group of customers would seriously harm our results of operations by reducing the volumes of products manufactured by us for the customers and delivered in that period. Furthermore, delays in the repayment of our expenditures for inventory in preparation for customer orders and lower asset utilization in those periods would result in lower gross profits. In addition, customers may require that manufacturing of their products be transitioned from one facility to another to achieve cost and other objectives. Such transfers, if unanticipated or not properly executed, could result in various inefficiencies and costs, including excess capacity and overhead at one facility and capacity constraints and related strains on our resources at the other, disruption and delays in product deliveries and sales, deterioration in product quality and customer satisfaction, and increased manufacturing and scrap costs.

***We may not be able to sell excess or obsolete inventory to customers or third parties, which could have a material adverse impact on our consolidated financial condition.***

The majority of our inventory purchases and commitments are based upon demand forecasts that our customers provide to us. The customers' forecasts, and any changes to the forecasts, including cancellations, may lead to on-hand inventory quantities and on-order purchase commitments that are in excess of the customers' revised needs, or that become obsolete.

We generally enter into supply agreements with our significant customers. Under these supply agreements, the extent of our customer's responsibility for excess or obsolete inventory related to raw materials that were previously purchased or ordered to meet that customer's demand forecast is defined. If our customers do not comply with their contractual obligations to purchase excess or obsolete inventory back from us and we are unable to use or sell such inventory, our consolidated financial condition could be materially harmed. Some of our customers are in the telecommunications industry, an industry that in recent years has experienced declining revenue, large losses, negative cash flows, and several bankruptcies or defaults on borrowing arrangements. In the past, some of our customers have defaulted on their obligations to purchase inventory back from us. There is a risk that, in the future, these

**Table of Contents**

or other customers may not purchase inventory back from us despite contractual obligations, which could harm our consolidated financial condition if we are unable to sell the inventory at carrying value. In addition, enforcement of these supply agreements may result in material expenses, delays in payment for inventory and/or disruptions in our customer relationships.

We are responsible for excess and obsolete inventory resulting from inventory purchases in excess of inventory needed to meet customer demand forecasts at the time the purchase commitments were made, as well as any inventory purchases not made pursuant to the customer's responsibility under our supply agreements. For inventory which is not the customer's responsibility, provisions are made when required to reduce any such excess or obsolete inventory to its estimated net realizable value, based on the quantity of such inventory on hand, our customers' latest forecasts of production requirements, and our assessment of available disposition alternatives such as use of components on other programs, the ability and cost to return components to the vendor, and our estimates of resale values and opportunities. These assessments are necessarily based upon various assumptions and market conditions which are subject to rapid change, and/or which may ultimately prove to be inaccurate. Any material changes in our assumptions or market conditions could have a significant effect on our estimates of net realizable value, could necessitate material changes in our provisions for excess and obsolete inventory, and could have a material adverse impact on our consolidated financial condition. In addition, in the normal course of business, bona fide disagreements may arise over the amount and/or timing of such claims, and in order to avoid litigation expenses, collection risks, or disruption of customer relationships, we may elect to settle such disputes for lesser amounts than we believe we should be entitled to recover. In these instances, we must bear the economic loss of any such excess or obsolete inventory, which could have a material adverse impact on our consolidated financial condition.

***Our non-U.S. locations represent a significant portion of our net sales; we are exposed to risks associated with operating internationally.***

Approximately 70.8% and 71.7% of our net sales from continuing operations are the result of services and products manufactured in countries outside the United States during the first quarter of fiscal 2005 and 2004, respectively. As a result of our foreign sales and facilities, our operations are subject to a variety of risks and costs that are unique to international operations, including the following:

- adverse movement of foreign currencies against the U.S. dollar in which our results are reported;
- import and export duties, and value added taxes;
- import and export regulation changes that could erode our profit margins or restrict exports and/or imports;
- potential restrictions on the transfer of funds;
- government and license requirements governing the transfer of technology and products abroad;
- disruption of local labor supply and/or transportation services;
- inflexible employee contracts in the event of business downturns;
- the burden and cost of compliance with import and export regulations and foreign laws;
- economic and political risks in emerging or developing economies; and
- risks of conflict and terrorism that could disrupt our or our customers' and suppliers' businesses.

We have been granted tax holidays, which are effective through 2012 subject to some conditions, for our Malaysian and Singapore sites. We have also been granted various tax holidays in China. These tax holidays are effective for various terms and are subject to some conditions. It is possible that the current tax holidays will be terminated or modified or that future tax holidays that we may seek will not be granted. If the current tax holidays are terminated or modified, or if additional tax holidays are not granted in the future or when our current tax holidays expire, our future effective income tax rate could increase.

*We are exposed to general economic conditions, which could have a material adverse impact on our business, operating results and consolidated financial condition.*

**Table of Contents**

As a result of the recent economic conditions in the U.S. and internationally, and reduced capital spending as well as uncertain end-market demand, our customers and therefore our sales have been difficult to forecast with accuracy. If there were to be continued or resumed weakness in these industries which we serve, or any further deterioration in the business or financial condition of our customers, it could have a material adverse impact on our business, operating results and consolidated financial condition. In addition, if the economic conditions in the United States and the other markets we serve worsen, we may experience a material adverse impact on our business, operating results and consolidated financial condition.

***Possible fluctuation of operating results from quarter to quarter and factors out of our control could affect the market price of our securities.***

Our quarterly earnings and/or stock price may fluctuate in the future due to a number of factors including the following:

differences in the profitability of the types of manufacturing services we provide. For example, high velocity and low complexity printed circuit boards and systems assembly services have lower gross profit than low volume/complex printed circuit boards and systems assembly services;

our ability to maximize the hours of use of our equipment and facilities is dependent on the duration of the production run time for each job and customer;

the amount of automation that we can use in the manufacturing process for cost reduction varies, depending upon the complexity of the product being made;

our customers' demand for our products and their ability to take delivery of our products and to make timely payments for delivered products;

our ability to optimize the ordering of inventory as to timing and amount to avoid holding inventory in excess of immediate production needs;

our ability to offer technologically advanced, cost-effective, quick response, manufacturing services;

fluctuations in the availability and pricing of components;

timing of expenditures in anticipation of increased sales;

cyclicality in our target markets;

fluctuations in our market share;

expenses and disruptions associated with acquisitions and divestitures;

announcements of operating results and business conditions by our customers;

announcements by our competitors relating to new customers or technological innovation or new services;

economic developments in the electronics industry as a whole;

credit rating and stock analyst downgrades;

political and economic developments in countries in which we have operations; and

general market conditions.

If our operating results in the future are below the expectations of securities analysts and investors, the market price of our outstanding securities could be harmed.



**Table of Contents**

***If we incur more restructuring-related charges than currently anticipated, our consolidated financial condition and results of operations may suffer.***

We incurred approximately \$1.6 million of restructuring and impairment costs relating to continuing operations in the first quarter of fiscal 2005 and approximately \$27.0 million during the first quarter of fiscal 2004. If our estimates about previous restructuring charges prove to be inadequate, our consolidated financial condition and results of operations may suffer. While we believe our capacity is appropriate for current revenue levels, we continue to evaluate our cost structure relative to future financial results and customer demand. If our estimates about future financial results and customer demand prove to be inadequate, our consolidated financial condition and consolidated results of operations may suffer.

***We depend on limited or sole source suppliers for critical components, the inability to obtain sufficient components as required, and under favorable purchase terms, would cause harm to our business.***

We are dependent on certain suppliers, including limited and sole source suppliers, to provide key components used in our products. We have experienced, and may continue to experience, delays in component deliveries, which in turn could cause delays in product shipments and require the redesign of certain products. In addition, if we are unable to procure necessary components under favorable purchase terms, including at favorable prices and with the order lead-times needed for the efficient and profitable operation of our factories, our results of operations could suffer. The electronics industry has experienced in the past, and may experience in the future, shortages in semiconductor devices, including application-specific integrated circuits, DRAM, SRAM, flash memory, certain passive devices such as tantalum capacitors, and other commodities that may be caused by such conditions as overall market demand surges or supplier production capacity constraints. The inability to continue to obtain sufficient components as and when required, or to develop alternative sources as and when required, could cause delays, disruptions or reductions in product shipments or require product redesigns which could damage relationships with current or prospective customers, and increase inventory levels and costs, thereby causing harm to our business.

***We potentially bear the risk of price increases associated with shortages in electronics components.***

At various times, there have been shortages of components in the electronics industry leading to increased component prices. One of the services that we perform for many customers is purchasing electronics components used in the manufacturing of the customers' products. As a result of this service, we potentially bear the risk of price increases for these components if we are unable to purchase components at the pricing level anticipated to support the margins assumed in our agreements with our customers.

***Our net sales could decline if our competitors provide comparable manufacturing services and improved products at a lower cost.***

We compete with different contract manufacturers, depending on the type of service we provide or the geographic locale of our operations, in an industry which is intensely competitive. These competitors may have greater manufacturing, financial, R&D and/or marketing resources than we have. In addition, we may not be able to offer prices as low as some of our competitors because those competitors may have lower cost structures as a result of their geographic location or the services they provide, or because such competitors are willing to accept business at lower margins in order to utilize more of their excess capacity. In that event, our net sales could decline. We also expect our competitors to continue to improve the performance of their current products or services, to reduce their current products or service sales prices and to introduce new products or services that may offer greater value-added performance and improved pricing. Any of these could cause a decline in sales, loss of market acceptance of our products or services and corresponding loss of market share, or profit margin compression. We have experienced instances in which customers have transferred certain portions of their business to competitors in response to more

attractive pricing quotations than we have been willing to offer, and there can be no assurance that we will not lose business in the future in response to such competitive pricing or other inducements which may be offered by our competitors.

***We depend on the continuing trend of OEMs to outsource.***

A substantial factor in our past revenue growth was attributable to the transfer of manufacturing and supply-based management activities from our OEM customers. Future growth is partially dependent on new outsourcing opportunities. To the extent that these opportunities are not available, our future growth would be unfavorably impacted.

***Our strategic relationships with major customers create risks.***

## **Table of Contents**

In the past several years, we completed several strategic transactions with OEM customers. Under these arrangements, we generally acquired inventory, equipment and other assets from the OEM, and leased (or in some cases acquired) their manufacturing facilities, while simultaneously entering into multi-year supply agreements for the production of their products. There has been strong competition among EMS companies for these transactions, and this competition may continue to be a factor in customers' selection of their EMS providers. These transactions contributed to a significant portion of our past revenue growth, as well as to a significant portion of our more recent restructuring charges and goodwill and intangible asset impairments. While we do not anticipate our acquisitions of OEM plants and equipment in the near future to return to the levels at which they occurred in the recent past, there may be occasions on which we determine it to be advantageous to complete acquisitions in selected geographic and/or industry markets. As part of such arrangements, we would typically enter into supply agreements with the divesting OEMs, but such agreements generally do not require any minimum volumes of purchases by the OEM and the actual volume of purchases may be less than anticipated. Arrangements which may be entered into with divesting OEMs typically would involve many risks, including the following:

we may pay a purchase price to the divesting OEMs that exceeds the value we are ultimately able to realize from the future business of the OEM;

the integration into our business of the acquired assets and facilities may be time-consuming and costly;

we, rather than the divesting OEM, would bear the risk of excess capacity;

we may not achieve anticipated cost reductions and efficiencies;

we may be unable to meet the expectations of the OEM as to volume, product quality, timeliness and cost reductions; and

if demand for the OEM's products declines, the OEM may reduce its volume of purchases, and we may not be able to sufficiently reduce the expenses of operating the facility or use the facility to provide services to other OEMs, and we might find it appropriate to close, rather than continue to operate, the facility, and any such actions would require us to incur significant restructuring and/or impairment charges.

As a result of these and other risks, we may be unable to achieve anticipated levels of profitability under such arrangements and they may not result in material revenues or contribute positively to our earnings. Additionally, other OEMs may not wish to obtain logistics or operations management services from us.

***If we are unable to manage future acquisitions, and cost-effectively run our operations, our profitability could be adversely affected.***

Our ability to manage and integrate future acquisitions will require successful integration of such acquisitions into our manufacturing and logistics infrastructure, and may require enhancements or upgrades of accounting and other internal management systems and the implementation of a variety of procedures and controls. We cannot guarantee that significant problems in these areas will not occur. Any failure to enhance or expand these systems and implement such procedures and controls in an efficient manner and at a pace consistent with our business activities could harm our consolidated financial condition and results of operations. In addition, we may experience inefficiencies from the management of geographically dispersed facilities and incur substantial infrastructure and working capital costs.

***Notwithstanding our divestiture of certain businesses, we will remain subject to certain indemnification obligations for a period of time after completion of the divestitures.***

The sale agreement for each of our divested businesses contains indemnification provisions under which we may be required to indemnify the buyer of the divested business for liabilities, losses, or expenses arising out of breaches of covenants and certain breaches of representations and warranties relating to the condition of the business prior to and at the time of sale. While we believe, based upon the facts presently known to us, that we have made adequate provision for any such potential indemnification obligations, it is possible that other facts may become known in the future which may subject us to claims for additional liabilities or expenses beyond those presently anticipated and provided for. Should any such unexpected liabilities or expenses be of a material amount, our finances could be adversely affected.

*We may not be able to adequately satisfy regulatory requirements relating to internal controls over financial reporting or may encounter difficulties in implementing any new or improved internal controls.*

**Table of Contents**

Section 404 of the Sarbanes Oxley Act of 2002 ( S404 ) requires that we evaluate and report on the effectiveness of Solectron s internal controls over financial reporting beginning with the annual report filed on Form 10-K for the reporting period ending August 31, 2005. In addition, our independent auditors must report on management s evaluation of Solectron s internal controls. We are currently in the process of documenting and testing internal controls that will be used as the basis for the management report to be included in the Form 10-K. Our evaluation of internal controls may conclude that enhancements or changes to internal controls are necessary to satisfy the requirements of Section 404. Any failure to implement required new or improved controls, or difficulties encountered in the implementation of such new or improved controls, could have implications on our consolidated operating results or could result in a material weakness that would be required to be reported in the Form 10-K.

***We are exposed to fluctuations in foreign currency exchange rates.***

We have currency exposure arising from both sales and purchases denominated in currencies other than the functional currency of our sites. Fluctuations in the rate of exchange between the currency of the exposure and the functional currency of our sites could seriously harm our business, operating results and consolidated financial condition.

We enter into foreign exchange forward contracts intended to reduce the short-term impact of foreign currency fluctuations on foreign currency cash, receivables, investments, payables and indebtedness. The gains and losses on the foreign exchange forward contracts are intended to offset the transaction gains and losses on the foreign currency cash, receivables, investments, and payables recognized in earnings. We do not enter into foreign exchange forward contracts for speculative purposes. Our foreign exchange forward contracts related to current assets and liabilities are generally three months or less in original maturity.

As of November 30, 2004, we had outstanding foreign exchange forward contracts with a total notional amount of approximately \$471.7 million related to continuing operations. The change in value of the foreign exchange forward contracts resulting from a hypothetical 10% change in foreign exchange rates would be offset by the remeasurement of the related balance sheet items, the result of which would not be significant.

As of November 30, 2004, the majority of our foreign currency hedging contracts were scheduled to mature in approximately three months and there were no material deferred gains or losses. In addition, our international operations in some instances act as a natural hedge because both operating expenses and a portion of sales are denominated in local currency. In these instances, although an unfavorable change in the exchange rate of a foreign currency against the U.S. dollar will result in lower sales when translated to U.S. dollars, operating expenses will also be lower in these circumstances. Although approximately 26.0% of our net sales from continuing operations in the first quarter of fiscal 2005 were denominated in currencies other than the U.S. dollar, we do not believe our total exposure to be significant because of natural hedges.

***We are exposed to interest rate fluctuations.***

The primary objective of our investment activities is to preserve principal, while at the same time maximize yields without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents in a variety of securities, including government and corporate obligations, certificates of deposit and money market funds. As of November 30, 2004, substantially our entire total portfolio was scheduled to mature in less than three months. A hypothetical 10% change in interest rates would not have a material effect on the fair value of our investment portfolios.

As of November 30, 2004, we had no cash equivalents that were subject to interest rate risk (defined as risk of loss of investment fair value due to interest rate movements). The fair value of our cash equivalents approximated the carrying value as of November 30, 2004.

Interest on long-term debt instruments is payable at fixed rates. In addition, the amount of principal to be repaid at maturity is also fixed. On November 15, 2002, we entered into an interest rate swap transaction under which we pay variable rates and we receive fixed rate. The interest swap effectively converted \$500 million of our long-term debt with fixed interest rate into debt with variable rates of interest. Our interest rate swap, which expires on February 15, 2009, has a total notional amount of \$500 million and relates to our 9.625% \$500 million senior notes. Under this swap transaction we pay an interest rate equal to the 3-month LIBOR rate plus a fixed spread. In exchange, we receive fixed interest rates of 9.625%. Our interest rate swap creates interest rate risk for us. A hypothetical 50 basis point change in interest rates would not have a material effect on our consolidated financial position, results of operations and cash flows over the next fiscal year.

**Table of Contents**

***Failure to attract and retain key personnel and skilled associates could hurt our operations.***

Our continued success depends to a large extent upon the efforts and abilities of key managerial and technical associates. Losing the services of key personnel could harm us. Our business also depends upon our ability to continue to attract key executives and retain senior managers and skilled associates. Failure to do so could harm our business.

***Failure to comply with environmental regulations could harm our business.***

As a company in the electronics manufacturing services industry, we are subject to a variety of environmental regulations, including those relating to the use, storage, discharge and disposal of hazardous chemicals used during our manufacturing process as well as air quality and water quality regulations, restrictions on water use, and storm water regulations. Although we have never sustained any significant loss as a result of non-compliance with such regulations, any failure by us to comply with environmental laws and regulations could result in liabilities or the suspension of production. In addition, these laws and regulations could restrict our ability to expand our facilities or require us to acquire costly equipment or incur other significant costs to comply with regulations.

We own and lease some contaminated sites (for some of which we have been indemnified by third parties for required remediation), sites for which there is a risk of the presence of contamination, and sites with some levels of contamination for which we may be liable and which may or may not ultimately require any remediation. We have obtained environmental insurance to reduce potential environmental liability exposures posed by some of our operations and facilities. We believe, based on our current knowledge, that the cost of any groundwater or soil clean up that may be required at our facilities would not materially harm our business, consolidated financial condition and results of operations. Nevertheless, the process of remediating contamination in soil and groundwater at facilities is costly and cannot be estimated with high levels of confidence, and there can be no assurance that the costs of such activities would not harm our business, consolidated financial condition and results of operations in the future.

***We may not be able to adequately protect or enforce our intellectual property rights and could become involved in intellectual property disputes.***

Our ability to effectively compete may be affected by our ability to protect our proprietary information. We hold a number of patents, patent applications, and various other trade secrets and license rights. These patents, trade secrets, and license rights may not provide meaningful protection for our manufacturing processes and equipment innovations, or we might find it necessary to initiate litigation proceedings to protect our intellectual property rights. Any such litigation could be lengthy and costly and could harm our consolidated financial condition.

In the past we have been and may from time to time continue to be, notified of claims that we may be infringing patents, copyrights or other intellectual property rights owned by other parties. In the event of an infringement claim, we may be required to spend a significant amount of money to develop a non-infringing alternative, to obtain licenses, and/or to defend against the claim. We may not be successful in developing such an alternative or obtaining a license on reasonable terms, if at all. Any litigation, even where an infringement claim is without merit, could result in substantial costs and diversion of resources. Accordingly, the resolution or adjudication of intellectual property disputes could have a material adverse effect on our business, consolidated financial condition and results of operations.

***Our rating downgrades make it more expensive for us to borrow money.***

On October 28, 2003 Standard and Poor's downgraded our senior unsecured debt rating to B+ with a stable outlook. On October 31, 2003 Moody's downgraded our senior unsecured debt rating to B1 with a stable outlook. These rating downgrades increase our cost of capital should we borrow under our revolving lines of credit, and may make it more

expensive for us to raise additional capital in the future. Such capital raising activities may be on terms that may not be acceptable to us or otherwise not available. On June 22, 2004, Standard and Poor's affirmed our senior unsecured rating and revised our outlook to positive from stable.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

See Management's Discussion and Analysis of Financial Condition and Results of Operations for factors related to fluctuations in the exchange rates of foreign currency and fluctuations in interest rates under Risk Factors -We are exposed to fluctuations in foreign currency exchange rates, and We are exposed to interest rate fluctuations.

**Item 4. Controls and Procedures**



**Table of Contents**

**Evaluation of Disclosure Controls and Procedures.** Based on their evaluation as of the end of the period covered by this Report, Solectron's principal executive officer and principal financial officer have concluded that Solectron's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) are effective to ensure that information required to be disclosed by Solectron in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**Changes in Internal Controls.** There were no changes in Solectron's internal controls over financial reporting during the first quarter of fiscal 2005 or in other factors that could have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

Solectron is from time to time involved in various litigation and legal matters, including the one described below. By describing the particular matter set forth below, Solectron does not intend to imply that it or its legal advisors have concluded or believe that the outcome of this particular matter is or is not likely to have a material adverse impact upon Solectron's business or consolidated financial condition and results of operations.

Solectron has settled the previously reported shareholder derivative lawsuit entitled *Lifshitz v. Cannon et al.*, Case No. CV815693, filed in the Santa Clara County, California Superior Court, on terms not considered to be material to Solectron. Court approval of the settlement terms was obtained on December 16, 2004.

On March 6, 2003, a putative shareholder class action lawsuit was filed against Solectron and certain of its officers in the United States District Court for the Northern District of California alleging claims under Section 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10b-5 promulgated thereunder. The case is entitled *Abrams v. Solectron Corporation et al.*, Case No. C-03-0986 CRB. The complaint alleged that the defendants issued false and misleading statements in certain press releases and SEC filings issued between September 17, 2001 and September 26, 2002. In particular, plaintiff alleged that the defendants failed to disclose and to properly account for excess and obsolete inventory in the former Technology Solutions business unit during the relevant time period. Additional complaints making similar allegations were subsequently filed in the same court, and pursuant to an order entered June 2, 2003, the Court appointed lead counsel and plaintiffs to represent the putative class in a single consolidated action. The Consolidated Amended Complaint, filed September 8, 2003, alleges an expanded class period of June 18, 2001 through September 26, 2002, and purports to add a claim for violation of Section 11 of the Securities Act of 1933, as amended (the Securities Act), on behalf of a putative class of former shareholders of C-MAC Industries, Inc., who acquired Solectron stock pursuant to the October 19, 2001 Registration Statement filed in connection with Solectron's acquisition of C-MAC Industries, Inc. In addition, while the initial complaints focused on alleged inventory issues at the former Technology Solutions business unit, the Consolidated Amended Complaint adds allegations of inadequate disclosure and failure to properly account for excess and obsolete inventory at Solectron's other business units. The complaint seeks an unspecified amount of damages on behalf of the putative class. Solectron believes it has valid defenses to the plaintiffs' claims. There can be no assurance, however, that the outcome of the lawsuit will be favorable to Solectron or will not have a material adverse effect on Solectron's business, consolidated financial condition and results of operations. In addition, Solectron may be forced to incur substantial litigation expenses in defending this litigation.

**Item 6. Exhibits**

(a) Exhibits:

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>
3.1*	Certificate of Incorporation of the Company, as amended
3.2**	Amended and Restated Bylaws of the Company
3.3***	Certificate of Designation Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Company
10.1	Form of Change of Control Severance Agreement for executive officers Craig London, Kevin O Connor and Kiran Patel
10.2	

Edgar Filing: SOLECTRON CORP - Form 10-Q

	Form of Employment Agreement for executive officers Kevin O Connor and Kiran Patel
10.3	Employment Agreement for executive officer Dave Purvis
10.4	Employment Agreement for executive officer Marty Neese
31.1	Certification of Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Table of Contents**

---

- \* Incorporated by reference from Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 28, 2001, Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 25, 2000, and Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 26, 1999.
- \*\* Incorporated by reference for Exhibit 3.2 filed with Solectron's Form 10-Q for the quarter ended November 28, 2003.
- \*\*\* Incorporated by reference from Exhibit 3.3 filed with Solectron's Annual Report on Form 10-K for the fiscal year ended August 31, 2001.

Table of Contents

**SOLECTRON CORPORATION**

**SIGNATURE**

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

SOLECTRON CORPORATION  
*(Registrant)*

Date: January 3, 2005

By /S/ Kiran Patel

\_\_\_\_\_  
Kiran Patel  
*Executive Vice President, Chief Financial  
Officer  
(Principal Financial Officer)*

By /S/ Warren Ligan

\_\_\_\_\_  
Warren Ligan  
*Senior Vice President and Corporate  
Controller  
(Principal Accounting Officer)*

**Table of Contents****INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
3.1*	Certificate of Incorporation of the Company, as amended
3.2**	Amended and Restated Bylaws of the Company
3.3***	Certificate of Designation Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Company
10.1	Form of Change of Control Severance Agreement for executive officers Craig London, Kevin O Connor and Kiran Patel
10.2	Form of Employment Agreement for executive officers Kevin O Connor and Kiran Patel
10.3	Employment Agreement for executive officer Dave Purvis
10.4	Employment Agreement for executive officer Marty Neese
31.1	Certification of Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Incorporated by reference from Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 28, 2001, Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 25, 2000, and Exhibit 3.1 filed with Solectron's Form 10-Q for the quarter ended February 26, 1999.

\*\* Incorporated by reference for Exhibit 3.2 filed with Solectron's Form 10-Q for the quarter ended November 28, 2003.

\*\*\* Incorporated by reference from Exhibit 3.3 filed with Solectron's Annual Report on Form 10-K for the fiscal year ended August 31, 2001.