

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): January 19, 2007

NCR CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 001-00395

Maryland
(State or other jurisdiction of
incorporation or organization)

31-0387920
(I.R.S. Employer
Identification No.)

1700 S. Patterson Blvd.
Dayton, Ohio 45479
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (937) 445-5000

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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Item 1.01 Entry into a Material Definitive Agreement.

On January 19, 2007, NCR Corporation (the "Company") contracted with Solectron Corporation ("Solectron") to obtain manufacturing services for its automated teller machines, self checkout solutions, and payments solutions in the Americas. The outsourcing will cover products that the Company is currently producing in Waterloo, Ontario; Dallas, Texas; and Sao Paolo, Brazil.

During the initial five-year term of the contract, the Company will purchase from Solectron all of its requirements for manufacturing services for automated teller machines and payment solutions destined for the Americas market. This commitment is subject to certain exclusions, and Solectron meeting commitments and service levels set out in the contract.

Solectron has been producing and assembling data warehouse servers for the Company's Teradata division as well as providing systems integration for the Company's Teradata division for seven years. Solectron also manufactures the Company's RealScan™ bar code scanners.

The foregoing summary of the Agreement is qualified in its entirety by the text of the Agreement which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2006.

Item 2.02 Results of Operations and Financial Condition.

The Company is furnishing the following information as required under Item 2.02 "Results of Operations and Financial Condition" of Form 8-K and item 7.01 "Regulation FD Disclosure." Such information, including Exhibit 99.2 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

On January 25, 2007, the Company issued a press release setting forth its fourth quarter and full year 2006 revenue and earnings per share amounts along with its forecast for 2007 earnings per share. A copy of the press release is attached hereto as Exhibit 99.2 and hereby incorporated by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On January 24, 2007, the Board of Directors of the Company adopted certain amendments to the Bylaws of the Company (the "Amended and Restated Bylaws"). The amendments relate to certain numbering changes to ensure consistency with the Company's charter. A copy of the Amended and Restated Bylaws, marked to show the amendments, is filed as Exhibit 3(ii) to this Form 8-k and is incorporated herein by reference.

The amendments took effect upon adoption by the Board of Directors of the Company.

Item 7.01 Regulation FD Disclosure.

The information set forth above under Item 2.02 "Results of Operations and Financial Condition" and the press release issued by the Company and Solectron announcing the contract described above under Item 1.01 "Entry into a Material Definitive Agreement" are furnished pursuant to this Item 7.01 and Exhibits 99.1 and 99.2 are hereby incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibits are attached with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
3(ii)	Amended and Restated Bylaws of the Company.
99.1	Press Release, dated January 23, 2007, issued by the Company and Solelectron.
99.2	Press Release, dated January 25, 2007, issued by the Company.

SIGNATURES

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.

NCR CORPORATION

Date: January 25, 2007

By: /s/ Peter J. Bocian

Peter J. Bocian
Senior Vice President and Chief Financial Officer

Index to Exhibits

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EXHIBIT A
NCR CORPORATION

BYLAWS

AS AMENDED AND RESTATED ON JANUARY 24, 2007~~25, 2006~~

ARTICLE I.

Stockholders

Section 1. ANNUAL MEETING. The Corporation shall hold annually a regular meeting of its stockholders for the election of the Directors and for the transaction of general business, at such place within the United States as the Board of Directors shall determine and shall cause to be stated in the notice of such meeting, on any business day during the 31-day period beginning on the third Thursday of April of each year. Such annual meetings shall be general meetings, that is to say, open for the transaction of any business within the powers of the Corporation without special notice unless otherwise required by statute, by the Charter (which term, as used in these Bylaws, shall include all amendments to the Charter and all Articles Supplementary) or by these Bylaws. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

Section 2. SPECIAL MEETINGS.

(a) General. The Chairman of the Board, President, Chief Executive Officer or Board of Directors may call a special meeting of the stockholders. Subject to subsection (b) of this Section 2, a special meeting of stockholders shall also be called by the Secretary of the Corporation upon the written request of stockholders entitled to cast not less than a majority of all the votes entitled to be cast at such meeting.

(b) Stockholder Requested Special Meetings. (1) Any stockholder of record seeking to have stockholders request a special meeting shall, by sending written notice to the Secretary (the "Record Date Request Notice") by registered mail, return receipt requested, request the Board of Directors to fix a record date to determine the stockholders entitled to request a special meeting (the "Request Record Date"). The Record Date Request Notice shall set forth the purpose of the meeting and the matters proposed to be acted on at it, shall be signed by one or more stockholders of record as of the date of signature (or their agents duly authorized in a writing accompanying the Record Date Request Notice), shall bear the date of signature of each such stockholder (or such agent) and shall set forth all information relating to each such stockholder that must be disclosed pursuant to Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Upon receiving the Record Date Request Notice, the Board of Directors may fix a Request Record Date. The Request Record Date shall not precede and shall not be more than ten days after the close of

business on the date on which the resolution fixing the Request Record Date is adopted by the Board of Directors. If the Board of Directors, within ten days after the date on which a valid Record Date Request Notice is received, fails to adopt a resolution fixing the Request Record Date and make a public announcement of such Request Record Date, the Request Record Date shall be the close of business on the tenth day after the first date on which the Record Date Request Notice is received by the Secretary.

(2) In order for any stockholder to request a special meeting, one or more written requests for a special meeting signed by stockholders of record (or their agents duly authorized in a writing accompanying the request) as of the Request Record Date entitled to cast not less than a majority (the "Special Meeting Percentage") of all of the votes entitled to be cast at such meeting (the "Special Meeting Request") shall be delivered to the Secretary. In addition, the Special Meeting Request (a) shall set forth the purpose of the meeting and the matters proposed to be acted on at it (which shall be limited to those lawful matters set forth in the Record Date Request Notice received by the Secretary), (b) shall bear the date of signature of each such stockholder (or such agent) signing the Special Meeting Request, (c) shall set forth the name and address, as they appear in the Corporation's books, of each stockholder signing such request (or on whose behalf the Special Meeting Request is signed), the class, series and number of all shares of stock of the Corporation which are owned by each such stockholder, (d) shall be sent to the Secretary by registered mail, return receipt requested, and (e) shall be received by the Secretary within 60 days after the Request Record Date. Any requesting stockholder (or agent duly authorized in a writing accompanying the revocation of the Special Meeting Request) may revoke his, her or its request for a special meeting at any time by written revocation delivered to the Secretary.

(3) The Secretary shall inform the requesting stockholders of the reasonably estimated cost of preparing and mailing the notice of meeting. The Secretary shall not be required to call a special meeting upon stockholder request and such meeting shall not be held unless, in addition to the documents required by paragraph (2) of this Section 2(b), the Secretary receives payment of such reasonably estimated cost prior to the preparation and mailing of any notice of the meeting.

(4) Except as provided in the next sentence, any special meeting shall be held at such place, date and time as may be designated by the Chairman of the Board or the Board of Directors. In the case of any special meeting called by the Secretary upon the request of stockholders (a "Stockholder Requested Meeting"), such meeting shall be held at such place, date and time as may be designated by the Board of Directors; provided, however, that the date of any Stockholder Requested Meeting shall be not more than 90 days after the record date for such meeting (the "Meeting Record Date"); and provided further that if the Board of Directors fails to designate, within ten days after the date that a valid Special Meeting Request is actually received by the Secretary (the "Delivery Date"), a date and time for a Stockholder Requested Meeting, then such meeting shall be held at 2:00 p.m. local time on the 90th day after the Meeting Record Date or, if such 90th day is not a Business Day (as defined below), on the first preceding Business Day; and provided further that in the event that the Board of Directors fails to designate a place for a Stockholder Requested Meeting within ten days after the Delivery Date, then such meeting shall be held at the principal executive office of the Corporation. In fixing a date for any special

meeting, the Chairman of the Board, President, Chief Executive Officer or Board of Directors may consider such factors as he, she or it deems relevant within the good faith exercise of business judgment, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for the meeting and any plan of the Board of Directors to call an annual meeting or a special meeting. In the case of any Stockholder Requested Meeting, if the Board of Directors fails to fix a Meeting Record Date that is a date within 30 days after the Delivery Date, then the close of business on the 30th day after the Delivery Date shall be the Meeting Record Date. The Board of Directors may revoke the notice for any Stockholder Requested Meeting in the event that the requesting stockholders fail to comply with the provisions of paragraph (3) of this Section 2(b).

(5) If written revocations of requests for the special meeting have been delivered to the Secretary and the result is that stockholders of record (or their agents duly authorized in writing), as of the Request Record Date, entitled to cast less than the Special Meeting Percentage have delivered, and not revoked, requests for a special meeting to the Secretary, the Secretary: (i) if the notice of meeting has not already been mailed, shall refrain from mailing the notice of the meeting and send to all requesting stockholders who have not revoked such requests written notice of any revocation of a request for the special meeting, or (ii) if the notice of meeting has been mailed and if the Secretary first sends to all requesting stockholders who have not revoked requests for a special meeting written notice of any revocation of a request for the special meeting and written notice of the Secretary's intention to revoke the notice of the meeting, may revoke the notice of the meeting at any time before ten days before the commencement of the meeting. Any request for a special meeting received after a revocation by the Secretary of a notice of a meeting shall be considered a request for a new special meeting.

(6) The Chairman of the Board of Directors, President, Chief Executive Officer or the Board of Directors may appoint regionally or nationally recognized independent inspectors of elections to act as the agent of the Corporation for the purpose of promptly performing a ministerial review of the validity of any purported Special Meeting Request received by the Secretary. For the purpose of permitting the inspectors to perform such review, no such purported request shall be deemed to have been delivered to the Secretary until the earlier of (i) five Business Days after receipt by the Secretary of such purported request and (ii) such date as the independent inspectors certify to the Corporation that the valid requests received by the Secretary represent at least a majority of the issued and outstanding shares of stock that would be entitled to vote at such meeting. Nothing contained in this paragraph (6) shall in any way be construed to suggest or imply that the Corporation or any stockholder shall not be entitled to contest the validity of any request, whether during or after such five Business Day period, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(7) For purposes of these Bylaws, "Business Day" shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the State of New York are authorized or obligated by law or executive order to close.

Section 3. NOTICE. Written, printed or electronic notice of every annual or special meeting of the stockholders shall be given to each stockholder entitled to vote at such meeting and to each stockholder entitled to notice of but not to vote at the meeting, by leaving the same with him or her or at his or her residence or usual place of business, by mailing it to him or her at his or her address as it appears upon the books of the Corporation, or by transmitting it to him or her by electronic mail or any other electronic means or as otherwise permitted by law, at least 10 days and not more than 90 days before such meeting. Notice of every special meeting shall state the place, day and hour of such meeting and the business proposed to be transacted thereat; and no business shall be transacted at such meeting except that specifically named in the notice. Failure to give notice of any annual meeting to one or more stockholders, or any irregularity in such notice, shall not affect the validity of any annual meeting if held at the time and place fixed by Section 1 of this Article I, or the validity of any proceedings at any such meeting (other than proceedings of which special notice is required by statute, by the Charter or by these Bylaws). No notice of an adjourned or postponed meeting of stockholders need be given, except as required by law.

Section 4. ADJOURNMENT AND VOTING. The chairman of any special or annual meeting of stockholders may adjourn or postpone the meeting from time to time, whether or not a quorum is present. No notice of the time and place of adjourned or postponed meetings need be given except as required by law. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment or postponement, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. At any such adjourned or postponed meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Except as required by statute, or as provided in the Charter or in these Bylaws, a majority of all the votes cast at a duly called special or annual meeting of stockholders at which a quorum is present shall be sufficient to approve any matter which properly comes before the meeting, including the election of Directors.

Section 5. PROXIES. Any stockholder entitled to vote at any meeting of stockholders may vote either in person or by proxy, but no proxy which is dated more than eleven months before the meeting at which it is offered shall be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in force. A stockholder may authorize another person or persons to act as his or her proxy to the extent permitted by law.

Section 6. ORGANIZATION AND CONDUCT. Every meeting of stockholders shall be conducted by an individual appointed by the Board of Directors to be chairman of the meeting or, in the absence of such appointment, by the Chairman of the Board or, in the case of a vacancy in the office or absence of the Chairman of the Board, by one of the following officers present at the meeting: the Vice Chairman of the Board, if there be one, the Chief Executive Officer, the President, the Vice Presidents in their order of rank and seniority, or, in the absence of such officers, a chairman of the meeting chosen by the stockholders by the vote of a majority of the votes cast by stockholders present in person or by proxy. The Secretary, or, in the Secretary's absence, an Assistant Secretary, or in the absence of both the Secretary and Assistant Secretaries, a person appointed by the Board of Directors or, in the absence of such

appointment, a person appointed by the chairman of the meeting shall act as Secretary. In the event that the Secretary presides at a meeting of the stockholders, an Assistant Secretary, or in the absence of assistant secretaries, an individual appointed by the Board of Directors or the chairman of the meeting, shall record the minutes of the meeting. The order of business and all other matters of procedure at any meeting of stockholders shall be determined by the chairman of the meeting. The chairman of the meeting may prescribe such rules, regulations and procedures and take such action as, in the discretion of such chairman, are appropriate for the proper conduct of the meeting, including, without limitation, (a) restricting admission to the time set for the commencement of the meeting; (b) limiting attendance at the meeting to stockholders of record of the Corporation, their duly authorized proxies and other such individuals as the chairman of the meeting may determine; (c) limiting participation at the meeting on any matter to stockholders of record of the Corporation entitled to vote on such matter, their duly authorized proxies and other such individuals as the chairman of the meeting may determine; (d) limiting the time allotted to questions or comments by participants; (e) determining when the polls should be opened and closed; (f) maintaining order and security at the meeting; (g) removing any stockholder or any other individual who refuses to comply with meeting procedures, rules or guidelines as set forth by the chairman of the meeting; and (h) concluding a meeting or recessing or adjourning the meeting to a later date and time and place announced at the meeting. Unless otherwise determined by the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 7. Reserved.

Section 87. ADVANCE NOTICE OF STOCKHOLDER NOMINEES FOR DIRECTOR AND OTHER STOCKHOLDER PROPOSALS.

(a) Annual Meetings of Stockholders. (1) Nominations of individuals for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of the Corporation who was a stockholder of record both at the time of giving of notice by the stockholder as provided for in this Section 87(a) and at the time of the annual meeting, who is entitled to vote at the meeting and who has complied with this Section 87(a) and applicable law.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a)(1) of this Section 87, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for action by the stockholders. To be timely, a stockholder's notice shall set forth all information required under this Section 87 and shall be delivered to the Secretary at the principal executive office of the Corporation not less than 90 days nor more than 120 days prior to the first anniversary of the date of mailing of the notice for the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the 120th day prior to the date of mailing of the notice for such annual

meeting and not later than 5:00 p.m., Eastern Time, on the later of the 90th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of such meeting is first made. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth (i) as to each individual whom the stockholder proposes to nominate for election or reelection as a director, (A) the name, age, business address and residence address of such individual, (B) the class, series and number of any shares of stock of the Corporation that are beneficially owned by such individual, (C) the date such shares were acquired and the investment intent of such acquisition and (D) all other information relating to such individual that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act and the rules thereunder (including such individual's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to any other business that the stockholder proposes to bring before the meeting, a description of such business, the reasons for proposing such business at the meeting and any material interest in such business of such stockholder any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to the stockholder and the Stockholder Associated Person therefrom; (iii) as to the stockholder giving the notice and any Stockholder Associated Person, the class, series and number of all shares of stock of the Corporation which are owned by such stockholder and by such Stockholder Associated Person, if any, and the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and by any such Stockholder Associated Person; and (iv) as to the stockholder giving the notice and any Stockholder Associated Person covered by clauses (ii) or (iii) of this paragraph (2) of this Section 87(a), the name and address of such stockholder, as they appear on the Corporation's stock ledger and current name and address, if different, and of such Stockholder Associated Person.

(3) Notwithstanding anything in this subsection (a) of this Section 87 to the contrary, in the event the Board of Directors increases or decreases the size of the Board of Directors in accordance with Article II, Section 3 of these Bylaws, and there is no public announcement of such action at least 100 days prior to the first anniversary of the date of mailing of the notice of the preceding year's annual meeting, a stockholder's notice required by this Section 87(a) shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive office of the Corporation not later than 5:00 p.m., Eastern Time, on the tenth day following the day on which such public announcement is first made by the Corporation.

(4) For purposes of this Section 87, "Stockholder Associated Person" of any stockholder shall mean (i) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (ii) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such stockholder and (iii) any person controlling, controlled by or under common control with such Stockholder Associated Person.

(b) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the

Corporation's notice of meeting. Nominations of individuals for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) provided that the Board of Directors has determined that directors shall be elected at such special meeting, by any stockholder of the Corporation who is a stockholder of record both at the time of giving of notice provided for in this Section 87 and at the time of the special meeting, who is entitled to vote at the meeting and who complied with the notice procedures set forth in this Section 87 and applicable law. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more individuals to the Board of Directors, any such stockholder may nominate an individual or individuals (as the case may be) for election as a director as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (2) of this Section 87(a) shall be delivered to the Secretary at the principal executive office of the Corporation not earlier than the 120th day prior to such special meeting and not later than 5:00 p.m., Eastern Time, on the later of the 90th day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. The public announcement of a postponement or adjournment of a special meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

(c) **General.** (1) If information submitted pursuant to this Section 87 by any stockholder proposing a nominee for election as a director or any proposal for other business at a meeting of stockholders shall be inaccurate to a material extent, such information may be deemed not to have been provided in accordance with this Section 87. Upon written request by the secretary or the Board of Directors or any committee thereof, any stockholder proposing a nominee for election as a director or any proposal for other business at a meeting of stockholders shall provide, within five Business Days of delivery of such request (or such other period as may be specified in such request), written verification, satisfactory, in the discretion of the Board of Directors or any committee thereof or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted by the stockholder pursuant to this Section 87. If a stockholder fails to provide such written verification within such period, the information as to which written verification was requested may be deemed not to have been provided in accordance with this Section 87.

(2) Only such individuals who are nominated in accordance with this Section 87 shall be eligible for election by stockholders as directors, and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with this Section 87. The chairman of the meeting shall have the power to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with this Section 87.

(3) For purposes of this Section 87, (a) the "date of mailing of the notice" shall mean the date of the proxy statement for the solicitation of proxies for election of directors and (b) "public announcement" shall mean disclosure (i) in a press release reported by the Dow Jones News Service, Associated Press, Business Wire, PR Newswire or comparable news service or (ii) in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act.

(4) Notwithstanding the foregoing provisions of this Section ~~87~~, a stockholder shall also comply with all applicable requirements of state law and of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section ~~87~~. Nothing in this Section ~~87~~ shall be deemed to affect any right of a stockholder to request inclusion of proposal in, nor the right of the Corporation to omit a proposal from, the Corporation's proxy statement pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act.

Section ~~98~~. QUORUM. At a meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum.

Section 10. Reserved.

Section ~~119~~. CONTROL SHARE ACQUISITION ACT. The acquisition of shares of common stock of the Corporation by any existing or future stockholders or their affiliates or associates shall be exempt from all of the provisions of Subtitle 7 (entitled "Voting Rights of Certain Control Shares") of Title 3 of the Maryland General Corporation Law, as amended. This Section ~~119~~ may be repealed, in whole or in part, at any time, whether before or after an acquisition of control shares and such repeal may, to the extent provided by any successor bylaw, apply to any prior or subsequent control share acquisition.

ARTICLE II.

Board of Directors

Section 1. GENERAL POWERS. Subject to the restrictions contained in the Charter and these Bylaws, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall have the power to fix the compensation of its members and to provide for the payment of the expenses of Directors in attending meetings of the Board of Directors and of any committee of the Board of Directors.

Section 2. TENURE. Subject to removal, death, resignation or retirement of a Director, a Director shall hold office until the annual meeting of the stockholders for the year in which such Director's term expires and until a successor shall be elected and qualify, or a successor appointed as provided in Section 7.1(d) of the Charter.

Section 3 NUMBER. From time to time, the number of Directors may be increased to not more than 20, or decreased to not less than the minimum number required by the Maryland General Corporation Law, upon resolution approved by a majority of the total number of Directors which the Corporation would have if there were no vacancies (the "Whole Board").

Section 4. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of stockholders, no notice other than this Bylaw being necessary. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, Chief Executive Officer, President or by a majority of the Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. The Board of Directors may provide, by resolution, the time and place for the holding of special meetings of the Board of Directors without other notice than such resolution.

Section 6. NOTICE. Notice of any special meeting of the Board of Directors shall be delivered personally or by telephone, electronic mail, facsimile transmission, United States mail or courier to each director at his or her business or residence address. Notice by personal delivery, telephone, electronic mail or facsimile transmission shall be given at least 24 hours prior to the meeting. Notice by United States mail shall be given at least three days prior to the meeting. Notice by courier shall be given at least two days prior to the meeting. Telephone notice shall be deemed to be given when the director or his or her agent is personally given such notice in a telephone call to which the director or his or her agent is a party. Electronic mail notice shall be deemed to be given upon transmission of the message to the electronic mail address given to the Corporation by the director. Facsimile transmission notice shall be deemed to be given upon completion of the transmission of the message to the number given to the Corporation by the director and receipt of a completed answer-back indicating receipt. Notice by United States mail shall be deemed to be given when deposited in the United States mail properly addressed, with postage thereon prepaid. Notice by courier shall be deemed to be given when deposited with or delivered to a courier properly addressed. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be stated in the notice, unless specifically required by statute or these Bylaws.

Section 7. QUORUM AND VOTING. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if, at any meeting of the Board of Directors, there shall be less than a quorum present, the Directors present at the meeting, without further notice, may adjourn the same from time to time, until a quorum shall attend. Except as required by statute, or as provided in the Charter or these Bylaws, a majority of the Directors present at any meeting at which a quorum is present shall decide any questions that may come before the meeting. If enough directors have withdrawn from a meeting to leave less than a quorum but the meeting is not adjourned, the action of the majority of that number of directors necessary to constitute a quorum at such meeting shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable law, the charter or these Bylaws.

Section 8. TELEPHONE MEETINGS. Members of the Board of Directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 9. WRITTEN CONSENT BY DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent in writing to such action is signed or transmitted electronically by each director and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 10. RELIANCE. Each Director and officer of the Corporation shall, in the performance of his or her duties with respect to the Corporation, be entitled to rely on any information, opinion, report or statement, including financial statements or other financial data, prepared or presented by an officer or employee of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person as to a matter which the Director or officer reasonably believes to be within the person's professional or expert competence or by a committee of the Board of Directors on which the Director does not serve, as to a matter within its designated authority, if the Director believes the committee to merit confidence.

ARTICLE III.

Committees of the Board of Directors

Section 1. EXECUTIVE COMMITTEE. (a) The Board of Directors may elect an Executive Committee consisting of three or more Directors. If such a Committee is established, the Board of Directors shall appoint one of the members of the Executive Committee to the office of Chairman of the Executive Committee. The Chairman and other members of the Executive Committee shall hold office until the first meeting of the Board of Directors following the annual meeting of stockholders next succeeding their respective elections or, if earlier, until removed by the Board of Directors or until they shall cease to be Directors. Vacancies in the Executive Committee or in the office of Chairman of the Executive Committee shall be filled by the Board of Directors.

(b) If such a Committee is established, all the powers of the Board of Directors in the management of the business and affairs of the Corporation, except as otherwise provided by the Maryland General Corporation Law, the Charter and these Bylaws, shall vest in the Executive Committee, when the Board of Directors is not in session.

Section 2. AUDIT COMMITTEE. The Board of Directors shall elect an Audit Committee consisting of three or more Directors. The Board of Directors shall appoint one of the members of the Audit Committee to the office of Chairman of the Audit Committee. The Chairman and other members of the Audit Committee shall hold office until the first meeting of the Board of Directors following the annual meeting of stockholders next succeeding their respective elections or, if earlier, until removed by the Board of Directors or until they shall cease to be Directors. Vacancies in the Audit Committee or in the office of Chairman of the Audit Committee shall be filled by the Board of Directors.

Section 3. COMPENSATION AND HUMAN RESOURCE COMMITTEE. The Board of Directors shall elect a Compensation and Human Resource Committee consisting of three or more Directors. The Board of Directors shall appoint one of the members of the Compensation and Human Resource Committee to the office of Chairman of the Compensation and Human Resource Committee. The Chairman and other members of the Compensation and Human Resource Committee shall hold office until the first meeting of the Board of Directors following the annual meeting of stockholders next succeeding their respective elections or, if earlier, until removed by the Board of Directors or until they shall cease to be Directors. Vacancies in the Compensation and Human Resource Committee or in the office of Chairman of the Compensation and Human Resource Committee shall be filled by the Board of Directors.

Section 4. COMMITTEE ON DIRECTORS AND GOVERNANCE. The Board of Directors shall elect a Committee on Directors and Governance consisting of three or more Directors. The Board of Directors shall appoint one of the members of the Committee on Directors and Governance to the office of Chairman of the Committee on Directors and Governance. The Chairman and other members of the Committee on Directors and Governance shall hold office until the first meeting of the Board of Directors following the annual meeting of stockholders next succeeding their respective elections or, if earlier, until removed by the Board of Directors or until they shall cease to be Directors. Vacancies in the Committee on Directors and Governance or in the office of Chairman of the Committee on Directors and Governance shall be filled by the Board of Directors.

Section 5. OTHER COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more additional committees, each of which shall consist of one or more Directors of the Corporation, and if it elects such a committee consisting of more than one director, shall appoint one of the members of the committee to be Chairman thereof.

Section 6. MEETINGS. The Executive Committee and each other committee shall meet from time to time on call of its Chairman or on call of any one or more of its members or the Chairman of the Board for the transaction of any business.

Section 7. QUORUM AND VOTING. At any meeting, however called, of the Executive Committee and each other committee, a majority of its members shall constitute a quorum for the transaction of business. A majority of such quorum shall decide any matter that may come before the meeting.

Section 8. TELEPHONE MEETINGS. Members of any committee of the Board of Directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 9. WRITTEN CONSENT BY COMMITTEES. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting, if a consent in writing to such action is signed or transmitted electronically by each member of the committee and such written consent is filed with the minutes of proceedings of the committee.

Section 10. MINUTES. The Executive Committee and each other committee shall keep minutes of its proceedings.

ARTICLE IV.

Chairman of the Board / Officers

Section 1. GENERAL. The Board of Directors shall appoint one of their number as Chairman of the Board and may appoint one of their number as Honorary Chairman of the Board, either of whom may or may not also serve as an officer of the Company. In addition, in the event of the absence of the Chairman or in the event that the Chairman ceases, for any reason, to be a member of the Board and the Board has not yet elected a successor, the Board of Directors may appoint one of their number as Acting Chairman of the Board. All of the duties and powers of the Chairman of the Board shall be vested in the Acting Chairman of the Board (in the event the Board has appointed an Acting Chairman). The Board of Directors shall appoint a Chief Executive Officer who may also be a Director. The Board of Directors shall also appoint the President and may appoint one or more Senior Vice Presidents and Vice Presidents, who need not be Directors, and such other officers and agents with such powers and duties as the Board of Directors may prescribe. The Chief Executive Officer shall appoint a Treasurer and a Secretary, neither of whom need be a Director, and may appoint a controller and one or more Assistant Vice Presidents, Assistant Controllers, Assistant Secretaries and Assistant Treasurers, none of whom need be a Director. All said officers shall hold office until the first meeting of the Board of Directors following the annual meeting of the stockholders next succeeding their respective elections, and until their successors are appointed and qualify. Any two of said offices, except those of President and Senior Vice President or Vice President, may, at the discretion of the Board of Directors, be held by the same person.

Section 2. CHIEF EXECUTIVE OFFICER. Subject to any supervisory duties that may be given to the Chairman of the Board by the Board of Directors and the direction of the Board of Directors generally, the Chief Executive Officer shall have direct supervision and authority over the business and affairs of the Corporation. If the Chief Executive Officer is also a Director, and in the absence of the Chairman of the Board or the Acting Chairman of the Board, if any, the Chief Executive Officer shall preside at all meetings of the Board of Directors at which he or she shall be present. He or she shall make a report of the operation of the Corporation for the preceding fiscal year to the stockholders at their annual meeting and shall perform such other duties as are incident to his or her office, or as from time to time may be assigned to him or her by the Board of Directors or the Executive Committee, or by these Bylaws.

Section 3. CHAIRMAN OF THE BOARD. The Chairman of the Board (or, in his or her absence, the Acting Chairman of the Board, if there be one, or, in the absence of an Acting Chairman of the Board, the Chief Executive Officer, if a Director) shall preside at all meetings of the Board of Directors at which he or she shall be present and shall have such other powers and duties as from time to time may be assigned to him or her by the Board of Directors or the Executive Committee or by these Bylaws. The Board of Directors may select a presiding director who, in the absence of the Chairman of the Board and the Chief Executive Officer, if the Chief Executive Officer is also a Director, shall preside at all meetings of the Board of Directors at which he or she shall be present.

Section 4. CHAIRMAN OF THE EXECUTIVE COMMITTEE. The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee at which he or she shall be present.

Section 5. PRESIDENT. Except as otherwise provided in these Bylaws, the President shall perform the duties and exercise all the functions of the Chief Executive Officer in his or her absence or during his or her inability to act, in such manner as from time to time may be determined by the Board of Directors or by the Executive Committee. The President, Senior Vice Presidents and Vice Presidents shall have such other powers, and perform such other duties, as may be assigned to him/her or them by the Board of Directors, the Executive Committee, the Chief Executive Officer, or these Bylaws.

Section 6. SECRETARY. The Secretary shall issue notices for all meetings, shall keep the minutes of all meetings, shall have charge of the records of the Corporation, and shall make such reports and perform such other duties as are incident to his or her office or are required of him or her by the Board of Directors, the Chairman of the Board, the Executive Committee, the Chief Executive Officer, or these Bylaws.

Section 7. TREASURER. The Treasurer shall have charge of all monies and securities of the Corporation and shall cause regular books of account to be kept. The Treasurer shall perform all duties incident to his or her office or required of him or her by the Board of Directors, the Chairman of the Board, the Executive Committee, the Chief Executive Officer or these Bylaws, and may be required to give bond for the faithful performance of his or her duties in such sum and with such surety as may be required by the Board of Directors or the Executive Committee.

ARTICLE V.

Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of December in each year, or on such other day as may be fixed from time to time by the Board of Directors.

ARTICLE VI.

Seal

The Board of Directors shall provide (with one or more duplicates) a suitable seal, containing the name of the Corporation, which shall be in the charge of the Secretary or Assistant Secretaries.

ARTICLE VII.

Stock

Section 1. CERTIFICATES. Shares of stock of the Corporation may be represented by share certificates or may be uncertificated. Any such certificates shall be issued in such form as may be approved by the Board of Directors and shall be signed by the Chairman or Vice Chairman of the Board, the Chief Executive Officer, the Chief Operating Officer, the President, the Chief Financial Officer, a Vice President or any other officer permitted to sign a certificate under the Maryland General Corporation Law and countersigned by the Secretary or an Assistant Secretary, the Treasurer or an Assistant Treasurer or any other officer permitted to countersign a certificate under the Maryland General Corporation Law and may be sealed with the seal, if any, of the Corporation.

Section 2. ISSUANCE AND REGISTRATION. The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issuance and registration of certificates of stock, provided, however, that it shall conform to all requirements of the Securities and Exchange Commission and of any stock exchange upon which the shares of stock are listed.

Section 3. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD. The Board of Directors at any time by resolution may direct that the stock transfer books be closed for a period not exceeding 20 days immediately preceding any annual or special meeting of the stockholders, or the payment of any dividend or any allotment of rights. In lieu of providing for the closing of the books against transfers of stock as aforesaid the Board of Directors may fix a date, not less than 10 days nor more than 90 days preceding the date of any meeting of stockholders, and not more than 90 days preceding any dividend payment date or the date of any allotment of rights, as a record date for the determination of the stockholders entitled to notice of and to vote at such meeting, or entitled to receive such dividends or rights, as the case may be.

Section 4. REPLACEMENT CERTIFICATE. Any officer designated by the Board of Directors may direct a new certificate to be issued in place of any certificate previously issued by the Corporation alleged to have been lost, stolen or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing the issuance of a new certificate, an officer designated by the Board of Directors may, in his or her discretion and as a condition precedent to the issuance thereof, require the

owner of such lost, stolen or destroyed certificate or the owner's legal representative to advertise the same in such manner as he shall require and/or to give bond, with sufficient surety, to the Corporation to indemnify it against any loss or claim which may arise as a result of the issuance of a new certificate. Nothing in this Section 4 shall require the Corporation to issue a new certificate if the Corporation has determined that such shares shall be uncertificated.

ARTICLE VIII.

Execution of Instruments

All checks, drafts, bills of exchange, acceptances, debentures, bonds, coupons, notes or other obligations or evidences of indebtedness of the Corporation and also all deeds, mortgages, indentures, bills of sale, assignments, conveyances or other instruments of transfer, contracts, agreements, licenses, endorsements, stock powers, dividend orders, powers of attorney, proxies, waivers, consents, returns, reports, applications, appearances, complaints, declarations, petitions, stipulations, answers, denials, certificates, demands, notices or documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents or employees of the Corporation, or any one of them, and in such manner, as from time to time may be determined by the Board of Directors or by the Executive Committee, except as provided by statute, by the Charter or by these Bylaws.

ARTICLE IX.

Waiver of Notice of Meetings

Section 1. STOCKHOLDER MEETINGS. Notice of the time, place and/or purposes of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy; if any stockholder shall, in writing filed with the records of the meeting either before or after the holding thereof, waive notice of any stockholders meeting, notice thereof need not be given to him or her.

Section 2. BOARD MEETINGS. Notice of any meeting of the Board of Directors need not be given to any Director if he or she shall, in writing filed with the records of the meeting either before or after the holding thereof, waive such notice, or if he or she is present at the meeting (unless he or she is present for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened).

ARTICLE X.

Amendment to Bylaws

These Bylaws may be altered or repealed and new Bylaws may be adopted (a) at any annual or special meeting of stockholders by the affirmative vote of the holders of a majority of the voting power of the stock issued and outstanding and entitled to vote thereat, *provided*,

however, that to the extent set forth in the Charter any proposed alteration or repeal of, or the adoption of, any Bylaw shall require the affirmative vote of the holders of at least 80% of the voting power of all Voting Stock (as defined in the Charter) then outstanding, voting together as a single class, and *provided, further, however*; that, in the case of any such stockholder action at a special meeting of stockholders, notice of the proposed alteration, repeal or adoption of the new Bylaw or Bylaws must be contained in the notice of such special meeting, or (b) by the affirmative vote of a majority of the Whole Board.

ARTICLE XI.
Indemnification

Section 1. **MGCL.** The provisions of Section 2-418 of the Maryland General Corporation Law, as in effect from time to time, and any successor thereto, are hereby incorporated by reference in these Bylaws.

Section 2. **GENERAL.** The Corporation (a) shall indemnify its Directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures set forth in Section 3 hereof and to the full extent permitted by law and (b) may indemnify other employees and agents to such extent, if any, as shall be authorized by the Board of Directors and be permitted by law, and may advance expenses to employees and agents under the procedures set forth in Section 4 hereof. For purposes of this Article XI, the "advance of expenses" shall include the providing by the Corporation to a Director, officer, employee or agent who has been named a party to a proceeding, of legal representation by, or at the expense of, the Corporation.

Section 3. **TIMING.** Any indemnification of an officer or Director or advance of expenses to an officer or Director in advance of the final disposition of any proceeding, shall be made promptly, and in any event within 60 days, upon the written request of the Director or officer entitled to request indemnification. A request for advance of expenses shall contain the affirmation and undertaking described in Section 4 hereof and be delivered to the General Counsel of the Corporation or to the Chairman of the Board. The right of an officer or Director to indemnification and advance of expenses hereunder shall be enforceable by the officer or Director entitled to request indemnification in any court of competent jurisdiction, if (a) the Corporation denies such request, in whole or in part, or (b) no disposition thereof is made within 60 days after request. The costs and expenses incurred by the officer or Director entitled to request indemnification in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. All rights of an officer or Director to indemnification and advance of expenses hereunder shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Article XI is in effect.

Section 4. ADVANCE OF EXPENSES. The Corporation may advance expenses, prior to the final disposition of any proceeding, to or on behalf of an employee or agent of the Corporation who is a party to a proceeding as to action while employed by or on behalf of the Corporation and who is neither an officer nor Director of the Corporation upon (a) the submission by the employee or agent to the General Counsel of the Corporation of a written affirmation that it is such employee's or agent's good faith belief that such employee or agent has met the requisite standard of conduct and an undertaking by such employee or agent to reimburse the Corporation for the advance of expenses by the Corporation to or on behalf of such employee or agent if it shall ultimately be determined that the standard of conduct has not been met and (b) the determination by the General Counsel, in his or her discretion, that advance of expenses to the employee or agent is appropriate in light of all of the circumstances, subject to such additional conditions and restrictions not inconsistent with this Article XI as the General Counsel shall impose.

Section 5. NONEXCLUSIVITY. The indemnification and advance of expenses provided by this Article XI (a) shall not be deemed exclusive of any other rights to which a person requesting indemnification or advance of expenses may be entitled under any law (common or statutory), or any agreement, vote of stockholders or disinterested Directors or other provision that is not contrary to law, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and (b) shall continue in respect of all events occurring while a person was a Director, officer, employee or agent of the Corporation.

Section 6. EFFECTIVE TIME AND AMENDMENTS. This Article XI shall be effective from and after the date of its adoption and shall apply to all proceedings arising prior to or after such date, regardless of whether relating to facts or circumstances occurring prior to or after such date. Subject to Article X of these Bylaws nothing herein shall prevent the amendment of this Article XI, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before the adoption of such amendment or as to claims made after such adoption in respect of events occurring before such adoption.

Section 7. AUTHORITY OF BOARD. The Board of Directors may take such action as is necessary to carry out the indemnification provisions of this Article XI and is expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law.

Section 8. SEVERABILITY. The invalidity or unenforceability of any provision of this Article XI shall not affect the validity or enforceability of any other provision hereof. The phrase "this Bylaw" in this Article XI means this Article XI in its entirety.

Section 9. THIRD PARTY BENEFICIARY. The indemnification and advance of expenses provided by, or granted pursuant to, this Article XI shall be binding upon the Corporation (including any direct or indirect successor by purchase, merger, consolidation or otherwise to all or substantially all of the business or assets of the Corporation) and be enforceable by the persons listed herein and their respective successors and assigns, shall continue as to any such person who has ceased to be a director, trustee, officer, employee or agent of the Corporation or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which such person is or was serving at the request of the Corporation, and shall inure to the benefit of such person and his or her spouse, assigns, heirs, devisees, executors and administrators and other legal representatives.



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into Relationships

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NEWS RELEASE

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For Release on January 23, 2007

NCR Awards Manufacturing Contract to Solectron

Leading electronics manufacturer selected to produce ATMs, payment solutions and self-checkout systems for NCR in the Americas

DAYTON, Ohio – NCR Corporation (NYSE: NCR) has awarded a five-year contract to Solectron Corporation (NYSE: SLR), a leading provider of electronics manufacturing and integrated supply-chain services, to manufacture the company's ATMs and payment solutions in the Americas and its self-checkout systems globally. As part of its recently announced global manufacturing realignment, NCR will transfer its Americas manufacturing to Solectron's sites in Columbia, S.C., Guadalajara, Mexico and Jaguariuna, Brazil by the end of 2007.

"Expanding our relationship with Solectron supports our ability to remain competitive, build a sustainable cost structure, and better serve our customers' needs by freeing up capital to invest in new product innovation," said Bruce Langos, NCR senior vice president of Global Operations. "We believe this strategy will play a key role in helping us improve our longer-term operating margin."

Solectron has been producing and assembling Teradata data warehouse servers as well as providing systems integration for NCR's Teradata Division for seven years.

"Solectron is a proven entity," said Langos. "The company has consistently demonstrated its ability to adhere to the same global quality standards for manufacture and testing that we demand of all of our manufacturing facilities worldwide."

"NCR has been a valued customer for many years, and we are extremely pleased to extend our relationship," said Doug Britt, executive vice president, Sales and Account

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Management, Solectron. "Our strength in manufacturing automated and self-service systems combined with our expertise in highly complex electro-mechanics, build-to-order, configure-to-order and system-level integration fits perfectly with NCR's product line."

About Solectron

Solectron Corporation is one of the world's largest providers of complete product life cycle services. Solectron offers product design and new product introduction, supply-chain management, Lean manufacturing and aftermarket services such as product warranty repair and end-of-life support to leading customers worldwide. Solectron works with the world's premier providers of networking, telecommunications, computing, storage, consumer, automotive, industrial, medical, and aerospace and defense products. The company's industry-leading Lean Six Sigma methodology (Solectron Production System™) provides OEMs with quality, flexibility, innovation and cost benefits that improve competitive advantage. Based in Milpitas, Calif., Solectron operates in more than 20 countries on five continents and had sales from continuing operations of \$10.6 billion in fiscal 2006. For more information, visit (www.solectron.com).

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leading global technology company helping businesses build stronger relationships with their customers. NCR's Teradata® data warehouses, ATMs, retail systems, self-service solutions and IT services provide Relationship Technology™ that maximizes the value of customer interactions and helps organizations create a stronger competitive position. NCR (www.ncr.com) is based in Dayton, Ohio.

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NCR and Teradata are trademarks or registered trademarks of NCR Corporation in the United States and other countries.

Note: SOLECTRON and the Solectron logo are registered trademarks of Solectron Corporation. The Solectron Production System, SPS, and Solectron Supply Chain Solutions Suite are also trademarks of Solectron Corporation. Other names mentioned are trademarks, registered trademarks or service marks of their respective owners.

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Note to Investors

This news release contains forward-looking statements, including statements as to anticipated or expected results, beliefs, opinions and future financial performance, within the meaning of Section 21E of the Securities and Exchange Act of 1934. Forward-looking statements include projections of revenue, profit growth and other financial items, future economic performance and statements concerning analysts' earnings estimates, among other things. These forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause NCR's actual results to differ materially.

In addition to the factors discussed in this release, other risks and uncertainties include: the ability of NCR to execute successfully its global manufacturing realignment, including achieving a sustainable cost structure, investing in new product innovation and improving operating margins, and including the ability of parties with whom NCR contracts to meet their commitments to NCR; costs and uncertainties relating to the proposed separation of Teradata and NCR's other businesses, including those relating to the ability of each to operate as an independent entity; the uncertain economic climate and its impact on the markets in general or on the ability of NCR to meet its commitments to customers, the ability of NCR's suppliers to meet their commitments to NCR or the timing of purchases by NCR's customers; the timely development, production or acquisition and market acceptance of new and existing products and services; shifts in market demands; continued competitive factors and pricing pressures; short product cycles and rapidly changing technologies; turnover of workforce and the ability to attract and retain skilled employees; tax rates; ability to execute the company's business plan; general economic and business conditions; and other factors detailed from time to time in the company's Securities and Exchange Commission reports and the company's annual reports to stockholders. The company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



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NEWS RELEASE

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NCR Announces 2006 Fourth-Quarter Results

- **Teradata Data Warehousing revenue increased 15 percent**
- **Financial Self Service revenue grew 6 percent**

DAYTON, Ohio – NCR Corporation (NYSE: NCR) today reported revenue of \$1.81 billion for the quarter ended Dec. 31, 2006. The 5 percent increase in revenue from the fourth quarter of 2005 included 2 percentage points of benefit from currency fluctuations.

NCR reported fourth-quarter net income of \$174 million, or \$0.96 per diluted share, which compares to \$150 million of net income, or \$0.81 per diluted share, generated in the fourth quarter of 2005. Results for the fourth quarter of 2005 included \$17 million of benefit, or \$0.09 per share, from tax items.⁽¹⁾⁽⁵⁾

“NCR produced one of its best quarters in recent history, demonstrating the success of the initiatives we have undertaken during the last year to leverage our leadership positions in the self-service and data warehousing markets, improve operational performance and reduce costs,” said Bill Nuti, president and chief executive officer of NCR.

“While we have more work to do to build sustainable growth and profits in our key businesses, we are excited about the future. The planned strategic separation of Teradata and NCR is expected to create two strong, independent companies with an even stronger focus on their distinct customer bases, business strategies and operational needs.”

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Operating Segment Results⁽²⁾

Teradata Data Warehousing

NCR's Teradata Data Warehousing segment reported fourth-quarter revenue of \$469 million, a 15 percent increase from the fourth quarter of 2005. The year-over-year revenue comparison included 2 percentage points of benefit from currency translation.

Fourth-quarter operating income of \$112 million, increased 26 percent from \$89 million in the fourth quarter of 2005. Teradata's operating margin improved 200 basis points as higher revenue more than offset an unfavorable revenue mix and increased investment in sales, demand-creation and engineering resources.

Financial Self Service (ATMs)

The Financial Self Service segment generated fourth-quarter revenue of \$472 million, an increase of 6 percent from the fourth quarter of 2005. The fourth-quarter year-over-year revenue comparison included 3 percentage points of benefit from currency translation.

Operating income of \$85 million was up slightly from \$84 million generated in the fourth quarter of 2005. Higher revenue offset price erosion that, although moderating, still outpaced the company's actions to reduce cost, as well as an adverse geographic revenue mix that resulted in underutilization of NCR's North American manufacturing facilities.

The company's recently announced restructuring of its global manufacturing resources should help the Financial Self Service business restore its operating margins to more acceptable levels.

Retail Store Automation

Retail Store Automation reported revenue of \$258 million, the same as generated in the fourth quarter of 2005. The year-over-year revenue comparison included 3 percentage points of benefit from currency translation. Retail Store Automation revenue saw an improved mix of self-service technologies, which includes retail self-checkout systems, as well as other self-service technologies that enable customers to pay bills and check-in at airports, hotels and hospitals.

Operating income of \$22 million increased from \$19 million in the fourth quarter of 2005, due to a more favorable revenue mix of self-service technologies.

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Customer Services

Customer Services revenue of \$482 million was up 2 percent from the \$471 million recorded in the fourth quarter of 2005. The fourth-quarter year-over-year revenue comparison included a 3 percentage point benefit from currency translation. NCR continues to be successful in increasing the mix of revenues from the service of NCR-branded products while reducing lower-margin revenues associated with servicing third-party products. Revenues from the maintenance of ATMs increased 11 percent in the fourth quarter, while revenues from the maintenance of third-party products declined by 6 percent.

Operating income declined to \$23 million from \$25 million generated in the fourth quarter of 2005. The year-over-year comparison was impacted by increased parts cost, an adverse mix of installation-related activity and a favorable end-of-year employee benefit adjustment in 2005.

Other Items

Included in the results was \$1 million of Other Income, versus \$4 million of Other Expense reported in the fourth quarter of 2005.

NCR's tax rate in the fourth quarter of 2006 was 16 percent, which resulted in a 20 percent tax rate for the full year. The 20 percent tax rate was 2 percentage points lower than expected as an unfavorable mix of profits and losses by country was offset by global tax strategies. In the fourth quarter of 2005, NCR reported a 10 percent tax rate, which included \$17 million of benefit from tax items.⁽¹⁾⁽⁵⁾ NCR expects its 2007 full-year tax rate to be 23 percent.

Cash Flow

During the fourth quarter, NCR generated \$194 million of cash from operations, a \$17 million decrease from the prior-year period. Capital expenditures in the fourth quarter of 2006 increased to \$78 million, compared to \$39 million of capital expenditures in the year-ago period. NCR generated \$116 million of free cash flow (cash from operations less capital expenditures)⁽³⁾ in the fourth quarter of 2006, versus generating \$172 million in the year-ago period.

For the full year, NCR generated \$482 million of cash from operations, a \$32 million decrease from the prior-year period, driven by an increase in working capital. Capital expenditures for the full-year 2006 increased to \$212 million, compared to \$147 million

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of capital expenditures in the year-ago period. Capital spending increased due to planned manufacturing and real estate initiatives and increased investment in software development, as well as corporate infrastructure investments. NCR generated \$270 million of free cash flow (cash from operations less capital expenditures)⁽³⁾ in 2006 versus \$367 million in 2005. NCR expects free cash flow in 2007 to increase to approximately \$425 million, as a result of higher operating income, the timing of working capital items between 2006 and 2007, as well as lower capital expenditures.

	For the period ended December 31			
	Three Months		Twelve Months	
	2006	2005	2006	2005
Cash provided by operating activities ^{(GAAP) (3)(4)}	\$ 194	\$ 211	\$ 482	\$ 514
<u>Less</u> capital expenditures for:				
Expenditures for property, plant and equipment	(54)	(22)	(119)	(73)
Additions to capitalized software	(24)	(17)	(93)	(74)
Total capital expenditures	(78)	(39)	(212)	(147)
Free cash flow ^{(non-GAAP measure) (3)}	\$ 116	\$ 172	\$ 270	\$ 367

Balance Sheet

NCR ended the fourth quarter with \$947 million in cash and cash equivalents, a \$186 million increase from the \$761 million balance on Sept. 30, 2006.

As of Dec. 31, 2006, NCR had short- and long-term debt of \$307 million, down slightly from \$311 million on Sept. 30, 2006.

The company did not repurchase shares in the fourth quarter of 2006 as a result of the NCR Board of Directors' evaluation of the potential spin off of the company's Teradata Data Warehousing business. The company has approximately \$264 million authorized for future share repurchases. During the fourth quarter, approximately 933,000 options were exercised.

At the end of 2006, NCR adopted SFAS 158, which changes the accounting requirements for defined benefit pension and other postretirement and postemployment plans. This new statement requires that the company recognize the funded status of each of its plans in its consolidated balance sheet. As a result of the implementation of SFAS 158, total assets

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decreased by \$634 million, total liabilities increased by \$77 million and shareholders equity was reduced by \$711 million, after the effect of taxes. This change had no effect on the company's results from operations, cash flow or debt covenants, nor did it otherwise impact the business operations of the company.

2007 Outlook

NCR is increasing its 2007 earnings guidance by \$0.05 to \$2.45 to \$2.55 per share. NCR is revising its earnings guidance as it now expects lower-than-previously-expected pension expense in 2007. This earnings forecast does not reflect changes or charges related to the proposed spin off of the company's Teradata Data Warehousing business that is expected to be completed in the second half of 2007, or charges associated with the recently announced restructuring of NCR's global manufacturing resources.

NCR expects to generate 2 percent to 3 percent year-over-year revenue growth in 2007.

	2007 Guidance
Year-over-year revenue growth:	
Total NCR	2 – 3%
Teradata Data Warehousing	7 – 9%
Financial Self Service (ATMs)	2 – 3%
Retail Store Automation	5 – 6%
Customer Services	1 – 2%
Earnings per share – GAAP	\$2.45 – \$2.55

Earnings expansion should be more prevalent later in the year, due to a number of initiatives the company has underway, including: the restructuring of its global manufacturing resources, initiatives to reduce logistics/distribution expense related to spare parts for the customer services business, as well as continued investment in sales and demand creation. Furthermore, the market adoption of Check 21-related ATM technology is expected to commence in a more significant way later in 2007.

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2006 Fourth-Quarter Earnings Conference Call

A conference call is scheduled today at 10:00 a.m. (EDT) to discuss the company's 2006 results and guidance for 2007. Access to the conference call, as well as a replay of the call, is available on NCR's Web site at <http://investor.ncr.com/>. Supplemental financial information regarding NCR's 2006 operating results is also available on NCR's Web site.

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leading global technology company helping businesses build stronger relationships with their customers. NCR's Teradata® data warehouses, ATMs, retail systems, self-service solutions and IT services provide Relationship Technology™ that maximizes the value of customer interactions and helps organizations create a stronger competitive position. Based in Dayton, Ohio, NCR (www.ncr.com) employs approximately 28,900 people worldwide.

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NCR and Teradata are trademarks or registered trademarks of NCR Corporation in the United States and other countries.

NCR reports its results in accordance with Generally Accepted Accounting Principles in the United States, or GAAP. However, as described below, the company believes that certain non-GAAP measures found in this release are useful for investors. The following table reconciles certain non-GAAP measures contained in this release.

Reconciliation of GAAP to Non-GAAP Measures⁽¹⁾

	Q4 2006 Actual	Q4 2005 Actual	2005 Actual	2006 Actual	2007 Guidance
Earnings Per Share (GAAP)	\$ 0.96	\$ 0.81	\$ 2.80	\$ 2.09	\$2.45-\$2.55
Benefit from prior-year tax items ⁽⁵⁾	—	0.09	1.18	—	—
Early retirement-related pension expense	—	—	(0.07)	(0.04)	—
Net effect of other non-operational items in 2005 ⁽⁶⁾	—	—	0.01	—	—
Adjusted Earnings Per Share (Non-GAAP)⁽¹⁾	\$ 0.96	\$ 0.72	\$ 1.68	\$ 2.13	\$2.45-\$2.55

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- (1) NCR's management looks at the company's results excluding certain items to assess the financial performance of the company and believes this information is useful for investors because it provides a more complete understanding of NCR's underlying operational performance, as well as consistency and comparability with past reports of financial results. In addition, management uses earnings per share excluding these items to manage and determine effectiveness of its business managers and as a basis for incentive compensation. These non-GAAP measures should not be considered as substitutes for or superior to results determined in accordance with GAAP.
- (2) The operating segment results discussed in this earnings release exclude the impact of \$33 million, and \$145 million of pension expense in the fourth quarter, and full year of 2006, respectively; and \$33 million and \$150 million of pension expense in the fourth quarter, and full year of 2005, respectively. When evaluating the year-over-year performance of and making decisions regarding its operating segments, NCR excludes the effect of pension expense/income. Schedule B, included in this earnings release, reconciles total "Income from operations excluding pension expense/income" for all of the company's operating segments to "Total income from operations" for the company.
- (3) NCR defines free cash flow as cash provided/used by operating activities less capital expenditures for property, plant and equipment, and additions to capitalized software. Free cash flow does not have a uniform definition under GAAP and therefore, NCR's definition may differ from other companies' definition of this measure. NCR's management uses free cash flow to assess the financial performance of the company and believes it is useful for investors because it relates the operating cash flow of the company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash generated after capital expenditures for, among other things, investment in the company's existing businesses, strategic acquisitions, strengthening the company's balance sheet, repurchase of company stock and repayment of the company's debt obligations. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other nondiscretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for or superior to cash flows from operating activities under GAAP.
- (4) In the second quarter of 2006, NCR changed its accounting for reworkable service parts from a long-term depreciable asset to a current asset within Inventories. As a result of this change, expenditures for reworkable service parts, previously recorded under cash flows from investing activities, are now recorded under cash flows from operating activities. This change was retrospectively applied to the prior-period financial statements and did not affect overall cash flows or have a material impact on the company's results of operations or financial position.

As a result of the accounting change, NCR's unaudited Condensed Consolidated Balance Sheets include amounts for net reworkable service parts as inventory. As of Dec. 31, 2005, prior to the accounting change, \$234 million was reported as "Reworkable service parts and rental equipment, net" under long-term assets.

In addition, the operating activities section of NCR's unaudited Condensed Consolidated Statement of Cash Flows includes net expenditures for reworkable service parts of \$29 million for the three months ended Dec. 31, 2005, and \$94 million for the 12 months ended Dec. 31, 2005. These amounts were previously reported under "Investing activities." Net expenditures for reworkable service parts included in operating activities was \$27 million for the three months ended Dec. 31, 2006, and \$101 million for the 12 months ended Dec. 31, 2006.
- (5) In the fourth quarter of 2005, the company realized \$13 million of income tax benefits from the favorable settlement of prior-year tax audits and \$4 million of benefit from an adjustment to the company's tax accounts in the United Kingdom. In 2005, for the full year, the company realized income tax benefits totaling \$214 million from the favorable settlement of prior-year tax audits and \$9 million of benefits from an adjustment to the company's tax accounts in the United Kingdom.
- (6) Other non-operational items in 2005 included a \$15 million gain from the sale of real estate, a \$6 million contribution for multiyear funding of NCR's charitable foundation, \$7 million from reductions of previously over-accrued expenses, and a \$10 million write-down of an equity investment in Germany.

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Note to Investors

This news release contains forward-looking statements, including statements as to anticipated or expected results, beliefs, opinions and future financial performance, within the meaning of Section 21E of the Securities and Exchange Act of 1934. Forward-looking statements include projections of revenue, profit growth and other financial items, future economic performance and statements concerning analysts' earnings estimates, among other things. These forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause NCR's actual results to differ materially.

In addition to the factors discussed in this release, other risks and uncertainties include those relating to: the proposed separation of Teradata and NCR's other businesses, including the ability of each to operate as an independent entity; the uncertain economic climate and its impact on the markets in general or on the ability of our suppliers to meet their commitments to us, or the timing of purchases by our current and potential customers and other general economic and business conditions; the timely development, production or acquisition and market acceptance of new and existing products and services (such as self-service technologies and enterprise data warehousing), including our ability to accelerate market acceptance of new products and services; shifts in market demands, continued competitive factors and pricing pressures and their impact on our ability to improve gross margins and profitability, especially in our more mature offerings; the effect of currency translation; short product cycles, rapidly changing technologies and maintaining competitive leadership position with respect to our solution offerings, particularly data warehousing technologies; tax rates; ability to execute our business and reengineering plans; turnover of workforce and the ability to attract and retain skilled employees, especially in light of continued cost-control measures being taken by the company; availability and successful exploitation of new acquisition and alliance opportunities; changes in Generally Accepted Accounting Principles (GAAP) and the resulting impact, if any, on the company's accounting policies; continued efforts to establish and maintain best-in-class internal information technology and control systems; and other factors detailed from time to time in the company's U.S. Securities and Exchange Commission reports and the company's annual reports to stockholders. The company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



NCR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in millions, except per share amounts)

	For the Periods Ended December 31			
	Three Months		Twelve Months	
	2006	2005	2006	2005
Revenue				
Products	\$ 1,011	\$ 962	\$ 3,248	\$ 3,208
Services	800	755	2,894	2,820
Total revenue	<u>1,811</u>	<u>1,717</u>	<u>6,142</u>	<u>6,028</u>
Cost of products	647	612	2,095	2,057
Cost of services	615	577	2,281	2,240
Total gross margin	549	528	1,766	1,731
% of Revenue	30.3%	30.8%	28.8%	28.7%
Selling, general and administrative expenses	281	286	1,057	1,076
Research and development expenses	63	71	236	245
Income from operations	<u>205</u>	<u>171</u>	<u>473</u>	<u>410</u>
% of Revenue	11.3%	10.0%	7.7%	6.8%
Interest expense	6	6	24	23
Other income, net	(7)	(2)	(29)	(9)
Other (income) expense, net	<u>(1)</u>	<u>4</u>	<u>(5)</u>	<u>14</u>
Income before income taxes	206	167	478	396
% of Revenue	11.4%	9.7%	7.8%	6.6%
Income tax expense (benefit)	32	17	96	(133)
Net income	<u>\$ 174</u>	<u>\$ 150</u>	<u>\$ 382</u>	<u>\$ 529</u>
% of Revenue	9.6%	8.7%	6.2%	8.8%
Net income per common share				
Basic	<u>\$ 0.97</u>	<u>\$ 0.82</u>	<u>\$ 2.12</u>	<u>\$ 2.86</u>
Diluted	<u>\$ 0.96</u>	<u>\$ 0.81</u>	<u>\$ 2.09</u>	<u>\$ 2.80</u>
Weighted average common shares outstanding				
Basic	178.5	182.5	180.0	185.0
Diluted	181.2	185.9	182.9	189.1



NCR CORPORATION

CONSOLIDATED REVENUE and OPERATING INCOME (LOSS) SUMMARY

(Unaudited)

(in millions)

	For the Periods Ended December 31					
	Three Months			Twelve Months		
	2006	2005	% Change	2006	2005	% Change
Revenue by segment						
Data Warehousing						
Data Warehousing solution	\$ 382	\$ 329	16%	\$1,236	\$1,167	6%
Data Warehousing support services	87	79	10%	336	313	7%
Total Data Warehousing	469	408	15%	1,572	1,480	6%
Financial Self Service	472	446	6%	1,423	1,390	2%
Retail Store Automation	258	258	—	870	853	2%
Customer Services						
Customer Service Maintenance:						
Financial Self Service	173	156	11%	665	607	10%
Retail Store Automation	124	118	5%	477	464	3%
Payment & Imaging and Other	29	32	(9)%	123	128	(4)%
Third-Party Products and Exited Businesses	62	66	(6)%	248	279	(11)%
Total Customer Services Maintenance	388	372	4%	1,513	1,478	2%
Third-Party Products	12	13	(8)%	36	55	(35)%
Professional and installation-related services	82	86	(5)%	263	292	(10)%
Total Customer Services	482	471	2%	1,812	1,825	(1)%
Systemedia	134	141	(5)%	473	504	(6)%
Payment & Imaging and Other	51	49	4%	170	165	3%
Elimination of installation-related services revenue included in both the Customer Services segment and other segments	(55)	(56)	(2)%	(178)	(189)	(6)%
Total revenue	<u>\$1,811</u>	<u>\$1,717</u>	5%	<u>\$6,142</u>	<u>\$6,028</u>	2%
Operating income (loss) by segment						
Data Warehousing	\$ 112	\$ 89		\$ 340	\$ 309	
Financial Self Service	85	84		172	212	
Retail Store Automation	22	19		35	31	
Customer Services	23	25		95	50	
Systemedia	2	1		5	—	
Payment & Imaging and Other	6	2		15	16	
Elimination of installation-related services operating income included in both the Customer Services segment and other segments	(12)	(16)		(44)	(58)	
Subtotal - Segment operating income	238	204		618	560	
Pension expense	(33)	(33)		(145)	(150)	
Total income from operations	<u>\$ 205</u>	<u>\$ 171</u>		<u>\$ 473</u>	<u>\$ 410</u>	



NCR CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in millions)

	December 31 2006	September 30 2006	December 31 2005
Assets			
Current assets			
Cash and cash equivalents	\$ 947	\$ 761	\$ 810
Accounts receivable, net	1,408	1,306	1,305
Inventories, net	677	708	595
Other current assets	300	265	217
Total current assets	3,332	3,040	2,927
Property, plant and equipment, net	378	376	378
Goodwill	150	150	129
Prepaid pension cost	639	1,324	976
Deferred income taxes	484	391	522
Other assets	354	380	355
Total assets	\$ 5,337	\$ 5,661	\$ 5,287
Liabilities and stockholders' equity			
Current liabilities			
Short-term borrowings	\$ 1	\$ 5	\$ 2
Accounts payable	534	514	490
Payroll and benefits liabilities	291	282	292
Deferred service revenue and customer deposits	492	468	444
Other current liabilities	452	438	417
Total current liabilities	1,770	1,707	1,645
Long-term debt	306	306	305
Pension and indemnity plan liabilities	481	497	557
Postretirement and postemployment benefits liabilities	463	264	259
Deferred income taxes	137	134	140
Income tax accruals	132	199	167
Other liabilities	147	141	158
Minority interests	20	20	21
Total liabilities	3,456	3,268	3,252
Total stockholders' equity	1,881	2,393	2,035
Total liabilities and stockholders' equity	\$ 5,337	\$ 5,661	\$ 5,287



NCR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

	For the Periods Ended December 31			
	Three Months		Twelve Months	
	2006	2005	2006	2005
Operating activities				
Net income	\$ 174	\$ 150	\$ 382	\$ 529
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	41	41	159	168
Stock-based compensation expense	7	2	29	5
Excess tax benefit from stock-based compensation	(4)	—	(17)	—
Deferred income taxes	(14)	31	26	55
Non-cash income tax adjustment	—	(13)	—	(214)
Other adjustments to income, net	(4)	—	(9)	(2)
Changes in assets and liabilities:				
Receivables	(109)	(34)	(108)	5
Inventories	31	25	(83)	(18)
Current payables and accrued expenses	51	7	68	(37)
Deferred service revenue and customer deposits	24	11	47	34
Employee severance and pension	(10)	(4)	34	42
Other assets and liabilities	7	(5)	(46)	(53)
Net cash provided by operating activities	194	211	482	514
Investing activities				
Expenditures for property, plant and equipment	(54)	(22)	(119)	(73)
Proceeds from sales of property, plant and equipment	46	4	59	11
Additions to capitalized software	(24)	(17)	(93)	(74)
Other investing activities, business acquisitions and divestitures, net	(3)	(27)	(27)	(25)
Net cash used in investing activities	(35)	(62)	(180)	(161)
Financing activities				
Purchase of Company common stock	—	(95)	(280)	(415)
Excess tax benefit from stock-based compensation	4	—	17	—
Short-term borrowings, repayments	(4)	—	(1)	—
Long-term debt, additions	—	—	1	—
Proceeds from employee stock plans	21	21	89	138
Other financing activities, net	—	—	(3)	—
Net cash provided by (used in) financing activities	21	(74)	(177)	(277)
Effect of exchange rate changes on cash and cash equivalents	6	(5)	12	(16)
Increase in cash and cash equivalents	186	70	137	60
Cash and cash equivalents at beginning of period	761	740	810	750
Cash and cash equivalents at end of period	\$ 947	\$ 810	\$ 947	\$ 810