

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2012

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 1-8729

**UNISYS CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

38-0387840  
(I.R.S. Employer  
Identification No.)

801 Lakeview Drive, Suite 100  
Blue Bell, Pennsylvania  
(Address of principal executive offices)

19422  
(Zip Code)

Registrant's telephone number, including area code:  
(215) 986-4011

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01	New York Stock Exchange
6.25% Mandatory Convertible Preferred Stock	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

Aggregate market value of the voting and non-voting common equity held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter: approximately \$852.5 million.

The amount shown is based on the closing price of Unisys Common Stock as reported on the New York Stock Exchange composite tape on June 29, 2012. Voting stock beneficially held by officers and directors is not included in the computation. However, Unisys Corporation has not determined that such individuals are "affiliates" within the meaning of Rule 405 under the Securities Act of 1933.

Number of shares of Unisys Common Stock, par value \$.01, outstanding as of December 31, 2012: 43,980,426

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Unisys Corporation's annual report to stockholders for the year ended December 31, 2012 are incorporated by reference into Part I, Part II and Part IV hereof.

Portions of Unisys Corporation's Definitive Proxy Statement for the 2013 Annual Meeting of Stockholders are incorporated by reference into Part III hereof.

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**ITEM 1. BUSINESS**

***General***

Unisys Corporation is a worldwide information technology (“IT”) company. We provide a portfolio of IT services, software, and technology that solves mission-critical problems for clients. We specialize in helping clients secure their operations, increase the efficiency and utilization of their data centers, enhance support to their end users and constituents, and modernize their enterprise applications. To provide these services and solutions, the company brings together offerings and capabilities in outsourcing services, systems integration and consulting services, infrastructure services, maintenance services, and high-end server technology. Unisys serves commercial organizations and government agencies throughout the world.

We operate in two business segments – Services and Technology. Financial information concerning the two segments can be found in Note 15, “Segment information”, of the Notes to Consolidated Financial Statements appearing in our annual report to stockholders for the year ended December 31, 2012 (the “Unisys 2012 Annual Report to Stockholders”), and such information is incorporated herein by reference.

***Principal Products and Services***

Unisys brings together services and technology into solutions that solve mission-critical problems for organizations around the world.

In the Services segment, we provide services to help our clients improve their competitiveness, security and cost efficiency. Our services include outsourcing, systems integration and consulting, infrastructure services and core maintenance.

- In outsourcing, we manage customers’ data centers, computer servers and end-user computing environments as well as specific business processes.
- In systems integration and consulting, we consult with clients to assess the security and cost effectiveness of their IT systems and help them design, integrate and modernize their mission-critical applications to achieve their business goals.
- In infrastructure services, we provide design, warranty and support services for our customers’ IT infrastructure, including their networks, desktops, servers, and mobile and wireless devices.
- In core maintenance, we provide maintenance of Unisys systems and products.

In the Technology segment, we design and develop servers and related products to help clients reduce costs and improve the efficiency of their data center environments. As a pioneer in large-scale computing, Unisys offers deep experience and rich technological capabilities in transaction-intensive, mission-critical environments. We provide a range of data center, infrastructure management and cloud computing offerings to help clients virtualize and automate their data-center environments. Product offerings include enterprise-class servers, such as the ClearPath family of servers and the ES7000 family of Intel based servers, as well as operating system software and middleware.

Unisys focuses its resources and investments in four targeted market areas: security; data center transformation, including our server business; end user outsourcing; and applications modernization.

The primary vertical markets Unisys serves worldwide include the public sector (including the U.S. federal government), financial services and other commercial markets including communications and transportation.

We market our products and services primarily through a direct sales force. In certain foreign countries, we market primarily through distributors. Complementing our direct sales force, we make use of a select group of resellers and alliance partners to market and complement our services and product portfolio.

### **Materials**

Unisys purchases components and supplies from a number of suppliers around the world. For certain technology products, we rely on a single or limited number of suppliers, although we make every effort to assure that alternative sources are available if the need arises. The failure of our suppliers to deliver components and supplies in sufficient quantities and in a timely manner could adversely affect our business.

### **Patents, Trademarks and Licenses**

Unisys owns over 1,170 active U.S. patents and over 130 active patents granted in 12 non-U.S. jurisdictions. These patents cover systems and methods related to a wide variety of technologies, including, but not limited to, computing systems, relational database management, information storage, device/circuit manufacture and design, imaging, data compression and document recognition/handling. We have granted licenses covering both single patents, and particular groups of patents, to others. Likewise, we have active licensing agreements granting us rights under patents owned by other entities. However, our business is not materially dependent upon any single patent, patent license, or related group thereof.

Unisys also maintains over 25 U.S. trademark and service mark registrations, and over 1,450 additional trademark and service mark registrations in over 135 non-U.S. jurisdictions. These marks are valuable assets used on or in connection with our products and services, and as such are actively monitored, policed and protected by Unisys and its agents.

### **Seasonality**

Our revenue is affected by such factors as the introduction of new products and services, the length of sales cycles and the seasonality of purchases. Seasonality has generally resulted in higher fourth quarter revenues than in other quarters.

### **Customers**

No single customer accounts for more than 10% of our revenue. Sales of commercial products and services to various agencies of the U.S. government represented approximately 14% of total consolidated revenue in 2012. For more information on the risks associated with contracting with governmental entities, see "Factors that may affect future results" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Unisys 2012 Annual Report to Stockholders which is incorporated herein by reference.

### **Backlog**

In the Services segment, firm order backlog at December 31, 2012 was \$5.1 billion, compared to \$5.5 billion at December 31, 2011. Approximately \$2.1 billion (41%) of 2012 backlog is expected to be filled in 2013. Although we believe that this backlog is firm, we may, for commercial reasons, allow the orders to be cancelled, with or without penalty. In addition, funded government contracts included in this backlog are generally subject to termination, in whole or part, at the convenience of the government or if funding becomes unavailable. In such cases, we are generally entitled to receive payment for work completed plus allowable termination or cancellation costs.

Because of the relatively short cycle between order and shipment in our Technology segment, we believe that backlog information for this segment is not material to the understanding of our business.

### **Competition**

Our business is affected by rapid change in technology in the information services and technology industries and aggressive competition from many domestic and foreign companies. Principal competitors are systems integrators, consulting and other professional services firms, outsourcing providers, infrastructure services providers, computer hardware manufacturers and software providers. We compete primarily on the basis of service, product performance, technological innovation, and price. We believe that our continued focused investment in engineering and research and development, coupled with our sales and marketing capabilities, will have a favorable impact on our competitive position. For more information on the competitive risks we face, see “Factors that may affect future results” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Unisys 2012 Annual Report to Stockholders which is incorporated herein by reference.

### **Research and Development**

Unisys-sponsored research and development costs were \$81.5 million in 2012, \$76.1 million in 2011, and \$78.9 million in 2010.

### **Environmental Matters**

Our capital expenditures, earnings and competitive position have not been materially affected by compliance with federal, state and local laws regulating the protection of the environment. Capital expenditures for environmental control facilities are not expected to be material in 2013 and 2014.

### **Employees**

At December 31, 2012, we employed approximately 22,800 people worldwide.

In 2012, we used the title “partner” for certain members of our services business management. In using the term “partner” or “partners”, we did not mean to imply that these individuals are partners in the legal sense or to imply any intention to create a separate legal entity, such as a partnership.

### **International and Domestic Operations**

Financial information by geographic area is set forth in Note 15, “Segment information”, of the Notes to Consolidated Financial Statements appearing in the Unisys 2012 Annual Report to Stockholders, and such information is incorporated herein by reference. For more information on the risks of doing business internationally, see “Factors that may affect future results” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Unisys 2012 Annual Report to Stockholders which is incorporated herein by reference.

### **Available Information**

Our Internet web site is located at <http://www.unisys.com/investor>. Through our web site, we make available, free of charge, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after this material is electronically filed

with or furnished to the SEC. We also make available on the web site our Guidelines on Significant Corporate Governance Issues, the charters of the Audit Committee, Compensation Committee, Finance Committee, and Nominating and Corporate Governance Committee of our board of directors, and our Code of Ethics and Business Conduct. This information is also available in print to stockholders upon request. We do not intend for information on our web site to be part of this Annual Report on Form 10-K.

### **EXECUTIVE OFFICERS OF THE REGISTRANT**

Information concerning the executive officers of Unisys as of February 15, 2013 is set forth below.

<u>Name</u>	<u>Age</u>	<u>Position with Unisys</u>
J. Edward Coleman	61	Chairman of the Board and Chief Executive Officer
Quincy Allen	52	Senior Vice President; Chief Marketing and Strategy Officer
Patricia A. Bradford	62	Senior Vice President, Worldwide Human Resources
Dominick Cavuoto	59	Senior Vice President; President, Technology, Consulting and Integration Solutions
Edward C. Davies	53	Senior Vice President; President, Federal Systems
Ronald S. Frankenfield	56	Senior Vice President; President, Global Managed Services
Janet Brutschea Haugen	54	Senior Vice President and Chief Financial Officer
Suresh V. Mathews	59	Senior Vice President and Chief Information Officer
M. Lazane Smith	58	Senior Vice President, Corporate Development
Nancy Straus Sundheim	61	Senior Vice President, General Counsel and Secretary
Scott A. Battersby	54	Vice President and Treasurer
Scott W. Hurley	54	Vice President and Corporate Controller

There is no family relationship among any of the above-named executive officers. The By-Laws provide that the officers of Unisys shall be elected annually by the Board of Directors and that each officer shall hold office for a term of one year and until a successor is elected and qualified, or until the officer's earlier resignation or removal.

Mr. Coleman has been Chairman of the Board and Chief Executive Officer since 2008. Prior to joining Unisys in 2008, he served as Chief Executive Officer of Gateway, Inc. from 2006 to 2008. From 2005 to 2006, Mr. Coleman was with Arrow Electronics, serving as its Senior Vice President and as its President of Enterprise Computing Solutions. From 1999 to 2004, Mr. Coleman served as Chief Executive Officer of

CompuCom Systems, Inc. and as its Chairman from 2001 to 2004. Before that, Mr. Coleman served in various leadership and executive positions at Computer Sciences Corporation and IBM Corporation. Mr. Coleman has been an officer since 2008.

Mr. Allen was elected Senior Vice President and Chief Marketing and Strategy Officer in July 2012. From 2009 to 2010, Mr. Allen had been the chief executive officer of Vertis, Inc., a company involved in market research, media planning, advertising and digital production. From 2001 to 2009, Mr. Allen held several senior positions at Xerox Corporation, including most recently as Vice President and President, Global Business and Strategic Marketing. Mr. Allen has been an officer since July 2012.

Ms. Bradford has been Senior Vice President, Worldwide Human Resources since 2006. Prior to that time, she served as Vice President, Worldwide Human Resources (2005-2006), Vice President, Human Resources Operations (2004), Vice President and Managing Business Partner, Enterprise Transformation Services (2003-2004), and Vice President and Managing Business Partner, Global Industries (1999-2003). Ms. Bradford joined Unisys in 1982 and has held several other leadership positions in Human Resources. Ms. Bradford has been an officer since 2005.

Mr. Cavuoto has been Senior Vice President and President, Technology, Consulting and Integration Solutions since 2010. From 2009 until 2010, Mr. Cavuoto served as Senior Vice President and President, TCIS Worldwide Consulting & Integration Services and Worldwide Strategic Services. Prior to that time, he had been President, Global Industries and Worldwide Strategic Services since rejoining Unisys in 2008. From 2007 until 2008, Mr. Cavuoto served as Chief Executive Officer of Collabera, Inc. Prior to joining Collabera, Inc., Mr. Cavuoto served as Vice President of Unisys Worldwide Services Operations (2005-2006) and as Vice President and President of Unisys Global Financial Services (2001-2005). From 1994 until 2001, Mr. Cavuoto was Managing Partner at KPMG and Senior Vice President and Managing Director at KPMG Consulting Inc. Mr. Cavuoto has been an officer since 2009.

Mr. Davies has been Senior Vice President since 2009 and President, Federal Systems since 2008. Prior to his position as President of Federal Systems, Mr. Davies had served as the managing partner for Federal Systems' Civilian Agencies since joining Unisys in 2003. Prior to joining Unisys, Mr. Davies was with Booz Allen Hamilton, Inc. from 1985 until 2002, where he most recently served as a partner. Mr. Davies has been an officer since 2009.

Mr. Frankenfield has been Senior Vice President and President, Global Managed Services, previously referred to as Global Outsourcing and Infrastructure Services (GOIS), since 2010. Prior to this position, Mr. Frankenfield had served as vice president of worldwide sales for GOIS since rejoining Unisys in 2007. From 2003 to 2005, Mr. Frankenfield served as senior vice president of North American financial services for global software provider SAP, and from 2005 to 2007, Mr. Frankenfield served as general manager for the Americas group for Egenera, a leader in the utility computing marketplace. Prior to joining SAP, Mr. Frankenfield held a variety of senior leadership roles at Unisys, including serving as general manager of the company's Australia/New Zealand and overall Asia-Pacific businesses. Mr. Frankenfield has been an officer since 2010.

Ms. Haugen has been Senior Vice President and Chief Financial Officer since 2000. Prior to that time, she served as Vice President and Controller and Acting Chief Financial Officer (1999-2000) and Vice President and Controller (1996-1999). Ms. Haugen has been an officer since 1996.

Mr. Mathews has been Senior Vice President and Chief Information Officer since 2009. Prior to joining Unisys, Mr. Mathews served as Executive Vice President and Chief Information Officer at Interstate Brands, Inc. Prior to Interstate Brands, he was President and Chief Executive Officer of Digital Standard, Inc. from 2004 to 2007 and Senior Vice President, Information Systems and Services for CompuCom Systems, Inc. from 2001 to 2004 where he also served on the Board of Directors of CompuCom's Federal Systems subsidiary. Mr. Mathews has been an officer since 2009.

Ms. Smith was elected Senior Vice President, Corporate Development in 2009. Prior to joining Unisys, she was Senior Vice President, Human Resources and Customer Service and Support at Gateway, Inc. (2006-2008). From 1993 until 2005, Ms. Smith held various leadership roles at CompuCom Systems, Inc., including serving as Senior Vice President and Chief Financial Officer from 1997 until 2005. Ms. Smith has been an officer since 2009.

Ms. Sundheim has been Senior Vice President, General Counsel and Secretary since 2001. From 1999 to 2001, she was Vice President, Deputy General Counsel and Secretary. She had been Deputy General Counsel since 1990. Ms. Sundheim has been an officer since 1999.

Mr. Battersby has been Vice President and Treasurer since 2000. Prior to that time, he served as Vice President of Corporate Strategy and Development (1998-2000) and Vice President and Assistant Treasurer (1996-1998). Mr. Battersby has been an officer since 2000.

Mr. Hurley has been Vice President and Corporate Controller since 2008. Prior to joining Unisys in 2008, he was Vice President and Chief Accounting Officer at VIASYS Healthcare Inc. (2004-2007); Vice President, Corporate Controller and Treasurer at Incyte Corp. (2003-2004); and Corporate Controller at Arrow International, Inc. (1998-2003). Mr. Hurley has been an officer since 2008.

#### **ITEM 1A. RISK FACTORS**

Discussion of risk factors is set forth under the heading "Factors that may affect future results" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Unisys 2012 Annual Report to Stockholders and is incorporated herein by reference.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

#### **ITEM 2. PROPERTIES**

As of December 31, 2012, we had 11 major facilities in the United States with an aggregate floor space of approximately 1.9 million square feet, located primarily in Minnesota, Virginia, Pennsylvania, Utah, Texas, California and North Dakota. We owned one of these facilities, with aggregate floor space of approximately 0.3 million square feet; 10 of these facilities, with approximately 1.6 million square feet of floor space, were leased to us. Approximately 1.6 million square feet of the U.S. facilities were in current operation, approximately 0.1 million square feet were subleased to others, and approximately 0.2 million square feet were declared surplus with disposition efforts in progress or held in reserve.

As of December 31, 2012, we had nine major facilities outside the United States with an aggregate floor space of approximately 1.3 million square feet, located primarily in Australia, Brazil, India, the United Kingdom, Belgium and New Zealand. We owned two of these facilities, with approximately 0.5 million square feet of floor space; 7 of these facilities, with approximately 0.8 million square feet of floor space, were leased to us. Approximately 1.0 million square feet of the facilities outside the United States were in current operation, approximately 0.3 million square feet were subleased to others, and there was no significant amount of space at our major facilities being held in reserve or declared surplus with disposition efforts in progress.

Our major facilities include offices, data centers, call centers, assembly plants, warehouses, and distribution and sales centers. We believe that our facilities are suitable and adequate for current and presently projected needs. We continuously review our anticipated requirements for facilities and will from time to time acquire additional facilities, expand existing facilities, and dispose of existing facilities or parts thereof, as necessary.

**ITEM 3. LEGAL PROCEEDINGS**

Information with respect to litigation is set forth in Note 14, "Litigation and contingencies", of the Notes to Consolidated Financial Statements appearing in the Unisys 2012 Annual Report to Stockholders, and such information is incorporated herein by reference.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### **ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Unisys Common Stock (trading symbol "UIS") is listed for trading on the New York Stock Exchange and London Stock Exchange. Information on the high and low sales prices for Unisys Common Stock is set forth under the heading "Quarterly financial information" in the Unisys 2012 Annual Report to Stockholders and is incorporated herein by reference. At December 31, 2012, there were approximately 44.0 million shares outstanding and approximately 17,000 stockholders of record. Unisys has not declared or paid any cash dividends on its Common Stock since 1990, and we do not anticipate declaring or paying cash dividends in the foreseeable future. On December 10, 2012, Unisys announced that its Board of Directors had provided authorization to enable the company to purchase up to an aggregate of \$50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014. No shares of the company's common stock or mandatory convertible preferred stock were purchased by the company or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, during the fourth quarter of the year ended December 31, 2012.

### **ITEM 6. SELECTED FINANCIAL DATA**

A summary of selected financial data is set forth under the heading "Five-year summary of selected financial data" in the Unisys 2012 Annual Report to Stockholders and is incorporated herein by reference.

### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Management's discussion and analysis of financial condition and results of operations is set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Unisys 2012 Annual Report to Stockholders and is incorporated herein by reference.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Information concerning market risk is set forth under the heading "Market risk" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Unisys 2012 Annual Report to Stockholders and is incorporated herein by reference.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements of Unisys, consisting of the consolidated balance sheets at December 31, 2012 and 2011 and the related consolidated statements of income, comprehensive income, cash flows and deficit for each of the three years in the period ended December 31, 2012, appearing in the Unisys 2012 Annual Report to Stockholders, together with the report of KPMG LLP, independent registered public accountants, on the financial statements at December 31, 2012 and 2011 and for each of the three years in the period ended December 31, 2012, appearing in the Unisys 2012 Annual Report to Stockholders, is incorporated herein by reference. Supplementary financial data, consisting of information appearing under the heading "Quarterly financial information" in the Unisys 2012 Annual Report to Stockholders, is incorporated herein by reference.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

**ITEM 9A. CONTROLS AND PROCEDURES**

***Evaluation of Disclosure Controls and Procedures***

As of the end of the period covered by this Annual Report, management performed, with the participation of the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”), an evaluation of the effectiveness of the company’s disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based upon that evaluation, the CEO and the CFO concluded that, as of December 31, 2012, the company’s disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

***Report of Management on Internal Control Over Financial Reporting***

The management of the company is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of the company’s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, we concluded that the company maintained effective internal control over financial reporting as of December 31, 2012, based on the specified criteria.

KPMG LLP, an independent registered public accounting firm, has audited the company’s internal control over financial reporting as of December 31, 2012, as stated in its report that appears in the Unisys 2012 Annual Report to Stockholders, and such report is incorporated herein by reference.

***Changes in Internal Control over Financial Reporting***

There have been no changes in the company’s internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the company’s internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

## PART III

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding our executive officers is incorporated herein by reference to Part I, Item 1 above.

The following information is incorporated herein by reference to our Definitive Proxy Statement for the 2013 Annual Meeting of Stockholders (the "Proxy Statement"):

- Information regarding our directors is set forth under the heading "Nominees for Election to the Board of Directors".
- Information regarding the Unisys Code of Ethics and Business Conduct is set forth under the heading "Code of Ethics and Business Conduct".
- Information regarding our audit committee and audit committee financial experts is set forth under the heading "Committees".

### **ITEM 11. EXECUTIVE COMPENSATION**

Information regarding executive compensation is set forth under the heading "EXECUTIVE COMPENSATION" in the Proxy Statement and is incorporated herein by reference.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following information is incorporated herein by reference to the Proxy Statement:

- Information regarding securities authorized for issuance under equity compensation plans is set forth under the heading "EQUITY COMPENSATION PLAN INFORMATION".
- Information regarding the security ownership of certain beneficial owners, directors and executive officers is set forth under the heading "SECURITY OWNERSHIP BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT".

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The following information is incorporated herein by reference to the Proxy Statement:

- Information regarding transactions with related persons is set forth under the heading "Related Party Transactions".
- Information regarding director independence is set forth under the heading "Independence of Directors".

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information concerning fees and services of the company's principal accountants is set forth under the heading "Independent Registered Public Accounting Firm Fees and Services" in the Proxy Statement and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

The following documents are filed as part of this report:

1. Financial Statements from the Unisys 2012 Annual Report to Stockholders which are incorporated herein by reference:

- Consolidated Balance Sheets at December 31, 2012 and December 31, 2011
- Consolidated Statements of Income for each of the three years in the period ended December 31, 2012
- Consolidated Statements of Comprehensive Income for each of the three years in the period ended December 31, 2012
- Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2012
- Consolidated Statements of Deficit for each of the three years in the period ended December 31, 2012
- Notes to Consolidated Financial Statements
- Report of Management on Internal Control over Financial Reporting
- Report of Independent Registered Public Accounting Firm

2. Additional information filed as part of this report pursuant to Item 8 of this report:

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Schedule II Valuation and Qualifying Accounts	14

The financial statement schedule should be read in conjunction with the consolidated financial statements and notes thereto in the Unisys 2012 Annual Report to Stockholders. Financial statement schedules not included with this report have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits. Those exhibits required to be filed by Item 601 of Regulation S-K are listed in the Exhibit Index included in this report at pages 15 through 18. Management contracts and compensatory plans and arrangements are listed as Exhibits 10.1 through 10.29.



**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Unisys Corporation:

Under date of February 22, 2013, we reported on the consolidated balance sheets of Unisys Corporation and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, deficit and cash flows for each of the years in the three year period ended December 31, 2012, as contained in the Annual Report to Stockholders for the year ended December 31, 2012 incorporated in this Form 10-K. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule referred to in Item 15(2) in this Form 10-K. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement schedule based on our audits.

In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 22, 2013

**UNISYS CORPORATION**  
**SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS**  
(Millions)

<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Deductions (1)</u>	<u>Balance at End of Period</u>
Allowance for doubtful accounts (deducted from accounts and notes receivable):				
Year Ended December 31, 2010	\$ 45.6	\$ (.9)	\$ (7.7)	\$ 37.0
Year Ended December 31, 2011	\$ 37.0	\$ (.6)	\$ (1.1)	\$ 35.3
Year Ended December 31, 2012	\$ 35.3	\$ (2.7)	\$ (3.8)	\$ 28.8

(1) Includes write-off of bad debts less recoveries and foreign currency translation adjustments.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation of Unisys Corporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 30, 2010)
3.2	Certificate of Designations of the Company's 6.25% Mandatory Convertible Preferred Stock, Series A (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 1, 2011)
3.3	Certificate of Amendment to Restated Certificate of Incorporation of Unisys Corporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 28, 2011)
3.4	By-Laws of Unisys Corporation, as amended through April 26, 2010 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 30, 2010)
4.1	Agreement to furnish to the Commission on request a copy of any instrument defining the rights of the holders of long-term debt which authorizes a total amount of debt not exceeding 10% of the total assets of the Company (incorporated by reference to Exhibit 4 to the Company's Annual Report on Form 10-K for the year ended December 31, 1982 (File No. 1-145))
4.2	Senior Indenture, dated as of June 1, 2012, between Unisys Corporation and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 333-181874))
4.3	First Supplemental Indenture, dated as of August 21, 2012, between Unisys Corporation and Wells Fargo Bank, National Association, as Trustee (the "Trustee"), to the Senior Indenture, dated as of June 1, 2012, between the Company and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 22, 2012)
10.1	Unisys Corporation Deferred Compensation Plan as amended and restated effective September 22, 2000 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000)
10.2	Deferred Compensation Plan for Directors of Unisys Corporation, as amended and restated effective April 22, 2004 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004)
10.3	Unisys Corporation Director Stock Unit Plan, as amended and restated, effective September 22, 2000 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000)
10.4	Unisys Directors Stock Option Plan, as amended and restated effective September 22, 2000 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000)
10.5	Amendment to Amended and Restated Unisys Directors Stock Option Plan, effective February 12, 2009 (incorporated by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)

- 10.6 Unisys Executive Annual Variable Compensation Plan (incorporated by reference to Exhibit A to the Company's Proxy Statement, dated March 23, 1993, for its 1993 Annual Meeting of Stockholders)
- 10.7 1990 Unisys Long-Term Incentive Plan, as amended and restated effective September 22, 2000 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000)
- 10.8 Amendment to Amended and Restated 1990 Unisys Long-Term Incentive Plan, effective February 12, 2009 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.9 Form of Indemnification Agreement between Unisys Corporation and each of its Directors (incorporated by reference to Exhibit B to the Company's Proxy Statement, dated March 22, 1988, for its 1988 Annual Meeting of Stockholders)
- 10.10 Form of Executive Employment Agreement for executive officers elected in or prior to 2010 (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.11 Form of Executive Employment Agreement for executive officers elected after 2010
- 10.12 Unisys Corporation 2002 Stock Option Plan (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002)
- 10.13 Amendment to Unisys Corporation 2002 Stock Option Plan, effective February 12, 2009 (incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.14 Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.15 Amendment to Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan, effective February 12, 2009 (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.16 Agreement, dated December 22, 2008, between Unisys Corporation and J. Edward Coleman (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.17 Employment Agreement, dated December 22, 2008, between Unisys Corporation and J. Edward Coleman (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
- 10.18 2005 Deferred Compensation Plan for Directors of Unisys Corporation, amended and restated effective December 2, 2010 except at otherwise noted therein (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

10.19	Unisys Corporation 2007 Long-Term Incentive and Equity Compensation Plan, amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.20	Amendment to Unisys Corporation 2007 Long-Term Incentive and Equity Compensation Plan, effective February 12, 2009 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.21	Unisys Corporation Executive Life Insurance Program, as amended and restated effective April 22, 2004 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
10.22	Amendment to the Unisys Corporation Executive Life Insurance Program, effective January 1, 2009 (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.23	Form of Restricted Stock Unit Agreement (incorporated by Reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006)
10.24	Unisys Corporation Supplemental Executive Retirement Income Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.25	Unisys Corporation Elected Officer Pension Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.26	Unisys Corporation 2005 Deferred Compensation Plan, as amended and restated effective January 1, 2005 except as otherwise noted therein (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.27	Unisys Corporation Savings Plan, as amended and restated effective January 1, 2012 (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)
10.28	Summary of supplemental benefits provided to elected officers of Unisys Corporation (incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.29	Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan (incorporated by reference to Appendix E to the Company's Proxy Statement, dated March 18, 2010, for its 2010 Annual Meeting of Stockholders)
12	Statement of Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
13	Portions of the Company's Annual Report to Stockholders for the year ended December 31, 2012
21	Subsidiaries of the Company

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23	Consent of KPMG LLP
24	Power of Attorney
31.1	Certification of J. Edward Coleman required by Rule 13a-14(a) or Rule 15d-14(a)
31.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(a) or Rule 15d-14(a)
32.1	Certification of J. Edward Coleman required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101.INSBRL	Instance Document
101.SCHXBRL	Taxonomy Extension Schema Document
101.CALXBRL	Taxonomy Extension Calculation Linkbase Document
101.LABXBRL	Taxonomy Extension Labels Linkbase Document
101.PREXBRL	Taxonomy Extension Presentation Linkbase Document
101.DEFBRL	Taxonomy Extension Definition Linkbase Document

**EMPLOYMENT AGREEMENT**

AGREEMENT by and between Unisys Corporation, a Delaware corporation (the "Company") and [NAME] (the "Executive"), dated as of \_\_\_\_\_, 20\_\_.

The Board of Directors of the Company (the "Board") has determined that it is in the best interests of the Company and its stockholders to assure that the Company will have the continued dedication of the Executive, notwithstanding the possibility, threat or occurrence of a Change of Control (as defined below) of the Company. The Board believes it is imperative to diminish the inevitable distraction of the Executive by virtue of the personal uncertainties and risks created by a pending or threatened Change of Control and to encourage the Executive's full attention and dedication to the Company currently and in the event of any threatened or pending Change of Control, and to provide the Executive with compensation and benefits arrangements upon a Change of Control which ensure that the compensation and benefits expectations of the Executive will be satisfied and which are competitive with those of other corporations. Therefore, in order to accomplish these objectives, the Board is causing the Company to enter into the Employment Agreement with Executive, dated as of the date set forth above (the "Agreement").

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. **Certain Definitions.** (a) The "Effective Date" shall mean the first date during the Change of Control Period (as defined in Section 1(b)) on which a Change of Control (as defined in Section 2) occurs. Anything in this Agreement to the contrary notwithstanding, if a Change of Control occurs and if the Executive's employment with the Company is terminated within the twelve (12) month period prior to the date on which the Change of Control occurs, and if it is reasonably demonstrated by the Executive that such termination of employment (i) was at the request of a third party who has taken steps reasonably calculated to effect a Change of Control or (ii) otherwise arose in connection with or anticipation of a Change of Control, then for all purposes of this Agreement the "Effective Date" shall mean the date immediately prior to the date of such termination of employment.

(b) The "Change of Control Period" shall mean the period commencing on the date hereof and ending on the third anniversary of the date hereof; provided, however, that commencing on the date one year after the date hereof, and on each annual anniversary of such date (such date and each annual anniversary thereof shall be hereinafter referred to as the "Renewal Date"), unless previously terminated, the Change of Control Period shall be automatically extended so as to terminate three years from such Renewal Date, unless at least 60 days prior to the Renewal Date the Company shall give notice to the Executive that the Change of Control Period shall not be so extended.

2. **Change of Control.** For the purpose of this Agreement, a "Change of Control" shall mean:

(a) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change of Control: (i) any acquisition directly from the Company, (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (iv) any acquisition by any corporation pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this Section 2; or

(b) Individuals who, as of the date hereof, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of

an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(c) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), in each case, unless, following such Business Combination, (i) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (ii) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(d) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

3. Employment Period. The Company hereby agrees to continue the Executive in its employ, and the Executive hereby agrees to remain in the employ of the Company subject to the terms and conditions of this Agreement, for the period commencing on the Effective Date and ending on the third anniversary of such date (the "Employment Period").

4. Terms of Employment. (a) Position and Duties. (i) During the Employment Period, (A) the Executive's position (including status, offices, titles and reporting requirements), authority, duties and responsibilities shall be at least commensurate in all material respects with the most significant of those held, exercised and assigned at any time during the 120-day period immediately preceding the Effective Date and (B) the Executive's services shall be performed at the location where the Executive was employed immediately preceding the Effective Date or any office or location less than 35 miles from such location.

(ii) During the Employment Period, and excluding any periods of vacation and sick leave to which the Executive is entitled, the Executive agrees to devote reasonable attention and time during normal business hours to the business and affairs of the Company and, to the extent necessary to discharge the responsibilities assigned to the Executive hereunder, to use the Executive's reasonable best efforts to perform faithfully and efficiently such responsibilities. During the Employment Period it shall not be a violation of this Agreement for the Executive to (A) serve on corporate, civic or charitable boards or committees, (B) deliver lectures, fulfill speaking engagements or teach at educational institutions and (C) manage personal investments, so long as such activities do not significantly interfere with the performance of the Executive's responsibilities as an employee of the Company in accordance with this Agreement. It is expressly understood and agreed that to the extent that any such activities have been conducted by the Executive prior to the Effective Date, the continued conduct of such activities (or the conduct of activities similar in nature and scope thereto) subsequent to the Effective Date shall not thereafter be deemed to interfere with the performance of the Executive's responsibilities to the Company.

(b) Compensation. (i) Base Salary. During the Employment Period, the Executive shall receive an annual base salary ("Annual Base Salary"), which shall be paid at a monthly rate, at least equal to twelve times the highest monthly base salary paid or payable, including any base salary which has been earned but deferred, to the Executive by the Company and its affiliated companies in respect of the twelve-month

period immediately preceding the month in which the Effective Date occurs. During the Employment Period, the Annual Base Salary shall be reviewed no more than 12 months after the last salary increase awarded to the Executive prior to the Effective Date and thereafter at least annually. Any increase in Annual Base Salary shall not serve to limit or reduce any other obligation to the Executive under this Agreement. Annual Base Salary shall not be reduced after any such increase and the term Annual Base Salary as utilized in this Agreement shall refer to Annual Base Salary as so increased. As used in this Agreement, the term "affiliated companies" shall include any company controlled by, controlling or under common control with the Company.

(ii) Annual Bonus. In addition to Annual Base Salary, the Executive shall be awarded, for each fiscal year ending during the Employment Period, an annual bonus (the "Annual Bonus") in cash at least equal to the Executive's highest bonus under the Company's Executive Variable Compensation Plan, or any comparable bonus or retention amount under any predecessor or successor plan or retention agreement, for the last three full fiscal years prior to the Effective Date (annualized in the event that the Executive was not employed by the Company for the whole of such fiscal year) (the "Recent Annual Bonus"). Each such Annual Bonus shall be paid on or after January 1 of the fiscal year next following the fiscal year for which the Annual Bonus is awarded, but not later than March 15 of such fiscal year, unless the Executive shall elect to defer the receipt of such Annual Bonus in accordance with the terms of the applicable deferred compensation plan.

(iii) Incentive, Savings and Retirement Plans. During the Employment Period, the Executive shall be entitled to participate in all incentive, savings and retirement plans, practices, policies and programs applicable generally to other peer executives of the Company and its affiliated companies, but in no event shall such plans, practices, policies and programs provide the Executive with incentive opportunities (measured with respect to both regular and special incentive opportunities, to the extent, if any, that such distinction is applicable), savings opportunities and retirement benefit opportunities, in each case, less favorable, in the aggregate, than the most favorable of those provided by the Company and its affiliated companies for the Executive under such plans, practices, policies and programs as in effect at any time during the 120-day period immediately preceding the Effective Date or if more favorable to the Executive, those provided generally at any time after the Effective Date to other peer executives of the Company and its affiliated companies.

(iv) Welfare Benefit Plans. During the Employment Period, the Executive and/or the Executive's family, as the case may be, shall be eligible for participation in and shall receive all benefits under welfare benefit plans, practices, policies and programs provided by the Company and its affiliated companies (including, without limitation, medical, prescription, dental, disability, employee life, group life, accidental death and travel accident insurance plans and programs) to the extent applicable generally to other peer executives of the Company and its affiliated companies, but in no event shall such plans, practices, policies and programs provide the Executive with benefits which are less favorable, in the aggregate, than the most favorable of such plans, practices, policies and programs in effect for the Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive, those provided generally at any time after the Effective Date to other peer executives of the Company and its affiliated companies.

(v) Expenses. During the Employment Period, the Executive shall be entitled to receive prompt reimbursement for all reasonable expenses incurred by the Executive in accordance with the most favorable policies, practices and procedures of the Company and its affiliated companies in effect for the Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive, as in effect generally at any time thereafter with respect to other peer executives of the Company and its affiliated companies.

(vi) Fringe Benefits. During the Employment Period, the Executive shall be entitled to fringe benefits, including, without limitation, tax and financial planning services, payment of club dues, and, if applicable, use of an automobile and payment of related expenses, in accordance with the most favorable plans, practices, programs and policies of the Company and its affiliated companies in effect for the Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive, as in effect generally at any time thereafter with respect to other peer executives of the Company and its affiliated companies.

(vii) Office and Support Staff. During the Employment Period, the Executive shall be entitled to an office or offices of a size and with furnishings and other appointments, and to exclusive personal secretarial and other assistance, at least equal to the most favorable of the foregoing provided to the Executive by the Company and its affiliated companies at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive, as provided generally at any time thereafter with respect to other peer executives of the Company and its affiliated companies.

(viii) Vacation. During the Employment Period, the Executive shall be entitled to paid vacation in accordance with the most favorable plans, policies, programs and practices of the Company and its affiliated companies as in effect for the Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive, as in effect generally at any time thereafter with respect to other peer executives of the Company and its affiliated companies.

5. Termination of Employment. (a) Death or Disability. The Executive's employment shall terminate automatically upon the Executive's death during the Employment Period. If the Company determines in good faith that the Disability of the Executive has occurred during the Employment Period (pursuant to the definition of Disability set forth below), it may give to the Executive written notice in accordance with Section 12(b) of this Agreement of its intention to terminate the Executive's employment. In such event, the Executive's employment with the Company shall terminate effective on the 30th day after receipt of such notice by the Executive (the "Disability Effective Date"), provided that, within the 30 days after such receipt, the Executive shall not have returned to full-time performance of the Executive's duties. For purposes of this Agreement, "Disability" shall mean the absence of the Executive from the Executive's duties with the Company on a full-time basis for 180 consecutive business days as a result of incapacity due to mental or physical illness which is determined to be total and permanent by a physician selected by the Company or its insurers and acceptable to the Executive or the Executive's legal representative.

(b) Cause. The Company may terminate the Executive's employment during the Employment Period for Cause. For purposes of this Agreement, "Cause" shall mean:

(i) the willful and continued failure of the Executive to perform substantially the Executive's duties with the Company or one of its affiliates (other than any such failure resulting from incapacity due to physical or mental illness), after a written demand for substantial performance is delivered to the Executive by the Board or the Chief Executive Officer of the Company which specifically identifies the manner in which the Board or Chief Executive Officer believes that the Executive has not substantially performed the Executive's duties, or

(ii) the willful engaging by the Executive in illegal conduct or gross misconduct which is materially and demonstrably injurious to the Company.

For purposes of this provision, no act or failure to act, on the part of the Executive, shall be considered "willful" unless it is done, or omitted to be done, by the Executive in bad faith or without reasonable belief that the Executive's action or omission was in the best interests of the Company. Any act, or failure to act, based upon authority given pursuant to a resolution duly adopted by the Board or upon the instructions of the Chief Executive Officer or a senior officer of the Company or based upon the advice of counsel for the Company shall be conclusively presumed to be done, or omitted to be done, by the Executive in good faith and in the best interests of the Company. The cessation of employment of the Executive shall not be deemed to be for Cause unless and until there shall have been delivered to the Executive a copy of a resolution duly adopted by the affirmative vote of not less than three-quarters of the entire membership of the Board at a meeting of the Board called and held for such purpose (after reasonable notice is provided to the Executive and the Executive is given an opportunity, together with counsel, to be heard before the Board), finding that, in the good faith opinion of the Board, the Executive is guilty of the conduct described in subparagraph (i) or (ii) above, and specifying the particulars thereof in detail.

(c) Good Reason. The Executive's employment may be terminated by the Executive for Good Reason. For purposes of this Agreement, "Good Reason" shall mean:

(i) the assignment to the Executive of any duties inconsistent in any respect with the Executive's position (including status, offices, titles and reporting requirements), authority, duties or responsibilities as contemplated by Section 4(a) of this Agreement, or any other action by the Company

which results in a diminution in such position, authority, duties or responsibilities, excluding for this purpose an isolated, insubstantial and inadvertent action not taken in bad faith and which is remedied by the Company promptly after receipt of notice thereof given by the Executive;

(ii) any failure by the Company to comply with any of the provisions of Section 4(b) of this Agreement, other than an isolated, insubstantial and inadvertent failure not occurring in bad faith and which is remedied by the Company promptly after receipt of notice thereof given by the Executive;

(iii) the Company's requiring the Executive to be based at any office or location other than as provided in Section 4(a)(i)(B) hereof or the Company's requiring the Executive to travel on Company business to a substantially greater extent than required immediately prior to the Effective Date;

(iv) any purported termination by the Company of the Executive's employment otherwise than as expressly permitted by this Agreement; or

(v) any failure by the Company to comply with and satisfy Section 11(c) of this Agreement.

For purposes of this Section 5(c), any good faith determination of "Good Reason" made by the Executive shall be conclusive.

(d) Notice of Termination. Any termination by the Company for Cause, or by the Executive for Good Reason, shall be communicated by Notice of Termination to the other party hereto given in accordance with Section 12(b) of this Agreement. For purposes of this Agreement, a "Notice of Termination" means a written notice which (i) indicates the specific termination provision in this Agreement relied upon, (ii) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of the Executive's employment under the provision so indicated and (iii) if the Date of Termination (as defined below) is other than the date of receipt of such notice, specifies the termination date (which date shall be not more than thirty days after the giving of such notice). The failure by the Executive or the Company to set forth in the Notice of Termination any fact or circumstance which contributes to a showing of Good Reason or Cause shall not waive any right of the Executive or the Company, respectively, hereunder or preclude the Executive or the Company, respectively, from asserting such fact or circumstance in enforcing the Executive's or the Company's rights hereunder.

(e) Date of Termination. "Date of Termination" means (i) if the Executive's employment is terminated by the Company for Cause, or by the Executive for Good Reason, the date of receipt of the Notice of Termination or any later date specified therein, as the case may be, (ii) if the Executive's employment is terminated by the Company other than for Cause or Disability, the Date of Termination shall be the date on which the Company notifies the Executive of such termination or any later date specified therein, as the case may be, and (iii) if the Executive's employment is terminated by reason of death or Disability, the Date of Termination shall be the date of death of the Executive or the Disability Effective Date, as the case may be.

6. Obligations of the Company upon Termination. (a) Good Reason; Other Than for Cause, Death or Disability. If, during the Employment Period, the Company shall terminate the Executive's employment other than for death, Cause or Disability or the Executive shall terminate employment for Good Reason:

(i) unless delay is required pursuant to Section 13(b) below, the Company shall pay to the Executive in a lump sum in cash within 75 days after the Date of Termination the aggregate of the following amounts:

A. the sum of (1) the Executive's Annual Base Salary through the Date of Termination to the extent not theretofore paid or deferred, (2) the product of (x) the higher of (I) the Recent Annual Bonus and (II) the Annual Bonus paid or payable, including any bonus or portion thereof which has been earned but deferred (and annualized for any fiscal year consisting of less than twelve full months or during which the Executive was employed for less than twelve full months), for the most recently completed fiscal year during the Employment Period, if any (such higher amount being referred to as the "Highest Annual Bonus") and (y) a fraction, the

numerator of which is the number of days in the current fiscal year through the Date of Termination, and the denominator of which is 365 and (3) any accrued vacation pay, to the extent not theretofore paid (the sum of the amounts described in clauses (1), (2), and (3) shall be hereinafter referred to as the "Accrued Obligations"; provided, however, that any such amounts that Executive shall have previously elected to defer shall not be paid in a lump sum in cash but shall instead be credited to the Executive's account under the relevant deferred compensation plan and paid to the Executive in accordance with the terms of such plan); and

B. the amount equal to the product of (1) two and (2) the sum of (x) the Executive's Annual Base Salary and (y) the Highest Annual Bonus;

C. an amount equal to the value of the monthly premium cost that the Company would have had to pay to continue Executive and/or the Executive's family in the plans, programs, practices and policies described in Section 4(b)(iv) of this Agreement (other than continuation of health benefits) if the Executive's employment had not been terminated for the two year period following Executive's Date of Termination; provided, that if the Executive is eligible for a death benefit under any Unisys death benefit only plan in accordance with the terms of such plan, no premium will be payable to the Executive for such benefit.

(ii) for a period of up to two years following Executive's Date of Termination, Executive and Executive's spouse and eligible dependents, shall continue to be eligible to receive health benefits coverage under Company health plans described in Section 4(b)(iv) of this Agreement in accordance with the terms of the applicable plan documents, at the same premium rates as may be charged from time to time for employees of the Company generally, as if Executive had continued in employment with the Company during such period; provided, that in order to receive such continued coverage at such rates, Executive shall be required to pay to the Company at the same time that premium payments are due for the month an amount equal to the full monthly premium required by the Company under such plans for such coverage (in accordance with payment instructions from the Company), and the Company shall reimburse to Executive, within 60 days following the date such monthly premium payment is due, an amount equal to the monthly premium payment, less the amount that Executive would have been required to pay for such coverage if Executive had remained employed by the Company at such time (the "Health Payment"). The period of continuation of group health plan coverage under section 4980B ("COBRA") of the Internal Revenue Code of 1986, as amended (the "Code") (the "COBRA Period") runs concurrently during the period for which the Health Payment is paid to Executive. The Health Payment during the COBRA Period is intended to qualify for the exception for deferred compensation as a medical benefit provided in accordance with the requirements of Section 409A of the Code and Treas. Reg. §1.409A-1(b)(9)(v)(B). If Executive does not pay the applicable monthly premium for a particular month at any time during the two year period, no further Health Payment will be paid to Executive. For purposes of determining eligibility (but not the time of commencement of benefits) of the Executive for retiree benefits pursuant to such health plans, the Executive shall be considered to have remained employed until two years after the Date of Termination and to have retired on the last day of such period, if permitted by the applicable plan;

(iii) the Company shall, at its sole expense as actually incurred by Executive, provide the Executive with reasonable outplacement services directly related to the termination of Executive's employment with the Company, the provider of which shall be selected by the Executive in his sole discretion, provided that such outplacement service coverage shall not extend beyond the last day of the second taxable year of Executive following the taxable year of Executive in which the termination of employment occurred; and

(iv) to the extent not theretofore paid or provided, in accordance with the terms of the relevant plans, programs, policies or practices or contracts or agreements, the Company shall timely pay or provide to the Executive any other amounts or benefits required to be paid or provided or which the Executive is eligible to receive under any such plan, program, policy or practice or contract or agreement of the Company and its affiliated companies (such other amounts and benefits shall be hereinafter referred to as the "Other Benefits").

If the Executive becomes entitled to the severance benefits provided in this Section 6(a) as a result of Section 1(a) of this Agreement and Executive's termination prior to the Change of Control was for a reason

under this Section 6(a), (A) the cash severance benefits payable to the Executive under clause 6(a)(i) shall be reduced by the amount payable to Executive on account of Executive's termination prior to the Change of Control and, unless delay is required pursuant to Section 13(b) below, shall be paid to Executive within 75 days following the date of the Change of Control if the Change of Control constitutes a change in the ownership or effective control of the Company, or in the ownership of a substantial portion of the assets of the Company, within the meaning of Section 409A(a)(2)(A)(v) of the Code and its corresponding regulations (a "409A Change of Control"), or if the Change of Control does not constitute a 409A Change of Control, such amounts shall be paid to Executive within 75 days following the first anniversary of the Executive's Date of Termination; (B) severance benefits provided pursuant to clause 6(a)(ii) shall only be applicable if the period provided in clause 6(a)(ii) is longer than that provided to Executive on Executive's Date of Termination, and in such event, the period of time such severance benefits are provided shall be extended to reflect the additional period provided in clause 6(a)(ii) as measured from Executive's Date of Termination; (C) severance benefits provided in clause 6(a)(iii) shall apply as of the date of the Change of Control, provided that the measurement period for purposes of Section 409A of the Code commences on the Executive's Date of Termination; and (D) the Other Benefits shall be payable in accordance with the terms of the applicable plans, programs, policies or practices or contracts or agreements.

(b) Death. If the Executive's employment is terminated by reason of the Executive's death during the Employment Period, this Agreement shall terminate without further obligations to the Executive's legal representatives under this Agreement, other than for payment of Accrued Obligations and the timely payment or provision of Other Benefits. Accrued Obligations shall be paid to the Executive's estate or beneficiary, as applicable, in a lump sum in cash within 75 days following the Date of Termination. With respect to the provision of Other Benefits, the term Other Benefits as utilized in this Section 6(b) shall include, without limitation, and the Executive's estate and/or beneficiaries shall be entitled to receive, benefits at least equal to the most favorable benefits provided by the Company and affiliated companies to the estates and beneficiaries of peer executives of the Company and such affiliated companies under such plans, programs, practices and policies relating to death benefits, if any, as in effect with respect to other peer executives and their beneficiaries at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive's estate and/or the Executive's beneficiaries, as in effect on the date of the Executive's death with respect to other peer executives of the Company and its affiliated companies and their beneficiaries.

(c) Disability. If the Executive's employment is terminated by reason of the Executive's Disability during the Employment Period, this Agreement shall terminate without further obligations to the Executive, other than for payment of Accrued Obligations and the timely payment or provision of Other Benefits. Unless delay is required pursuant to Section 13(b) below, Accrued Obligations shall be paid to the Executive in a lump sum in cash within 75 days following the Date of Termination. With respect to the provision of Other Benefits, the term Other Benefits as utilized in this Section 6(c) shall include, and the Executive shall be entitled after the Disability Effective Date to receive, disability and other benefits at least equal to the most favorable of those generally provided by the Company and its affiliated companies to disabled executives and/or their families in accordance with such plans, programs, practices and policies relating to disability, if any, as in effect generally with respect to other peer executives and their families at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to the Executive and/or the Executive's family, as in effect at any time thereafter generally with respect to other peer executives of the Company and its affiliated companies and their families.

(d) Cause; Other than for Good Reason. If the Executive's employment shall be terminated for Cause during the Employment Period, this Agreement shall terminate without further obligations to the Executive other than the obligation to pay to the Executive (x) his Annual Base Salary through the Date of Termination, and (y) Other Benefits, in each case to the extent not theretofore paid or deferred. If the Executive voluntarily terminates employment during the Employment Period, excluding a termination for Good Reason, this Agreement shall terminate without further obligations to the Executive, other than for Accrued Obligations and the timely payment or provision of Other Benefits. In such case, unless delay is required pursuant to Section 13(b) below, all Accrued Obligations shall be paid to the Executive in a lump sum in cash within 75 days following the Date of Termination.

7. Non-exclusivity of Rights. Nothing in this Agreement shall prevent or limit the Executive's continuing or future participation in any plan, program, policy or practice provided by the Company or any of its affiliated companies and for which the Executive may qualify, nor, subject to Section 12(f), shall anything herein limit or otherwise affect such rights as the Executive may have under any contract or agreement with the Company or any of its affiliated companies. Amounts which are vested benefits or which the Executive is otherwise entitled to receive under any plan, policy, practice or program of or any contract or agreement with the Company or any of its affiliated companies at or subsequent to the Date of Termination shall be payable in accordance with such plan, policy, practice or program or contract or agreement except as explicitly modified by this Agreement.

8. Full Settlement. The Company's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any set-off, counterclaim, recoupment, defense or other claim, right or action which the Company may have against the Executive or others. In no event shall the Executive be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to the Executive under any of the provisions of this Agreement and such amounts shall not be reduced whether or not the Executive obtains other employment. The Company agrees to pay as incurred, to the full extent permitted by law, all legal fees and expenses which the Executive may reasonably incur as a result of any contest (regardless of the outcome thereof) by the Company, the Executive or others of the validity or enforceability of, or liability under, any provision of this Agreement or any guarantee of performance thereof (including as a result of any contest by the Executive about the amount of any payment pursuant to this Agreement), plus in each case interest on any delayed payment at the applicable Federal rate provided for in Section 7872(f)(2)(A) of the Code.

9. Certain Reductions in Payments.

(a) Anything in this Agreement to the contrary notwithstanding, in the event KPMG LLP or such other accounting firm as shall be designated by the Company prior to the Effective Date (the "Accounting Firm") shall determine that receipt of all payments or distributions by the Company or its affiliated companies in the nature of compensation to or for the Executive's benefit, whether paid or payable pursuant to this Agreement or otherwise (a "Payment") would subject the Executive to the excise tax under Section 4999 of the Code, the Accounting Firm shall determine whether to reduce any of the Payments paid or payable pursuant to this Agreement (the "Agreement Payments") to the Reduced Amount (as defined below). The Agreement Payments shall be reduced to the Reduced Amount only if the Accounting Firm determines that the Executive would have a greater Net After-Tax Receipt (as defined below) of aggregate Payments if the Executive's Agreement Payments were reduced to the Reduced Amount. If such a determination is not made by the Accounting Firm, the Executive shall receive all Agreement Payments to which the Executive is entitled under this Agreement.

(b) If the Accounting Firm determines that aggregate Agreement Payments should be reduced to the Reduced Amount, the Company shall promptly give the Executive notice to that effect and a copy of the detailed calculation thereof. All determinations made by the Accounting Firm under this Section 9 shall be binding upon the Company and the Executive and shall be made within 60 days of a termination of the Executive's employment. The reduction of the amounts payable hereunder, if applicable, shall be made by reducing the payments and benefits under the following sections in the following order: Section 6(a)(i)(B); Section 6(a)(iii); Section 6(a)(i)(C); Section 6(a)(ii). All fees and expenses of the Accounting Firm shall be borne solely by the Company.

(c) As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Accounting Firm hereunder, it is possible that amounts will have been paid or distributed by the Company to or for the benefit of the Executive pursuant to this Agreement which should not have been so paid or distributed ("Overpayment") or that additional amounts which will have not been paid or distributed by the Company to or for the benefit of the Executive pursuant to this Agreement could have been so paid or distributed ("Underpayment"), in each case, consistent with the calculation of the Reduced Amount hereunder. In the event that the Accounting Firm, based upon the assertion of a deficiency by the Internal Revenue Service against either the Company or the Executive which the Accounting Firm believes has a high probability of success determines that an Overpayment has been made, the Executive shall pay any such Overpayment to the Company together with interest at the applicable federal rate provided for in Section 7872(f)(2)(A) of the Code; provided, however, that no

amount shall be payable by the Executive to the Company if and to the extent such payment would not either reduce the amount on which the Executive is subject to tax under Section 1 and Section 4999 of the Code or generate a refund of such taxes. In the event that the Accounting Firm, based upon controlling precedent or substantial authority, determines that an Underpayment has occurred, any such Underpayment shall be promptly paid by the Company to or for the benefit of the Executive together with interest at the applicable federal rate provided for in Section 7872(f)(2)(A) of the Code.

(d) For purposes hereof, the following terms have the meanings set forth below:

(i) "Reduced Amount" shall mean the greatest amount of Agreement Payments that can be paid that would not result in the imposition of the excise tax under Section 4999 of the Code if the Accounting Firm determines to reduce Agreement Payments pursuant to Section 9(a).

(ii) "Net After-Tax Receipt" shall mean the present value (as determined in accordance with Sections 280G(b)(2)(A)(ii) and 280G(d)(4) of the Code) of a Payment net of all taxes imposed on the Executive with respect thereto under Sections 1 and 4999 of the Code and under applicable state and local laws, determined by applying the highest marginal rate under Section 1 of the Code and under state and local laws which applied to the Executive's taxable income for the immediately preceding taxable year, or such other rate(s) as the Executive certifies, in the Executive's sole discretion, as likely to apply to him in the relevant tax year(s).

10. Confidential Information. The Executive shall hold in a fiduciary capacity for the benefit of the Company all secret or confidential information, knowledge or data relating to the Company or any of its affiliated companies, and their respective businesses, which shall have been obtained by the Executive during the Executive's employment by the Company or any of its affiliated companies and which shall not be or become public knowledge (other than by acts by the Executive or representatives of the Executive in violation of this Agreement). After termination of the Executive's employment with the Company, the Executive shall not, without the prior written consent of the Company or as may otherwise be required by law or legal process, communicate or divulge any such information, knowledge or data to anyone other than the Company and those designated by it. In no event shall an asserted violation of the provisions of this Section 10 constitute a basis for deferring or withholding any amounts otherwise payable to the Executive under this Agreement.

11. Successors. (a) This Agreement is personal to the Executive and without the prior written consent of the Company shall not be assignable by the Executive otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Executive's legal representatives.

(b) This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns.

(c) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of the Company to assume expressly and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place. As used in this Agreement, "Company" shall mean the Company as hereinbefore defined and any successor to its business and/or assets as aforesaid which assumes and agrees to perform this Agreement by operation of law, or otherwise.

12. Miscellaneous. (a) This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to principles of conflict of laws. The captions of this Agreement are not part of the provisions hereof and shall have no force or effect. This Agreement may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives.

(b) All notices and other communications hereunder shall be in writing and shall be given by hand delivery to the other party or by registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to the Executive:

«Name»  
«Address1»  
«City» «State» «PostalCode»

If to the Company:

801 Lakeview Drive, Suite 100  
Blue Bell, Pennsylvania 19422  
Attention: General Counsel

or to such other address as either party shall have furnished to the other in writing in accordance herewith. Notice and communications shall be effective when actually received by the addressee.

(c) The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

(d) The Company may withhold from any amounts payable under this Agreement such Federal, state, local or foreign taxes as shall be required to be withheld pursuant to any applicable law or regulation.

(e) The Executive's or the Company's failure to insist upon strict compliance with any provision of this Agreement or the failure to assert any right the Executive or the Company may have hereunder, including, without limitation, the right of the Executive to terminate employment for Good Reason pursuant to Section 5(c)(i)-(v) of this Agreement, shall not be deemed to be a waiver of such provision or right or any other provision or right of this Agreement.

(f) The Executive and the Company acknowledge that, except as may otherwise be provided under any other written agreement between the Executive and the Company, the employment of the Executive by the Company is "at will" and, subject to Section 1(a) hereof, prior to the Effective Date, the Executive's employment and/or this Agreement may be terminated by either the Executive or the Company at any time prior to the Effective Date, in which case the Executive shall have no further rights under this Agreement. From and after the Effective Date this Agreement shall supersede any other agreement between the parties with respect to the subject matter hereof.

13. Compliance with Section 409A of the Code.

(a) Notwithstanding the other provisions hereof, this Agreement is intended to comply with the requirements of Section 409A of the Code, to the extent applicable, and this Agreement shall be interpreted to avoid any penalty sanctions under Section 409A of the Code. Accordingly, all provisions herein, or incorporated by reference, shall be construed and interpreted to comply with Section 409A and, if necessary, any such provision shall be deemed amended to comply with Section 409A of the Code and regulations thereunder. All payments to be made upon a termination of employment under this Agreement may only be made upon a "separation from service" under Section 409A of the Code. If any payment or benefit cannot be provided or made at the time specified herein without incurring sanctions under Section 409A of the Code, then such benefit or payment shall be provided in full at the earliest time thereafter when such sanctions will not be imposed. For purposes of Section 409A of the Code, each payment made under this Agreement shall be treated as a separate payment. In no event may Executive, directly or indirectly, designate the calendar year of any payment to be made under this Agreement.

(b) Notwithstanding any provision to the contrary in this Agreement, if on the date of Executive's separation from service, Executive is a "specified employee" (as such term is defined in Section 409A(a)(2)(B)(i) of the Code and its corresponding regulations) as determined in the sole discretion of the Company (or any successor thereto) in accordance with the Company's (or any successor's) "specified employee" determination policy, then all severance benefits payable to Executive under this Agreement that are deemed as deferred compensation subject to the requirements of Section 409A of the Code shall be postponed for a period of six months following Executive's separation from service with the Company (or any successor thereto). The postponed amounts shall be paid to Executive in a lump sum on the first business day after the date that is six months following Executive's separation from service with the Company (or any successor thereto). If Executive dies during such six-month period and prior to payment of the postponed amounts hereunder, the amounts delayed on account of Section 409A of the Code shall be paid to the personal representative of Executive's estate within 75 days after Executive's death.

(c) All reimbursements provided under this Agreement that are provided under a nonqualified deferred compensation plan within the meaning of Section 409A of the Code and Treas. Reg. §1.409A-1(a) shall be made or provided in accordance with the requirements of Section 409A of the Code and Treas. Reg. §1.409A-3(i)(1)(iv).

(d) Notwithstanding anything herein to the contrary, if Executive is entitled to severance benefits prior to the Change of Control in a form other than in a lump sum, the severance benefits payable under this Agreement in the form of a lump sum shall only be paid in a lump sum if the Change of Control qualifies as a 409A Change of Control and the Executive's Date of Termination occurs within the two year period following the date of the 409A Change of Control. If the Change of Control does not qualify as a 409A Change of Control or Executive's Date of Termination is after the second anniversary of the 409A Change of Control, the severance benefits payable under this Agreement will be payable in the same form as the severance benefits that were payable to Executive for periods prior to a Change of Control.

IN WITNESS WHEREOF, the Executive has hereunto set the Executive's hand and, pursuant to the authorization from its Board of Directors, the Company has caused these presents to be executed in its name on its behalf, all as of the day and year first above written.

Dated: \_\_\_\_\_, 20

\_\_\_\_\_  
[NAME]

UNISYS CORPORATION

Dated: \_\_\_\_\_, 20

By: \_\_\_\_\_

J. Edward Coleman  
Chairman of the Board  
and Chief Executive Officer

UNISYS CORPORATION  
 COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND  
 PREFERRED STOCK DIVIDENDS (UNAUDITED)  
 (\$ in millions)

	Years Ended December 31				
	2012	2011	2010	2009	2008
<b>Fixed charges</b>					
Interest expense	\$ 27.5	\$ 63.1	\$ 101.8	\$ 95.2	\$ 85.1
Interest capitalized during the period	5.3	4.9	9.1	7.5	9.0
Amortization of debt issuance expenses	1.7	1.9	2.6	3.3	4.1
Portion of rental expense representative of interest	28.2	32.6	33.5	34.9	46.9
Total Fixed Charges	<u>62.7</u>	<u>102.5</u>	<u>147.0</u>	<u>140.9</u>	<u>145.1</u>
Preferred Stock dividend requirements (a)	16.2	13.5	—	—	—
Total Fixed Charges and Preferred stock dividends	<u>78.9</u>	<u>116.0</u>	<u>147.0</u>	<u>140.9</u>	<u>145.1</u>
<b>Earnings</b>					
Income (loss) from continuing operations before income taxes	254.1	206.0	222.9	218.2	(97.6)
Add amortization of capitalized interest	7.5	7.4	9.1	11.6	16.1
Subtotal	<u>261.6</u>	<u>213.4</u>	<u>232.0</u>	<u>229.8</u>	<u>(81.5)</u>
Fixed charges per above	62.7	102.5	147.0	140.9	145.1
Less interest capitalized during the period	(5.3)	(4.9)	(9.1)	(7.5)	(9.0)
Total earnings	<u>\$319.0</u>	<u>\$311.0</u>	<u>\$369.9</u>	<u>\$363.2</u>	<u>\$ 54.6</u>
Ratio of earnings to fixed charges	<u>5.09</u>	<u>3.03</u>	<u>2.52</u>	<u>2.58</u>	<u>*</u>
Ratio of earnings to fixed charges and preferred stock dividends (b)	<u>4.04</u>	<u>2.68</u>	<u>2.52</u>	<u>2.58</u>	<u>**</u>

(a) Amounts have not been grossed up for income tax since the preferred stock was issued by the U.S. parent corporation which has a full valuation allowance against its net deferred tax assets.

(b) The ratio of earnings to fixed charges and preferred stock dividends is calculated by dividing total earnings by total fixed charges and preferred stock dividends. Prior period ratios have been conformed to this presentation.

\* Earnings for the year ended December 31, 2008 were inadequate to cover fixed charges by \$90.5 million.

\*\* Earnings for the year ended December 31, 2008 were inadequate to cover fixed charges and preferred stock dividends by \$90.5 million.



# Unisys Corporation 2012 Annual Report

# Unisys Corporation

## Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

In 2012, the company continued to implement its ongoing program to tighten its strategic focus, strengthen its solutions portfolio, increase the cost efficiency of services operations, and reduce debt and interest expense.

The company's financial results in 2012 were impacted by charges related to debt-reduction actions taken during the year as well as an increase in pension expense. Also impacting the company's 2012 results was a \$128.6 million, or 20%, revenue decline in the company's U.S. Federal government business, reflecting ongoing challenges in that market.

The company reported 2012 net income from continuing operations attributable to common shareholders of \$129.4 million, or \$2.84 per diluted share. The results included pretax debt-reduction charges of \$30.6 million, \$108.2 million in pretax pension expense and \$8.1 million of pretax foreign exchange losses. In 2011, the company reported net income from continuing operations of \$120.5 million, or \$2.71 per diluted share, which included \$85.2 million of pretax debt-reduction charges, \$34.3 million of pretax pension expense and pretax foreign exchange gains of \$17.2 million.

Revenue for 2012 declined 4% to \$3.71 billion compared with \$3.85 billion in 2011. The decline in the U.S. Federal government business contributed approximately 3 percentage points to the rate of decline in revenue in 2012.

During 2012, the company retired an aggregate principal amount of \$362.3 million of its long-term debt which was funded by the net proceeds of the issuance in August 21, 2012 of \$210.0 million of 6.25% senior notes due 2017 and cash on hand. During 2011, the company retired an aggregate principal amount of \$477.9 million of long-term debt which was funded by net proceeds of \$249.7 million from the sale of mandatory convertible preferred stock (see Note 17 of the Notes to Consolidated Financial Statements) and cash on hand. Year-end 2012 debt was \$210.3 million and cash was \$655.6 million.

### Results of operations

#### *Company results*

Revenue for 2012 was \$3.71 billion compared with 2011 revenue of \$3.85 billion, a decrease of 4%. Foreign currency had a 3-percentage-point negative impact on revenue in 2012 compared with 2011. The decline in revenue from the company's U.S. Federal business contributed approximately 3 percentage points to the rate of decline in revenue in 2012.

Services revenue in 2012 decreased by 5%. The decline in revenue from the company's U.S. Federal business contributed approximately 2 percentage points to the rate of decline in services revenue in 2012. Technology revenue in 2012 increased by 3% compared with 2011.

Revenue for 2011 was \$3.85 billion compared with 2010 revenue of \$4.02 billion, a decrease of 4%. Foreign currency had a 3-percentage-point positive impact on revenue in 2011 compared with 2010. The decline in revenue from the company's U.S. Federal business contributed approximately 5 percentage points to the rate of decline in revenue in 2011.

Revenue from international operations in 2012, 2011 and 2010 was \$2.25 billion, \$2.27 billion and \$2.29 billion, respectively. Foreign currency had a 5-percentage-point negative impact on international revenue in 2012 compared with 2011, and a 6-percentage-point positive impact on international revenue in 2011 compared with 2010. Revenue from U.S. operations was \$1.46 billion in 2012, \$1.58 billion in 2011 and \$1.73 billion in 2010. In 2012 and 2011, the company's U.S. revenue declined 8% and 9%, respectively. The \$129 million, or 20%, and the \$191 million, or 23%, decline in revenue from the company's U.S. Federal business contributed approximately 9 and 13 percentage points to the rate of decline in U.S. revenue in 2012 and 2011, respectively.

Gross profit percent was 26.3% in 2012, 25.6% in 2011 and 26.7% in 2010. The increase in gross profit percent in 2012 compared with 2011 principally reflects a stronger mix of high-end enterprise server sales. The decrease in gross profit percent in 2011 compared with 2010 principally reflects lower revenue and margin in the company's U.S. Federal business.

Selling, general and administrative expenses were \$572.8 million in 2012 (15.5% of revenue), \$586.3 million in 2011 (15.2% of revenue) and \$617.1 million in 2010 (15.4% of revenue). The current year includes \$14.4 million higher pension expense when compared with 2011, as well as a gain of \$10.6 million related to the sale of a subsidiary which has been recorded as a reduction of selling, general and administrative expense (see Note 3 of the Notes to Consolidated Financial Statements). The decline in selling, general and administrative expenses in 2011 compared with 2010 reflects the company's continued focus on cost reduction.

Research and development (R&D) expenses in 2012 were \$81.5 million compared with \$76.1 million in 2011 and \$78.9 million in 2010. The increase in 2012 compared with 2011 was due to higher pension expense reported as a component of R&D.

In 2012, the company reported an operating profit of \$319.2 million compared with \$324.6 million in 2011 and \$375.7 million in 2010.

Pension expense for 2012 was \$108.2 million compared with pension expense of \$34.3 million in 2011 and pension income of \$2.9 million in 2010. For 2013, the company expects to recognize pension expense of approximately \$93.1 million. The company records pension income or expense, as well as other employee-related costs such as payroll taxes and medical insurance costs, in operating income in the following income statement categories: cost of revenue; selling, general and administrative expenses; and research and development expenses. The amount allocated to each category is based on where the salaries of active employees are charged.

Effective January 1, 2011, the company reinstated a company match to its U.S. 401(k) Savings Plan, which had been suspended effective January 1, 2009. The company matches 50 percent of the first 6 percent of eligible pay contributed by participants to the plan on a before-tax basis (subject to IRS limits). The charge to income related to the company match for the years ended December 31, 2012, 2011 and 2010 was \$12.1 million, \$12.5 million and zero, respectively.

During 2011, the company recorded a charge of \$13.5 million (\$6.4 million in cost of revenue and \$7.1 million in other income/expense) related to the loss of an old non-income tax case concerning the company's former Brazilian manufacturing operations. During 2011, the company also recorded \$14.3 million of income in other income/expense related to a favorable resolution of a Brazilian non-income tax case concerning tax on other income.

Interest expense was \$27.5 million in 2012, \$63.1 million in 2011 and \$101.8 million in 2010. The decline in all years reflects the debt reductions discussed herein. Based on the company's current outstanding debt, interest expense in 2013 is expected to be approximately \$10 million.

Other income (expense), net was expense of \$37.6 million in 2012, compared with expense of \$55.5 million in 2011 and expense of \$51.0 million in 2010. Included in 2012 were charges of \$30.6 million related to the debt reductions discussed herein and foreign exchange losses of \$8.1 million offset in part by interest income of \$10.3 million. Included in 2011 were charges of \$85.2 million related to the debt redemptions discussed herein offset in part by income of \$7.2 million related to the Brazilian matters discussed above, foreign exchange gains of \$17.2 million and interest income of \$15.4 million. Included in 2010 were foreign exchange losses of \$43.4 million (including \$19.9 million related to the Venezuelan devaluation, discussed below) and interest income of \$8.3 million.

Income from continuing operations before income taxes in 2012 was \$254.1 million compared with income of \$206.0 million in 2011 and income of \$222.9 million in 2010.

The provision for income taxes in 2012, 2011 and 2010 was \$97.3 million, \$64.8 million and \$58.8 million, respectively. The 2012 income tax provision includes \$9.2 million due to a reduction in the UK income tax rate (see Note 7 of the Notes to Consolidated Financial Statements), as well as a \$5.6 million benefit related to a UK tax credit. The 2011 and 2010 income tax provisions include benefits due to changes in judgment about the company's ability to realize deferred tax assets in future years resulting in a net decrease in valuation allowances of \$15.2 million and \$13.2 million, respectively. The 2011 income tax provision includes a benefit of \$28.3 million related to the settlement of two European tax matters, as well as a provision of \$8.4 million due to a reduction in the UK income tax rate.

The company evaluates quarterly the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The company will record a tax provision or benefit for those international subsidiaries that do not have a full valuation allowance against their deferred tax assets. Any profit or loss recorded for the company's U.S. continuing operations will have no provision or benefit associated with it due to its full valuation allowance, except with respect to benefits related to income from discontinued operations, refundable tax credits and withholding taxes not creditable against future taxable income. As a result, the company's provision or benefit for taxes will vary significantly period to period depending on the geographic distribution of income.

The realization of the company's net deferred tax assets as of December 31, 2012 is primarily dependent on forecasted future taxable income within certain foreign jurisdictions. Any reduction in estimated forecasted future taxable income may require the company to record an additional valuation allowance against the remaining deferred tax assets. Any increase or decrease in the valuation allowance would result in additional or lower income tax expense in such period and could have a significant impact on that period's earnings.

Net income from continuing operations attributable to Unisys Corporation for 2012 was income of \$129.4 million, or \$2.84 per diluted common share, compared with income of \$120.5 million, or \$2.71 per diluted common share, in 2011 and income of \$158.9 million, or income of \$3.67 per diluted common share, in 2010.

In 2010, the company sold its health information management (HIM) and its Unisys Insurance Services Limited (UISL) businesses and reported these businesses as discontinued operations. Income from discontinued operations for 2010 was \$77.2 million, or \$1.78 per diluted common share. See Note 3 of the Notes to Consolidated Financial Statements.

Due to recent year's inflation rates, the company's Venezuelan subsidiary has applied highly inflationary accounting beginning January 1, 2010. For those international subsidiaries operating in highly inflationary economies, the U.S. dollar is the functional currency, and as such, nonmonetary assets and liabilities are translated at historical exchange rates, and monetary assets and liabilities are translated at current exchange rates. Exchange gains and losses arising from translation are included in other income (expense), net. Effective January 11, 2010, the Venezuelan government devalued the Bolivar Fuerte by 50 percent by resetting the official exchange rate from 2.15 to the U.S. dollar to 4.30 to the U.S. dollar. As a result, the company recorded a foreign exchange loss in the first quarter of 2010 of approximately \$20 million. The company has used and continues to use the official exchange rate for translation purposes. At December 31, 2012, the company's operations in Venezuela had net monetary assets denominated in local currency of approximately \$20 million. Effective February 13, 2013, the Venezuelan government devalued its currency (Bolivar Fuerte) by resetting the official exchange rate from 4.30 to the U.S. dollar to 6.30 to the U.S. dollar. As a result, the company expects to record a pretax foreign exchange loss in the first quarter of 2013 of approximately \$7 million.

#### *Segment results*

The company has two business segments: Services and Technology. The products and services of each segment are marketed throughout the world to commercial businesses and governments. Revenue classifications by segment are as follows: Services – systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology – enterprise-class software and servers and other technology.

The accounting policies of each business segment are the same as those described in the summary of significant accounting policies. Intersegment sales and transfers are priced as if the sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profit on such shipments of company hardware and software to customers. The Services segment also includes hardware and software products sourced from third parties that are sold to customers through the company's Services channels. In the company's consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment's sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services engagements. The amount of such profit included in operating income of the Technology segment for the years ended December 31, 2012, 2011 and 2010, was \$11.5 million, \$8.2 million and \$7.2 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance on operating income exclusive of pension income or expense, restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments based principally on revenue, employees, square footage or usage. See Note 15 of the Notes to Consolidated Financial Statements.

Information by business segment for 2012, 2011 and 2010 is presented below:

(millions of dollars)	Total	Eliminations	Services	Technology
<b>2012</b>				
Customer revenue	\$3,706.4		\$3,192.4	\$ 514.0
Intersegment		\$ (123.1)	3.8	119.3
Total revenue	\$3,706.4	\$ (123.1)	\$3,196.2	\$ 633.3
Gross profit percent	26.3%		20.0%	63.9%
Operating income percent	8.6%		6.4%	33.1%
<b>2011</b>				
Customer revenue	\$3,853.8		\$3,354.6	\$ 499.2
Intersegment		\$ (102.6)	6.3	96.3
Total revenue	\$3,853.8	\$ (102.6)	\$3,360.9	\$ 595.5
Gross profit percent	25.6%		20.0%	56.9%
Operating income percent	8.4%		6.9%	21.5%
<b>2010</b>				
Customer revenue	\$4,019.6		\$3,457.4	\$ 562.2
Intersegment		\$ (116.6)	5.9	110.7
Total revenue	\$4,019.6	\$ (116.6)	\$3,463.3	\$ 672.9
Gross profit percent	26.7%		20.1%	55.0%
Operating income percent	9.3%		6.7%	21.1%

*Gross profit percent and operating income percent are as a percent of total revenue.*

Customer revenue by classes of similar products or services, by segment, for 2012, 2011 and 2010 is presented below:

Year ended December 31 (millions)	2012	2011	Percent Change	2010	Percent Change
<b>Services</b>					
Systems integration and consulting	\$ 1,079.3	\$ 1,164.7	(7.3)%	\$ 1,223.1	(4.8)%
Outsourcing	1,475.5	1,487.2	(.8)%	1,531.3	(2.9)%
Infrastructure services	442.4	487.0	(9.2)%	472.4	3.1%
Core maintenance	195.2	215.7	(9.5)%	230.6	(6.5)%
	<u>3,192.4</u>	<u>3,354.6</u>	<u>(4.8)%</u>	<u>3,457.4</u>	<u>(3.0)%</u>
<b>Technology</b>					
Enterprise-class software and servers	480.3	443.9	8.2%	462.5	(4.0)%
Other technology	33.7	55.3	(39.1)%	99.7	(44.5)%
	<u>514.0</u>	<u>499.2</u>	<u>3.0%</u>	<u>562.2</u>	<u>(11.2)%</u>
<b>Total</b>	<b>\$ 3,706.4</b>	<b>\$ 3,853.8</b>	<b>(3.8)%</b>	<b>\$ 4,019.6</b>	<b>(4.1)%</b>

In the Services segment, customer revenue was \$3.19 billion in 2012, \$3.35 billion in 2011 and \$3.46 billion in 2010. The decline in revenue from the company's U.S. Federal business contributed approximately 2 and 6 percentage points to the rate of decline in services revenue in 2012 and 2011, respectively. Foreign currency had about a 3-percentage-point negative impact on Services revenue in 2012 compared with 2011, and a 3-percentage-point positive impact in 2011 compared with 2010.

Revenue from systems integration and consulting decreased 7.3% in 2012 compared with 2011, and 2011 revenue declined 4.8% compared with 2010. The decline in revenue from the company's U.S. Federal business contributed approximately 6 and 5 percentage points to the rate of decline in systems integration and consulting revenue in 2012 and 2011, respectively.

Outsourcing revenue declined .8% in 2012 compared with 2011. In 2011 outsourcing revenue declined 2.9% compared with 2010 as the loss of \$117 million in TSA revenue in the company's U.S. Federal business, which was all included in information technology outsourcing (ITO) revenue, more than offset growth in other ITO outsourcing revenue. The decline in revenue from the company's U.S. Federal business contributed approximately zero and 9 percentage points to the rate of decline in outsourcing revenue in 2012 and 2011, respectively.

Infrastructure services revenue decreased 9.2% in 2012 compared with 2011 and increased 3.1% in 2011 compared with 2010.

Core maintenance revenue declined 9.5% in 2012 compared with 2011. Core maintenance revenue declined 6.5% in 2011 compared with 2010.

Services gross profit percent was 20.0% in 2012, 20.0% in 2011 and 20.1% in 2010. Services operating income percent was 6.4% in 2012 compared with 6.9% in 2011 and 6.7% in 2010.

In the Technology segment, customer revenue was \$514.0 million in 2012, \$499.2 million in 2011 and \$562.2 million in 2010. Foreign currency translation had about a 3-percentage-point negative impact on Technology revenue in 2012 compared with 2011, and a 2-percentage-point positive impact in 2011 compared with 2010.

Revenue from the company's enterprise-class software and servers increased 8.2% in 2012 compared with 2011 and decreased 4.0% in 2011 compared with 2010. The company's ClearPath revenue increased in 2012 compared with 2011 and was essentially flat in 2011 compared with 2010.

Revenue from other technology decreased 39.1% in 2012 compared with 2011 and decreased 44.5% in 2011 compared with 2010. The decline in both years was due to lower sales of third-party equipment.

Technology gross profit percent was 63.9% in 2012, 56.9% in 2011 and 55.0% in 2010. Technology operating income percent was 33.1% in 2012 compared with 21.5% in 2011 and 21.1% in 2010. The increases were due to a higher relative mix of ClearPath sales.

### **New accounting pronouncements**

See Note 5 of the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on the company's consolidated financial statements.

### **Financial condition**

The company's principal sources of liquidity are cash on hand, cash from operations and its revolving credit facility, discussed below. The company and certain international subsidiaries have access to uncommitted lines of credit from various banks. The company believes that it will have adequate sources of liquidity to meet its expected 2013 cash requirements.

Cash and cash equivalents at December 31, 2012 were \$655.6 million compared with \$714.9 million at December 31, 2011. The decline was principally due to cash used for the debt reductions described below.

As of December 31, 2012, \$449.7 million of cash and cash equivalents were held by the company's foreign subsidiaries and branches operating outside of the U.S. In the future, if these funds are needed for the company's operations in the U.S., the company may be required to accrue and pay taxes to repatriate these funds. See Note 7 of the Notes to Consolidated Financial Statements regarding the company's intention to indefinitely reinvest earnings of foreign subsidiaries.

During 2012, cash provided by operations was \$261.3 million compared with \$317.2 million in 2011. Cash provided by operations during 2012 was negatively impacted by an increase in cash contributions to the company's defined benefit pension plans, offset in part by lower cash payments for interest expense. During 2012, the company contributed cash of \$201.5 million to such plans compared with \$82.7 million during 2011. The principal reason for the increase was that in the current year, the company contributed \$111.1 million to its U.S. qualified defined benefit pension plan compared with no contributions to that plan in 2011.

Cash used for investing activities in 2012 was \$126.7 million compared with cash used of \$96.3 million in 2011. Net proceeds from investments in 2012 were \$1.3 million compared with net proceeds of \$3.0 million in 2011. Proceeds from investments and purchases of investments represent derivative financial instruments used to manage the company's currency exposure to market risks from changes in foreign currency exchange rates. During the year ended December 31, 2012, the net change in restricted deposits resulted in cash usage of \$.6 million compared with cash provided of \$50.7 million in 2011. In addition, the investment in marketable software was \$56.4 million in 2012 compared with \$51.7 million in 2011, capital additions of properties were \$40.1 million in 2012 compared with \$42.2 million in 2011 and capital additions of outsourcing assets were \$36.1 million in 2012 compared with \$40.5 million in 2011. The current year includes net proceeds of \$5.2 million related to sales of businesses and assets compared with net payments of \$15.6 million in 2011.

Cash used for financing activities during 2012 was \$204.4 million compared with cash used of \$319.4 million in 2011. The current year included net cash proceeds of \$204.8 million related to the issuance of 6.25% senior notes; cash payments to retire long-term debt of \$388.9 million (see discussion below); and \$16.2 million of dividends paid on preferred stock. The prior year included cash proceeds of \$249.7 million related to the issuance of preferred stock, net of issuance costs; cash payments to retire long-term debt of \$555.7 million; and \$12.2 million of dividends paid on preferred stock.

At December 31, 2012, total debt was \$210.3 million, a decrease of \$149.4 million from December 31, 2011.

On February 28, 2011, the company sold 2,587,500 shares of 6.25% mandatory convertible preferred stock for net proceeds of \$249.7 million. Each share of mandatory convertible preferred stock will automatically convert on March 1, 2014 into between 2.1899 and 2.6717 shares of the company's common stock, subject to adjustment, depending on the volume weighted average price per share of the company's common stock over the 20 consecutive trading days ending on the third trading day immediately preceding the mandatory conversion date. At any time prior to March 1, 2014, holders may elect to convert all or a portion of their shares of the mandatory convertible preferred stock at the minimum conversion rate of 2.1899 shares of the company's common stock, subject to adjustment.

The company pays dividends on each share of the mandatory convertible preferred stock on a cumulative basis at an annual rate of 6.25% on the initial liquidation preference of \$100 per share (equivalent to \$6.25 per share per year). Dividends accrue and accumulate from the date of issuance and, to the extent the company has lawfully available funds to pay dividends and the company's Board of Directors or an authorized committee of the Board of Directors declares a dividend payable, the company will pay dividends on March 1, June 1, September 1 and December 1 of each year prior to March 1, 2014 in cash and on March 1, 2014 or any earlier conversion date in cash, shares of the company's common stock, or a combination thereof, at the company's election. The annualized dividend on the mandatory convertible preferred stock is approximately \$16.2 million until conversion.

On August 21, 2012, the company issued \$210 million of 6.25% senior notes due 2017. During 2012, the company retired an aggregate principal amount of \$362.3 million of its long-term debt, comprised of all of the remaining \$186.2 million of its 12.75% senior secured notes due 2014, all of the remaining \$25.5 million of its 14 1/4% senior secured notes due 2015 and all of the remaining \$150.6 million of its 12.50% senior notes due 2016. The company used cash on hand and the net proceeds from the issuance of the 6.25% senior notes due 2017 to fund the retirement of this debt. During 2011, the company retired an aggregate principal amount of \$477.9 million of long-term debt which was funded by the sale of mandatory convertible preferred stock (see Note 17 of the Notes to Consolidated Financial Statements) and cash on hand.

In June 2011, the company entered into a five-year secured revolving credit facility which provides for loans and letters of credit up to an aggregate amount of \$150 million (with a limit on letters of credit of \$100 million). Borrowing limits under the credit agreement are based upon the amount of eligible U.S. accounts receivable. At December 31, 2012, the company had no borrowings and \$26.3 million of letters of credit outstanding under the facility. At December 31, 2012, availability under the facility was \$94.7 million net of letters of credit issued. Borrowings under the facility will bear interest based on short-term rates. The credit agreement contains customary representations and warranties, including that there has been no material adverse change in the company's business, properties, operations or financial condition. It also contains financial covenants requiring the company to maintain a minimum fixed charge coverage ratio and, if the company's consolidated cash plus availability under the credit facility falls below \$130 million, a maximum secured leverage ratio. The credit agreement allows the company to pay dividends on its preferred stock unless the company is in default and to, among other things, repurchase its equity, prepay other debt, incur other debt or liens, dispose of assets and make acquisitions, loans and investments, provided the company complies with certain requirements and limitations set forth in the agreement. Events of default include non-payment, failure to comply with covenants, materially incorrect representations and warranties, change of control and default under other debt aggregating at least \$50 million. The credit facility is guaranteed by Unisys Holding Corporation, Unisys NPL, Inc. and any future material domestic subsidiaries. The facility is secured by the assets of Unisys Corporation and the subsidiary guarantors, other than certain excluded assets. The company may elect to prepay or terminate the credit facility without penalty.

At December 31, 2012, the company has met all covenants and conditions under its various lending agreements. The company expects to continue to meet these covenants and conditions.

At December 31, 2012, the company had outstanding standby letters of credit and surety bonds of approximately \$324 million related to performance and payment guarantees. On the basis of experience with these arrangements, the company believes that any obligations that may arise will not be material.

As described more fully in Notes 9 and 11 of the Notes to Consolidated Financial Statements, at December 31, 2012, the company had certain cash obligations, which are due as follows:

(millions of dollars)	Total	Less than 1 year	1- 3 years	4- 5 years	After 5 years
Long-term debt	\$210.3	\$ .3	\$ –	\$ 210.0	\$ –
Interest payments on long-term debt	65.4	12.9	26.3	26.2	–
Operating leases	271.2	65.7	101.7	57.4	46.4
Minimum purchase obligations	61.9	30.6	31.3	–	–
Total	\$608.8	\$ 109.5	\$ 159.3	\$ 293.6	\$ 46.4

As described in Note 16 of the Notes to Consolidated Financial Statements, in 2013, the company expects to make cash contributions of \$146.3 million to its worldwide defined benefit pension plans, which is comprised of \$111.8 million primarily for non-U.S. defined benefit pension plans and \$34.5 million for the company's U.S. qualified defined benefit pension plan.

The company has on file with the Securities and Exchange Commission an effective registration statement, expiring in June of 2015, covering debt or equity securities, which enables the company to be prepared for future market opportunities.

The company may, from time to time, redeem, tender for, or repurchase its securities in the open market or in privately negotiated transactions depending upon availability, market conditions and other factors.

In December 2012, the company's Board of Directors authorized the company to purchase up to an aggregate of \$50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014. Under the authorization, the company can repurchase shares in the open market, which may include the use of 10b5-1 plans, or through privately negotiated transactions. The timing of repurchases, if any, will depend upon several factors, including market and business conditions. Share repurchases may be suspended or discontinued at any time. As of December 31, 2012, no shares have been purchased.

## **Market risk**

The company has exposure to interest rate risk from its short-term and long-term debt. In general, the company's long-term debt is fixed rate and, to the extent it has any, its short-term debt is variable rate. See Note 9 of the Notes to Consolidated Financial Statements for components of the company's long-term debt. The company believes that the market risk assuming a hypothetical 10% increase in interest rates would not be material to the fair value of these financial instruments, or the related cash flows, or future results of operations.

The company is also exposed to foreign currency exchange rate risks. The company is a net receiver of currencies other than the U.S. dollar and, as such, can benefit from a weaker dollar, and can be adversely affected by a stronger dollar relative to currencies worldwide. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, may adversely affect consolidated revenue and operating margins as expressed in U.S. dollars. Currency exposure gains and losses are mitigated by purchasing components and incurring expenses in local currencies.

In addition, the company uses derivative financial instruments, primarily foreign exchange forward contracts, to reduce its exposure to market risks from changes in foreign currency exchange rates on intercompany balances. See Note 12 of the Notes to Consolidated Financial Statements for additional information on the company's derivative financial instruments.

The company has performed a sensitivity analysis assuming a hypothetical 10% adverse movement in foreign currency exchange rates applied to these derivative financial instruments described above. As of December 31, 2012 and 2011, the analysis indicated that such market movements would have reduced the estimated fair value of these derivative financial instruments by approximately \$43 million and \$13 million, respectively. Based on changes in the timing and amount of interest rate and foreign currency exchange rate movements and the company's actual exposures and hedges, actual gains and losses in the future may differ from the above analysis.

## **Critical accounting policies**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Certain accounting policies, methods and estimates are particularly important because of their significance to the financial statements and because of the possibility that future events affecting them may differ from management's current judgments. The company bases its estimates and judgments on historical experience and on other assumptions that it believes are reasonable under the circumstances; however, to the extent there are material differences between these estimates, judgments and assumptions and actual results, the financial statements will be affected. Although there are a number of accounting policies, methods and estimates affecting the company's financial statements as described in Note 1 of the Notes to Consolidated Financial Statements, the following critical accounting policies reflect the significant estimates, judgments and assumptions. The development and selection of these critical accounting policies have been determined by management of the company and the related disclosures have been reviewed with the Audit Committee of the Board of Directors.

### *Outsourcing*

Typically, the initial terms of the company's outsourcing contracts are between 3 and 5 years. In certain of these arrangements, the company hires certain of the customers' employees and often becomes responsible for the related employee obligations, such as pension and severance commitments. In addition, system development activity on outsourcing contracts often requires significant upfront investments by the company. The company funds these investments, and any employee-related obligations, from customer prepayments and operating cash flow. Also, in the early phases of these contracts, gross margins may be lower than in later years when the work force and facilities have been rationalized for efficient operations, and an integrated systems solution has been implemented.

Revenue under these contracts is recognized when the company performs the services or processes transactions in accordance with contractual performance standards. Customer prepayments (even if nonrefundable) are deferred (classified as a liability) and recognized systematically as revenue over the initial contract term.

Costs on outsourcing contracts are charged to expense as incurred. However, direct costs incurred related to the inception of an outsourcing contract are deferred and charged to expense over the initial contract term. These costs consist principally of initial customer setup and employment obligations related to employees hired under terms of the outsourcing contracts. In addition, the costs of equipment and software, some of which are internally developed, are capitalized and depreciated over the shorter of their life or the initial contract term.

Recoverability of outsourcing assets is subject to various business risks, including the timely completion and ultimate cost of the outsourcing solution, and realization of expected profitability of existing outsourcing contracts. The company quarterly compares the carrying value of the outsourcing assets with the undiscounted future cash flows expected to be generated by the outsourcing assets to determine if there is an impairment. If impaired, the outsourcing assets are reduced to an estimated fair value on a discounted cash flow approach. The company prepares its cash flow estimates based on assumptions that it believes to be reasonable but are also inherently uncertain. Actual future cash flows could differ from these estimates. At December 31, 2012 and 2011, the net capitalized amount related to outsourcing contracts was \$126.3 million and \$137.9 million, respectively.

#### *Revenue recognition*

The majority of the company's sales agreements contain standard business terms and conditions; however, some agreements contain multiple elements or non-standard terms and conditions. As discussed in Note 1 of the Notes to Consolidated Financial Statements, the company enters into multiple-element arrangements, which may include any combination of hardware, software or services. As a result, significant contract interpretation is sometimes required to determine the appropriate accounting, including whether the deliverables specified in a multiple-element arrangement should be treated as separate units of accounting for revenue recognition purposes, and, if so, how the price should be allocated among the elements and when to recognize revenue for each element. The company recognizes revenue on delivered elements only if: (a) any undelivered products or services are not essential to the functionality of the delivered products or services, (b) the company has an enforceable claim to receive the amount due in the event it does not deliver the undelivered products or services, (c) there is evidence of the selling price for each undelivered product or service, and (d) the revenue recognition criteria otherwise have been met for the delivered elements. Otherwise, revenue on delivered elements is recognized as the undelivered elements are delivered. For arrangements with multiple elements involving the licensing or sale of software and software-related elements, the allocation of revenue is based on vendor-specific objective evidence (VSOE), which is based upon normal pricing and discounting practices for those products and services when sold separately. The company's continued ability to determine VSOE of fair value will depend on continued sufficient volumes and sufficient consistent pricing of stand-alone sales of such undelivered elements. In addition, the company's revenue recognition policy states that revenue is not recognized until collectibility is deemed probable. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition.

For long-term fixed price systems integration contracts, the company recognizes revenue and profit as the contracts progress using the percentage-of-completion method of accounting, which relies on estimates of total expected contract revenues and costs. The company follows this method because reasonably dependable estimates of the revenue and costs applicable to various elements of a contract can be made. The financial reporting of these contracts depends on estimates, which are assessed continually during the term of the contracts and therefore, recognized revenues and profit are subject to revisions as the contract progresses to completion. Revisions in profit estimates are reflected in the period in which the facts that give rise to the revision become known. Accordingly, favorable changes in estimates result in additional revenue and profit recognition, and unfavorable changes in estimates result in a reduction of recognized revenue and profit. When estimates indicate that a loss will be incurred on a contract upon completion, a provision for the expected loss is recorded in the period in which the loss becomes evident. As work progresses under a loss contract, revenue continues to be recognized,

and a portion of the contract costs incurred in each period is charged to the contract loss reserve. For other systems integration projects, the company recognizes revenue when the services have been performed.

### *Income Taxes*

Accounting rules governing income taxes require that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. These rules also require that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or the entire deferred tax asset will not be realized.

At December 31, 2012 and 2011, the company had deferred tax assets in excess of deferred tax liabilities of \$2,897.5 million and \$2,822.8 million, respectively. For the reasons cited below, at December 31, 2012 and 2011, management determined that it is more likely than not that \$165.7 million and \$174.3 million, respectively, of such assets will be realized, resulting in a valuation allowance of \$2,731.8 million and \$2,648.5 million, respectively.

The company evaluates the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization are the company's historical profitability, forecast of future taxable income and available tax-planning strategies that could be implemented to realize the net deferred tax assets. The company uses tax-planning strategies to realize or renew net deferred tax assets to avoid the potential loss of future tax benefits.

Failure to achieve forecasted taxable income might affect the ultimate realization of the net deferred tax assets. Factors that may affect the company's ability to achieve sufficient forecasted taxable income include, but are not limited to, the following: increased competition, a decline in sales or margins, loss of market share, delays in product availability or technological obsolescence. See "Factors that may affect future results."

Internal Revenue Code Sections 382 and 383 provide annual limitations with respect to the ability of a corporation to utilize its net operating loss and tax credit carryforwards, respectively, against future U.S. taxable income, if the corporation experiences an "ownership change." The company has determined that, for the purposes of the rules of Section 382, an ownership change occurred in February 2011. See Note 7 of the Notes to Consolidated Financial Statements.

The company's provision for income taxes and the determination of the resulting deferred tax assets and liabilities involve a significant amount of management judgment and are based on the best information available at the time. The company operates within federal, state and international taxing jurisdictions and is subject to audit in these jurisdictions. These audits can involve complex issues, which may require an extended period of time to resolve. As a result, the actual income tax liabilities in the jurisdictions with respect to any fiscal year are ultimately determined long after the financial statements have been published.

Accounting rules governing income taxes also prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The company maintains reserves for estimated tax exposures including penalties and interest. Income tax exposures include potential challenges of intercompany pricing and other tax matters. Exposures are settled primarily through the settlement of audits within these tax jurisdictions, but can also be affected by changes in applicable tax law or other factors, which could cause management of the company to believe a revision of past estimates is appropriate. Management believes that an appropriate liability has been established for estimated exposures; however, actual results may differ materially from these estimates. The liabilities are reviewed quarterly for their adequacy and appropriateness. See Note 7 of the Notes to Consolidated Financial Statements.

### *Pensions*

Accounting rules governing defined benefit pension plans require that amounts recognized in financial statements be determined on an actuarial basis. The measurement of the company's pension obligations, costs and liabilities is dependent on a variety of assumptions selected by the company and used by the company's actuaries. These assumptions include

estimates of the present value of projected future pension payments to plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. The assumptions used in developing the required estimates include the following key factors: discount rates, salary growth, retirement rates, inflation, expected return on plan assets and mortality rates.

As permitted for purposes of computing pension expense, the company uses a calculated value of plan assets (which is further described below). This allows that the effects of the performance of the pension plan's assets on the company's computation of pension income or expense be amortized over future periods. A substantial portion of the company's pension plan assets relates to its qualified defined benefit plan in the United States.

A significant element in determining the company's pension income or expense is the expected long-term rate of return on plan assets. The company sets the expected long-term rate of return based on the expected long-term return of the various asset categories in which it invests. The company considers the current expectations for future returns and the actual historical returns of each asset class. Also, because the company's investment policy is to actively manage certain asset classes where the potential exists to outperform the broader market, the expected returns for those asset classes are adjusted to reflect the expected additional returns. For 2013 and 2012, the company has assumed that the expected long-term rate of return on U.S. plan assets will be 8.00% for both years and on the company's non-U.S. plan assets will be 6.40% and 6.59%, respectively. A change of 25 basis points in the expected long-term rate of return for the company's U.S. and non-U.S. pension plans causes a change of approximately \$9 million and \$6 million, respectively, in pension expense. The assumed long-term rate of return on assets is applied to a calculated value of plan assets, which recognizes changes in the fair value of plan assets in a systematic manner over four years. This produces the expected return on plan assets that is included in pension income or expense. The difference between this expected return and the actual return on plan assets is deferred. The net deferral of past asset gains or losses affects the calculated value of plan assets and, ultimately, future pension income or expense. At December 31, 2012, for the company's U.S. qualified defined benefit pension plan, the calculated value of plan assets was \$3.82 billion and the fair value was \$3.79 billion.

At the end of each year, the company determines the discount rate to be used to calculate the present value of plan liabilities. The discount rate is an estimate of the current interest rate at which the pension liabilities could be effectively settled at the end of the year. In estimating this rate, the company looks to rates of return on high-quality, fixed-income investments that (a) receive one of the two highest ratings given by a recognized ratings agency and (b) are currently available and expected to be available during the period to maturity of the pension benefits. At December 31, 2012, the company determined this rate to be 4.01% for its U.S. defined benefit pension plans, a decrease of 95 basis points from the rate used at December 31, 2011. A change of 25 basis points in the U.S. and non-U.S. discount rates causes a change in pension expense of approximately \$2 million and \$5 million, respectively, and a change of approximately \$140 million and \$122 million, respectively, in the benefit obligation. The net effect of changes in the discount rate, as well as the net effect of other changes in actuarial assumptions and experience, has been deferred, as permitted.

Gains and losses are defined as changes in the amount of either the projected benefit obligation or plan assets resulting from experience different from that assumed and from changes in assumptions. Because gains and losses may reflect refinements in estimates as well as real changes in economic values and because some gains in one period may be offset by losses in another and vice versa, the accounting rules do not require recognition of gains and losses as components of net pension cost of the period in which they arise.

As a minimum, amortization of an unrecognized net gain or loss must be included as a component of net pension cost for a year if, as of the beginning of the year, that unrecognized net gain or loss exceeds 10 percent of the greater of the projected benefit obligation or the calculated value of plan assets. If amortization is required, the minimum amortization is that excess above the 10 percent divided by the average remaining life expectancy of the plan participants. For the company's U.S. qualified defined benefit pension plan and the company's non-U.S. pension plans, that period is approximately 19 years. At December 31, 2012, based on the calculated value of plan assets, the estimated unrecognized loss for the company's U.S. qualified defined benefit pension plan and the company's non-U.S. pension plans was \$3.17 billion and \$.8 billion, respectively.

For the year ended December 31, 2012, the company recognized consolidated pretax pension expense of \$108.2 million, compared with pretax pension expense of \$34.3 million for the year ended December 31, 2011. For 2013, the company expects to recognize pension expense of \$93.1 million. See Note 16 of the Notes to Consolidated Financial Statements.

## Factors that may affect future results

From time to time, the company provides information containing “forward-looking” statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events and include any statement that does not directly relate to any historical or current fact. Words such as “anticipates,” “believes,” “expects,” “intends,” “plans,” “projects” and similar expressions may identify such forward-looking statements. All forward-looking statements rely on assumptions and are subject to risks, uncertainties and other factors that could cause the company’s actual results to differ materially from expectations. Factors that could affect future results include, but are not limited to, those discussed below. Any forward-looking statement speaks only as of the date on which that statement is made. The company assumes no obligation to update any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made.

Factors that could affect future results include the following:

*Future results will depend in part on the company’s ability to drive profitable growth in consulting and systems integration.* The company’s ability to grow profitably in this business will depend on the level of demand for systems integration projects and the portfolio of solutions the company offers for specific industries. It will also depend on an efficient utilization of services delivery personnel. In addition, profit margins in this business are largely a function of the rates the company is able to charge for services and the chargeability of its professionals. If the company is unable to attain sufficient rates and chargeability for its professionals, profit margins will be adversely affected. The rates the company is able to charge for services are affected by a number of factors, including clients’ perception of the company’s ability to add value through its services; introduction of new services or products by the company or its competitors; pricing policies of competitors; and general economic conditions. Chargeability is also affected by a number of factors, including the company’s ability to transition employees from completed projects to new engagements, and its ability to forecast demand for services and thereby maintain an appropriate headcount.

*The company’s future results will depend in part on its ability to take on, successfully implement and grow outsourcing operations.* The company’s outsourcing contracts are multiyear engagements under which the company takes over management of a client’s technology operations, business processes or networks. In a number of these arrangements, the company hires certain of its clients’ employees and may become responsible for the related employee obligations, such as pension and severance commitments. In addition, system development activity on outsourcing contracts may require the company to make significant upfront investments. The company will need to have available sufficient financial resources in order to take on these obligations and make these investments.

Recoverability of outsourcing assets is dependent on various factors, including the timely completion and ultimate cost of the outsourcing solution, and realization of expected profitability of existing outsourcing contracts. These risks could result in an impairment of a portion of the associated assets, which are tested for recoverability quarterly.

As long-term relationships, outsourcing contracts provide a base of recurring revenue. However, outsourcing contracts are highly complex and can involve the design, development, implementation and operation of new solutions and the transitioning of clients from their existing business processes to the new environment. In the early phases of these contracts, gross margins may be lower than in later years when an integrated solution has been implemented, the duplicate costs of transitioning from the old to the new system have been eliminated and the work force and facilities have been rationalized for efficient operations. Future results will depend on the company’s ability to effectively and timely complete these implementations, transitions and rationalizations.

*Future results will also depend, in part, on market demand for the company's high-end enterprise servers and maintenance on these servers. The company continues to apply its resources to develop value-added software capabilities and optimized solutions for these server platforms which provide competitive differentiation. Future results will depend on the company's ability to maintain its installed base for ClearPath and to develop next-generation ClearPath products to expand the market.*

*The company faces aggressive competition in the information services and technology marketplace, which could lead to reduced demand for the company's products and services and could have an adverse effect on the company's business. The information services and technology markets in which the company operates include a large number of companies vying for customers and market share both domestically and internationally. The company's competitors include consulting and other professional services firms, systems integrators, outsourcing providers, infrastructure services providers, computer hardware manufacturers and software providers. Some of the company's competitors may develop competing products and services that offer better price-performance or that reach the market in advance of the company's offerings. Some competitors also have or may develop greater financial and other resources than the company, with enhanced ability to compete for market share, in some instances through significant economic incentives to secure contracts. Some also may be better able to compete for skilled professionals. Any of these factors could lead to reduced demand for the company's products and services and could have an adverse effect on the company's business. Future results will depend on the company's ability to mitigate the effects of aggressive competition on revenues, pricing and margins and on the company's ability to attract and retain talented people.*

*The company's future results will depend on its ability to retain significant clients. The company has a number of significant long-term contracts with clients, including governmental entities, and its future success will depend, in part, on retaining its relationships with these clients. The company could lose clients for such reasons as contract expiration, conversion to a competing service provider, disputes with clients or a decision to in-source services, including for contracts with governmental entities as part of the rebid process. The company could also lose clients as a result of their merger, acquisition or business failure. The company may not be able to replace the revenue and earnings from any such lost client.*

*The company's future results will depend upon its ability to effectively anticipate and respond to volatility and rapid technological change in its industry. The company operates in a highly volatile industry characterized by rapid technological change, evolving technology standards, short product life cycles and continually changing customer demand patterns. Future success will depend in part on the company's ability to anticipate and respond to these market trends and to design, develop, introduce, deliver or obtain new and innovative products, services and software on a timely and cost-effective basis. The company may not be successful in anticipating or responding to changes in technology, industry standards or customer preferences, and the market may not demand or accept its services and product offerings. In addition, products and services developed by competitors may make the company's offerings less competitive.*

*The company's business can be adversely affected by global economic conditions, acts of war, terrorism or natural disasters. The company's financial results have been impacted by the global economic slowdown in recent years. If economic conditions worsen, the company could see reductions in demand and increased pressure on revenue and profit margins. The company could also see a further consolidation of clients, which could also result in a decrease in demand. The company's business could also be affected by acts of war, terrorism or natural disasters. Current world tensions could escalate, and this could have unpredictable consequences on the world economy and on the company's business.*

*The company has significant pension obligations and may be required to make significant cash contributions to its defined benefit pension plans. The company has unfunded obligations under its U.S. and non-U.S. defined benefit pension plans. Based on current legislation, recent interest rates and expected returns, in 2013 the company estimates that it will make cash contributions of \$146.3 million to its worldwide defined benefit pension plans, which is comprised of \$34.5 million for the company's U.S. qualified defined benefit pension plan and \$111.8 million primarily for non-U.S. defined benefit pension plans.*

Deterioration in the value of the company's worldwide defined benefit pension plan assets, as well as discount rate changes, could require the company to make larger cash contributions to its defined benefit pension plans in the future. In addition, the funding of plan deficits over a shorter period of time than currently anticipated could result in making cash contributions to these plans on a more accelerated basis. Either of these events would reduce the cash available for working capital and other corporate uses and may have an adverse impact on the company's operations, financial condition and liquidity.

*The company's future results will depend on its ability to continue to reduce costs, focus its global resources and simplify its business structure.* Over the past several years, the company has implemented significant cost-reduction measures and continues to focus on measures intended to further improve cost efficiency. Future results will depend on the success of these efforts as well as on the company's continued ability to focus its global resources and simplify its business structure.

*The company's contracts may not be as profitable as expected or provide the expected level of revenues.* In a number of the company's long-term contracts for infrastructure services, outsourcing, help desk and similar services, the company's revenue is based on the volume of products and services provided. As a result, revenue levels anticipated at the contract's inception are not guaranteed. In addition, some of these contracts may permit termination at the customer's discretion before the end of the contract's term or may permit termination or impose other penalties if the company does not meet the performance levels specified in the contracts.

The company's contracts with governmental entities are subject to the availability of appropriated funds. These contracts also contain provisions allowing the governmental entity to terminate the contract at the governmental entity's discretion before the end of the contract's term. In addition, if the company's performance is unacceptable to the customer under a government contract, the government retains the right to pursue remedies under the affected contract, which remedies could include termination.

Certain of the company's outsourcing agreements require that the company's prices be benchmarked if the customer requests it and provide that those prices may be adjusted downward if the pricing for similar services in the market has changed. As a result, revenues anticipated at the beginning of the terms of these contracts may decline in the future.

Some of the company's systems integration contracts are fixed-price contracts under which the company assumes the risk for delivery of the contracted services and products at an agreed-upon fixed price. Should the company experience problems in performing fixed-price contracts on a profitable basis, adjustments to the estimated cost to complete may be required. Future results will depend on the company's ability to perform these services contracts profitably.

*The company's contracts with U.S. governmental agencies may subject the company to audits, criminal penalties, sanctions and other expenses and fines.* The company frequently enters into contracts with governmental entities. U.S. government agencies, including the Defense Contract Audit Agency and the Department of Labor, routinely audit government contractors. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. The U.S. government also may review the adequacy of, and a contractor's compliance with contract terms and conditions, its systems and policies, including the contractor's purchasing, property, estimating, billing, accounting, compensation and management information systems. Any costs found to be overcharged or improperly allocated to a specific contract or any amounts improperly billed or charged for products or services will be subject to reimbursement to the government. In addition, government contractors, such as the company, are required to disclose credible evidence of certain violations of law and contract overpayments to the federal government. If the company is found to have participated in improper or illegal activities, the company may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from doing business with the U.S. government. Any negative publicity related to such contracts, regardless of the accuracy of such publicity, may adversely affect the company's business or reputation.

*The company may face damage to its reputation or legal liability if its clients are not satisfied with its services or products.* The success of the company's business is dependent on strong, long-term client relationships and on its reputation for responsiveness and quality. As a result, if a client is not satisfied with the company's services or products, its reputation

could be damaged and its business adversely affected. Allegations by private litigants or regulators of improper conduct, as well as negative publicity and press speculation about the company, whatever the outcome and whether or not valid, may harm its reputation. In addition to harm to reputation, if the company fails to meet its contractual obligations, it could be subject to legal liability, which could adversely affect its business, operating results and financial condition.

*Breaches of data security could expose the company to legal liability and could harm the company's business and reputation.* The company's business includes managing, processing, storing and transmitting proprietary and confidential data, including personal information, within the company's own IT systems and those the company designs, develops, hosts or manages for clients. Breaches of data security involving these systems by hackers, other third parties or the company's employees, despite established security controls with respect to this data, could result in the loss of data or the unauthorized disclosure or misuse of confidential information of the company, its clients, or others. This could result in litigation and legal liability for the company, lead to the loss of existing or potential clients, adversely affect the market's perception of the security and reliability of the company's products and services and lead to shutdowns or disruptions of the company's IT systems. In addition, such breaches could subject the company to fines and penalties for violations of data privacy laws. This may negatively impact the company's reputation and financial results.

*Future results will depend in part on the performance and capabilities of third parties with whom the company has commercial relationships.* The company has commercial relationships with suppliers, channel partners and other parties that have complementary products, services or skills. Future results will depend, in part, on the performance and capabilities of these third parties, on the ability of external suppliers to deliver components at reasonable prices and in a timely manner, and on the financial condition of, and the company's relationship with, distributors and other indirect channel partners.

*More than half of the company's revenue is derived from operations outside of the United States, and the company is subject to the risks of doing business internationally.* More than half of the company's total revenue is derived from international operations. The risks of doing business internationally include foreign currency exchange rate fluctuations, currency restrictions and devaluations, changes in political or economic conditions, trade protection measures, import or export licensing requirements, multiple and possibly overlapping and conflicting tax laws, new tax legislation, weaker intellectual property protections in some jurisdictions and additional legal and regulatory compliance requirements applicable to businesses that operate internationally, including the Foreign Corrupt Practices Act and non-U.S. laws and regulations.

*Financial market conditions may inhibit the company's ability to access capital and credit markets to address its liquidity needs.* Financial market conditions may impact the company's ability to borrow, to refinance its outstanding debt, or to utilize surety bonds, letters of credit, foreign exchange derivatives and other financial instruments the company uses to conduct its business. Although the company primarily uses cash on hand to address its liquidity needs, its ability to do so assumes that its operations will continue to generate sufficient cash.

*The company's services or products may infringe upon the intellectual property rights of others.* The company cannot be sure that its services and products do not infringe on the intellectual property rights of third parties, and it may have infringement claims asserted against it or against its clients. These claims could cost the company money, prevent it from offering some services or products, or damage its reputation.

*Pending litigation could affect the company's results of operations or cash flow.* There are various lawsuits, claims, investigations and proceedings that have been brought or asserted against the company, which arise in the ordinary course of business, including actions with respect to commercial and government contracts, labor and employment, employee benefits, environmental matters, intellectual property and non-income tax and employment compensation in Brazil. See Note 14 of the Notes to Consolidated Financial Statements for more information on litigation. The company believes that it has valid defenses with respect to legal matters pending against it. Litigation is inherently unpredictable, however, and it is possible that the company's results of operations or cash flow could be materially affected in any particular period by the resolution of one or more of the legal matters pending against it.

*The company could face business and financial risk in implementing future dispositions or acquisitions.* As part of the company's business strategy, it may from time to time consider disposing of existing technologies, products and businesses that may no longer be in alignment with its strategic direction, including transactions of a material size, or acquiring complementary technologies, products and businesses. Potential risks with respect to dispositions include difficulty finding buyers or alternative exit strategies on acceptable terms in a timely manner; potential loss of employees or clients; dispositions at unfavorable prices or on unfavorable terms, including relating to retained liabilities; and post closing indemnity claims. Any acquisitions may result in the incurrence of substantial additional indebtedness or contingent liabilities. Acquisitions could also result in potentially dilutive issuances of equity securities and an increase in amortization expenses related to intangible assets. Additional potential risks associated with acquisitions include integration difficulties; difficulties in maintaining or enhancing the profitability of any acquired business; risks of entering markets in which the company has no or limited prior experience; potential loss of employees or failure to maintain or renew any contracts of any acquired business; and expenses of any undiscovered or potential liabilities of the acquired product or business, including relating to employee benefits contribution obligations or environmental requirements. Further, with respect to both dispositions and acquisitions, management's attention could be diverted from other business concerns. Adverse credit conditions could also affect the company's ability to consummate dispositions or acquisitions. The risks associated with dispositions and acquisitions could have a material adverse effect upon the company's business, financial condition and results of operations. There can be no assurance that the company will be successful in consummating future dispositions or acquisitions on favorable terms or at all.

# Unisys Corporation

## Consolidated Financial Statements

### Consolidated Statements of Income

Year ended December 31 (millions, except per share data)

	2012	2011	2010
<b>Revenue</b>			
Services	\$3,192.4	\$3,354.6	\$3,457.4
Technology	514.0	499.2	562.2
	<b>3,706.4</b>	<b>3,853.8</b>	<b>4,019.6</b>
<b>Costs and expenses</b>			
Cost of revenue:			
Services	2,567.7	2,672.8	2,731.8
Technology	165.2	194.0	216.1
	<b>2,732.9</b>	<b>2,866.8</b>	<b>2,947.9</b>
Selling, general and administrative expenses	572.8	586.3	617.1
Research and development expenses	81.5	76.1	78.9
	<b>3,387.2</b>	<b>3,529.2</b>	<b>3,643.9</b>
<b>Operating profit</b>	<b>319.2</b>	<b>324.6</b>	<b>375.7</b>
<b>Interest expense</b>	<b>27.5</b>	<b>63.1</b>	<b>101.8</b>
<b>Other income (expense), net</b>	<b>(37.6)</b>	<b>(55.5)</b>	<b>(51.0)</b>
<b>Income from continuing operations before income taxes</b>	<b>254.1</b>	<b>206.0</b>	<b>222.9</b>
<b>Provision for income taxes</b>	<b>97.3</b>	<b>64.8</b>	<b>58.8</b>
<b>Consolidated net income before discontinued operations</b>	<b>156.8</b>	<b>141.2</b>	<b>164.1</b>
<b>Income from discontinued operations, net of tax</b>	<b>–</b>	<b>–</b>	<b>77.2</b>
<b>Consolidated net income</b>	<b>156.8</b>	<b>141.2</b>	<b>241.3</b>
<b>Net income attributable to noncontrolling interests</b>	<b>11.2</b>	<b>7.2</b>	<b>5.2</b>
<b>Net income attributable to Unisys Corporation</b>	<b>145.6</b>	<b>134.0</b>	<b>236.1</b>
<b>Preferred stock dividends</b>	<b>16.2</b>	<b>13.5</b>	<b>–</b>
<b>Net income attributable to Unisys Corporation common shareholders</b>	<b>\$ 129.4</b>	<b>\$ 120.5</b>	<b>\$ 236.1</b>
<b>Amounts attributable to Unisys Corporation common shareholders</b>			
<b>Income from continuing operations, net of tax</b>	<b>\$ 129.4</b>	<b>\$ 120.5</b>	<b>\$ 158.9</b>
<b>Income from discontinued operations, net of tax</b>	<b>–</b>	<b>–</b>	<b>77.2</b>
<b>Net income attributable to Unisys Corporation common shareholders</b>	<b>\$ 129.4</b>	<b>\$ 120.5</b>	<b>\$ 236.1</b>
<b>Earnings per common share attributable to Unisys Corporation</b>			
Basic			
Continuing operations	\$ 2.95	\$ 2.79	\$ 3.74
Discontinued operations	–	–	1.81
Total	\$ 2.95	\$ 2.79	\$ 5.55
Diluted			
Continuing operations	\$ 2.84	\$ 2.71	\$ 3.67
Discontinued operations	–	–	1.78
Total	\$ 2.84	\$ 2.71	\$ 5.45

See notes to consolidated financial statements.

# Unisys Corporation

## Consolidated Statements of Comprehensive Income

Year ended December 31 (millions)	2012	2011	2010
<b>Consolidated net income</b>	<b>\$ 156.8</b>	<b>\$ 141.2</b>	<b>\$241.3</b>
<b>Other comprehensive income</b>			
<b>Foreign currency translation</b>	<b>17.7</b>	<b>(46.3)</b>	<b>24.2</b>
<b>Postretirement adjustments, net of tax of \$(28.3) in 2012, \$(20.3) in 2011 and \$22.1 in 2010</b>	<b>(452.3)</b>	<b>(728.5)</b>	<b>62.7</b>
<b>Total other comprehensive income (loss)</b>	<b>(434.6)</b>	<b>(774.8)</b>	<b>86.9</b>
<b>Comprehensive income (loss)</b>	<b>(277.8)</b>	<b>(633.6)</b>	<b>328.2</b>
<b>Comprehensive income attributable to noncontrolling interests</b>	<b>(9.3)</b>	<b>(5.0)</b>	<b>(6.9)</b>
<b>Comprehensive income (loss) attributable to Unisys Corporation</b>	<b>\$(287.1)</b>	<b>\$(638.6)</b>	<b>\$321.3</b>

See notes to consolidated financial statements.

# Unisys Corporation

## Consolidated Balance Sheets

December 31 (millions)	2012	2011
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 655.6	\$ 714.9
Accounts and notes receivable, net	670.2	673.0
Inventories:		
Parts and finished equipment	29.3	38.1
Work in process and materials	20.7	26.7
Deferred income taxes	21.6	27.1
Prepaid expenses and other current assets	115.0	123.6
<b>Total</b>	<b>1,512.4</b>	<b>1,603.4</b>
<b>Properties</b>		
Less – Accumulated depreciation and amortization	1,262.2	1,257.2
Properties, net	176.4	191.3
<b>Outsourcing assets, net</b>	<b>126.3</b>	<b>137.9</b>
<b>Marketable software, net</b>	<b>124.2</b>	<b>129.8</b>
<b>Prepaid postretirement assets</b>	<b>3.3</b>	<b>43.9</b>
<b>Deferred income taxes</b>	<b>162.7</b>	<b>181.5</b>
<b>Goodwill</b>	<b>192.3</b>	<b>192.5</b>
<b>Other long-term assets</b>	<b>122.8</b>	<b>131.9</b>
<b>Total</b>	<b>\$ 2,420.4</b>	<b>\$ 2,612.2</b>
<b>Liabilities and deficit</b>		
<b>Current liabilities</b>		
Current maturities of long-term debt	\$ .3	\$ .9
Accounts payable	228.6	241.6
Deferred revenue	389.5	448.1
Other accrued liabilities	411.9	425.5
<b>Total</b>	<b>1,030.3</b>	<b>1,116.1</b>
<b>Long-term debt</b>	<b>210.0</b>	<b>358.8</b>
<b>Long-term postretirement liabilities</b>	<b>2,553.5</b>	<b>2,224.0</b>
<b>Long-term deferred revenue</b>	<b>123.1</b>	<b>120.3</b>
<b>Other long-term liabilities</b>	<b>92.2</b>	<b>104.0</b>
<b>Commitments and contingencies</b>		
<b>Deficit</b>		
6.25% mandatory convertible preferred stock, net of issuance costs (2.6 million shares issued)	249.7	249.7
Common stock, par value \$.01 per share (100.0 million shares authorized; 44.3 million shares and 43.8 million shares issued)	.4	.4
Accumulated deficit	(1,891.0)	(2,036.6)
Treasury stock, at cost	(48.8)	(48.1)
Paid-in capital	4,223.1	4,217.4
Accumulated other comprehensive loss	(4,133.6)	(3,700.9)
Total Unisys stockholders' deficit	(1,600.2)	(1,318.1)
Noncontrolling interests	11.5	7.1
<b>Total deficit</b>	<b>(1,588.7)</b>	<b>(1,311.0)</b>
<b>Total</b>	<b>\$ 2,420.4</b>	<b>\$ 2,612.2</b>

See notes to consolidated financial statements.

# Unisys Corporation

## Consolidated Statements of Cash Flows

Year ended December 31 (millions)	2012	2011	2010
<b>Cash flows from operating activities</b>			
Consolidated net income before discontinued operations	\$ 156.8	\$ 141.2	\$ 164.1
Income from discontinued operations, net of tax	–	–	77.2
Add (deduct) items to reconcile consolidated net income to net cash provided by operating activities:			
Company stock issued for U.S. 401(k) plan	6.2	11.8	–
Foreign currency transaction losses	–	–	19.9
Loss on debt extinguishment	30.6	85.2	2.1
Employee stock compensation	14.3	13.9	9.4
Depreciation and amortization of properties	54.7	66.4	75.8
Depreciation and amortization of outsourcing assets	57.9	62.7	111.9
Amortization of marketable software	62.0	65.7	62.9
Disposal of capital assets	6.3	1.4	9.8
Gain on sale of businesses and assets	(11.7)	(2.2)	(65.5)
Decrease (increase) in deferred income taxes, net	36.5	28.6	(34.4)
(Increase) decrease in receivables, net	(11.2)	92.1	(31.9)
Decrease in inventories	14.2	22.1	12.4
Decrease (increase) in other assets	15.0	(5.9)	(94.2)
(Decrease) increase in accounts payable and other accrued liabilities	(98.2)	(214.4)	56.5
Decrease in other liabilities	(69.4)	(50.6)	(38.4)
Other	(2.7)	(.8)	(.8)
<b>Net cash provided by operating activities</b>	<b>261.3</b>	<b>317.2</b>	<b>336.8</b>
<b>Cash flows from investing activities</b>			
Proceeds from investments	4,108.5	691.2	417.4
Purchases of investments	(4,107.2)	(688.2)	(416.5)
Restricted deposits	(.6)	50.7	23.4
Investment in marketable software	(56.4)	(51.7)	(55.8)
Capital additions of properties	(40.1)	(42.2)	(64.1)
Capital additions of outsourcing assets	(36.1)	(40.5)	(83.2)
Net proceeds (payments) from sales of businesses and assets	5.2	(15.6)	117.2
<b>Net cash used for investing activities</b>	<b>(126.7)</b>	<b>(96.3)</b>	<b>(61.6)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of long-term debt	204.8	–	–
Payments of long-term debt	(388.9)	(555.7)	(92.8)
Proceeds from issuance of preferred stock, net of issuance costs	–	249.7	–
Dividends paid on preferred stock	(16.2)	(12.2)	–
Dividends paid to noncontrolling interest	(4.5)	(.4)	–
Financing fees	–	(2.2)	(.1)
Proceeds from exercise of stock options	.4	1.4	1.4
<b>Net cash used for financing activities</b>	<b>(204.4)</b>	<b>(319.4)</b>	<b>(91.5)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>10.5</b>	<b>(14.9)</b>	<b>(3.0)</b>
<b>(Decrease) increase in cash and cash equivalents</b>	<b>(59.3)</b>	<b>(113.4)</b>	<b>180.7</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>714.9</b>	<b>828.3</b>	<b>647.6</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 655.6</b>	<b>\$ 714.9</b>	<b>\$ 828.3</b>

See notes to consolidated financial statements.

# Unisys Corporation

## Consolidated Statements of Deficit

Unisys Corporation									
(millions)	Total	Total Unisys Corporation	Preferred Stock	Common Stock Par Value	Accum- lated Deficit	Treasury Stock At Cost	Paid-in Capital	Accumu- lated Other Compre- hensive Loss	Non- controlling Interests
Balance at December 31, 2009	\$(1,271.7)	\$ (1,268.3)		\$ .4	\$(2,406.7)	\$ (45.0)	\$4,196.5	\$(3,013.5)	\$ (3.4)
Consolidated net income	241.3	236.1			236.1				5.2
Stock-based compensation	9.7	9.7				(1.0)	10.7		
Translation adjustments	24.2	25.7						25.7	(1.5)
Postretirement plans	62.7	59.5						59.5	3.2
Balance at December 31, 2010	(933.8)	(937.3)		.4	(2,170.6)	(46.0)	4,207.2	(2,928.3)	3.5
Consolidated net income	141.2	134.0			134.0				7.2
Stock-based compensation	24.3	24.3				(2.1)	26.4		
Sale of preferred stock, net of expenses	249.7	249.7	\$ 249.7						
Dividends declared to preferred holders	(16.2)	(16.2)					(16.2)		
Dividends declared to noncontrolling interests	(1.4)								(1.4)
Translation adjustments	(46.3)	(44.9)						(44.9)	(1.4)
Postretirement plans	(728.5)	(727.7)						(727.7)	(.8)
Balance at December 31, 2011	(1,311.0)	(1,318.1)	249.7	.4	(2,036.6)	(48.1)	4,217.4	(3,700.9)	7.1
Consolidated net income	156.8	145.6			145.6				11.2
Stock-based compensation	21.2	21.2				(.7)	21.9		
Dividends declared to preferred holders	(16.2)	(16.2)					(16.2)		
Dividends declared to noncontrolling interests	(3.5)								(3.5)
Sale of subsidiary	(1.4)								(1.4)
Translation adjustments	17.7	14.8						14.8	2.9
Postretirement plans	(452.3)	(447.5)						(447.5)	(4.8)
Balance at December 31, 2012	\$(1,588.7)	\$ (1,600.2)	\$ 249.7	\$ .4	\$(1,891.0)	\$ (48.8)	\$4,223.1	\$(4,133.6)	\$ 11.5

See notes to consolidated financial statements.

# Unisys Corporation

## Notes to Consolidated Financial Statements

### 1. Summary of significant accounting policies

**Principles of consolidation** The consolidated financial statements include the accounts of all majority-owned subsidiaries.

**Use of estimates** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities and the reported amounts of revenue and expenses. Such estimates include the valuation of accounts receivable, inventories, outsourcing assets, marketable software, goodwill and other long-lived assets, legal contingencies, indemnifications, and assumptions used in the calculation for systems integration projects, income taxes and retirement and other post-employment benefits, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods.

**Cash equivalents** All short-term investments purchased with a maturity of three months or less and certificates of deposit which may be withdrawn at any time at the discretion of the company without penalty are classified as cash equivalents.

**Inventories** Inventories are valued at the lower of cost or market. Cost is determined on the first-in, first-out method.

**Properties** Properties are carried at cost and are depreciated over the estimated lives of such assets using the straight-line method. The estimated lives used, in years, are as follows: buildings, 20 – 50; machinery and office equipment, 4 – 7; rental equipment, 4; and internal-use software, 3 – 10.

**Advertising costs** All advertising costs are expensed as incurred. The amount charged to expense during 2012, 2011 and 2010 was \$3.1 million, \$.9 million and \$.6 million, respectively.

**Shipping and handling** Costs related to shipping and handling are included in cost of revenue.

**Revenue recognition** Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee is fixed or determinable, and collectibility is probable.

Revenue from hardware sales with standard payment terms is recognized upon the passage of title and the transfer of risk of loss. Outside the United States, the company recognizes revenue even if it retains a form of title to products delivered to customers, provided the sole purpose is to enable the company to recover the products in the event of customer payment default and the arrangement does not prohibit the customer's use of the product in the ordinary course of business.

Revenue from software licenses with standard payment terms is recognized at the inception of the initial license term and upon execution of an extension to the license term.

The company also enters into multiple-element arrangements, which may include any combination of hardware, software or services. For example, a client may purchase an enterprise server that includes operating system software. In addition, the arrangement may include post-contract support for the software and a contract for post-warranty maintenance for service of the hardware. These arrangements consist of multiple deliverables, with hardware and software delivered in one reporting period and the software support and hardware maintenance services delivered across multiple reporting periods. In another example, the company may provide desktop managed services to a client on a long term multiple year basis and periodically sell hardware and software products to the client. The services are provided on a continuous basis across multiple reporting

periods and the hardware and software products are delivered in one reporting period. To the extent that a deliverable in a multiple-deliverable arrangement is subject to specific guidance, that deliverable is accounted for in accordance with such specific guidance. Examples of such arrangements may include leased hardware which is subject to specific leasing guidance or software which is subject to specific software revenue recognition guidance.

In these transactions, the company allocates the total revenue to be earned under the arrangement among the various elements based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (VSOE) if available, third party evidence (TPE) if VSOE is not available, or the best estimated selling price (ESP) if neither VSOE nor TPE is available. VSOE of selling price is based upon the normal pricing and discounting practices for those products and services when sold separately. TPE of selling price is based on evaluating largely similar and interchangeable competitor products or services in standalone sales to similarly situated customers. ESP is established considering factors such as margin objectives, discounts off of list prices, market conditions, competition and other factors. ESP represents the price at which the company would transact for the deliverable if it were sold by the company regularly on a standalone basis.

For multiple-element arrangements that involve the licensing, selling or leasing of software, for software and software-related elements, the allocation of revenue is based on VSOE. There may be cases in which there is VSOE of selling price of the undelivered elements but no such evidence for the delivered elements. In these cases, the residual method is used to allocate the arrangement consideration. Under the residual method, the amount of consideration allocated to the delivered elements equals the total arrangement consideration less the aggregate VSOE of selling price of the undelivered elements.

For multiple-element arrangements for products or services that (a) do not include the licensing, selling or leasing of software, or (b) contain software that is incidental to the products or services as a whole or (c) contain software components that are sold, licensed or leased with tangible products when the software components and non-software components (i.e., the hardware and software) of the tangible product function together to deliver the tangible product's essential functionality (e.g., sales of the company's enterprise-class servers including hardware and software), the allocation of revenue is based on the relative selling prices of each of the deliverables in the arrangement based on the selling price hierarchy, discussed above.

The company recognizes revenue on delivered elements only if: (a) any undelivered products or services are not essential to the functionality of the delivered products or services, (b) the company has an enforceable claim to receive the amount due in the event it does not deliver the undelivered products or services, (c) there is evidence of the selling price for each undelivered products or services, and (d) the revenue recognition criteria otherwise have been met for the delivered elements. Otherwise, revenue on delivered elements is recognized as the undelivered elements are delivered.

The company evaluates each deliverable in an arrangement to determine whether it represents a separate unit of accounting. A delivered element constitutes a separate unit of accounting when it has standalone value and there is no customer-negotiated refund or return right for the delivered elements. If these criteria are not met, the deliverable is combined with the undelivered elements and the allocation of the arrangement consideration and revenue recognition are determined for the combined unit as a single unit.

Revenue from hardware sales and software licenses with extended payment terms is recognized as payments from customers become due (assuming that all other conditions for revenue recognition have been satisfied).

Revenue for operating leases is recognized on a monthly basis over the term of the lease and for sales-type leases at the inception of the lease term.

Revenue from equipment and software maintenance and post-contract support is recognized on a straight-line basis as earned over the terms of the respective contracts. Cost related to such contracts is recognized as incurred.

Revenue and profit under systems integration contracts are recognized either on the percentage-of-completion method of accounting using the cost-to-cost method, or when services have been performed, depending on the nature of the project. For contracts accounted for on the percentage-of-completion basis, revenue and profit recognized in any given accounting period are based on estimates of total projected contract costs. The estimates are continually reevaluated and revised,

when necessary, throughout the life of a contract. Any adjustments to revenue and profit resulting from changes in estimates are accounted for in the period of the change in estimate. When estimates indicate that a loss will be incurred on a contract upon completion, a provision for the expected loss is recorded in the period in which the loss becomes evident.

Revenue from time and materials service contracts and outsourcing contracts is recognized as the services are provided using either an objective measure of output or on a straight-line basis over the term of the contract.

**Income taxes** Income taxes are based on income before taxes for financial reporting purposes and reflect a current tax liability for the estimated taxes payable in the current-year tax return and changes in deferred taxes. Deferred tax assets or liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the asset will not be realized. The company has elected the policy of not providing for intra-period tax allocations between pretax earnings and other comprehensive income in instances where there is no net tax provision. This determination is made for each tax jurisdiction.

The company recognizes penalties and interest accrued related to income tax liabilities in provision for income taxes in its consolidated statements of income.

**Marketable software** The cost of development of computer software to be sold or leased, incurred subsequent to establishment of technological feasibility, is capitalized and amortized to cost of sales over the estimated revenue-producing lives of the products, but not in excess of three years following product release. The company performs quarterly reviews to ensure that unamortized costs remain recoverable from future revenue.

**Internal-use software** The company capitalizes certain internal and external costs incurred to acquire or create internal-use software, principally related to software coding, designing system interfaces, and installation and testing of the software. These costs are amortized in accordance with the fixed asset policy described above.

**Outsourcing assets** Costs on outsourcing contracts are generally expensed as incurred. However, certain costs incurred upon initiation of an outsourcing contract are deferred and expensed over the initial contract life. These costs consist principally of initial customer setup and employment obligations related to employees hired under terms of the outsourcing contracts. Additionally, marketable software development costs incurred to develop specific application software for outsourcing are capitalized once technological feasibility has been established. Capitalized software used in outsourcing arrangements is amortized based on current and estimated future revenue from the product. The amortization expense is not less than straight-line amortization expense over the product's useful life. Fixed assets acquired in connection with outsourcing contracts are capitalized and depreciated over the shorter of the initial contract life or in accordance with the fixed asset policy described above.

Recoverability of outsourcing assets is subject to various business risks, including the timely completion and ultimate cost of the outsourcing solution, realization of expected profitability of existing outsourcing contracts and obtaining additional outsourcing customers. The company quarterly compares the carrying value of the outsourcing assets with the undiscounted future cash flows expected to be generated by the outsourcing assets to determine if there is impairment. If impaired, the outsourcing assets are reduced to an estimated fair value on a discounted cash flow basis. The company prepares its cash flow estimates based on assumptions that it believes to be reasonable but are also inherently uncertain. Actual future cash flows could differ from these estimates.

**Translation of foreign currency** The local currency is the functional currency for most of the company's international subsidiaries, and as such, assets and liabilities are translated into U.S. dollars at year-end exchange rates. Income and expense items are translated at average exchange rates during the year. Translation adjustments resulting from changes in exchange rates are reported in other comprehensive income (loss). Exchange gains and losses on intercompany balances are reported in other income (expense), net.

For those international subsidiaries operating in highly inflationary economies, the U.S. dollar is the functional currency, and as such, nonmonetary assets and liabilities are translated at historical exchange rates, and monetary assets and liabilities are translated at current exchange rates. Exchange gains and losses arising from translation are included in other income (expense), net.

**Stock-based compensation plans** Stock-based compensation represents the cost related to stock-based awards granted to employees and directors. The company recognizes compensation expense for the fair value of stock options, which have graded vesting, on a straight-line basis over the requisite service period. The company estimates the fair value of stock options using a Black-Scholes valuation model. The expense is recorded in selling, general and administrative expenses.

**Retirement benefits** Accounting rules covering defined benefit pension plans and other postretirement benefits require that amounts recognized in financial statements be determined on an actuarial basis. A significant element in determining the company's retirement benefits expense or income is the expected long-term rate of return on plan assets. This expected return is an assumption as to the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the projected pension benefit obligation. The company applies this assumed long-term rate of return to a calculated value of plan assets, which recognizes changes in the fair value of plan assets in a systematic manner over four years. This produces the expected return on plan assets that is included in retirement benefits expense or income. The difference between this expected return and the actual return on plan assets is deferred. The net deferral of past asset losses or gains affects the calculated value of plan assets and, ultimately, future retirement benefits expense or income.

At December 31 of each year, the company determines the fair value of its retirement benefits plan assets as well as the discount rate to be used to calculate the present value of plan liabilities. The discount rate is an estimate of the interest rate at which the retirement benefits could be effectively settled. In estimating the discount rate, the company looks to rates of return on high-quality, fixed-income investments currently available and expected to be available during the period to maturity of the retirement benefits. The company uses a portfolio of fixed-income securities, which receive at least the second-highest rating given by a recognized ratings agency.

**Fair value measurements** Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value measurements for assets and liabilities required to be recorded at fair value, the company assumes that the transaction is an orderly transaction that assumes exposure to the market for a period before the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities; it is not a forced transaction (for example, a forced liquidation or distress sale). The fair value hierarchy has three levels of inputs that may be used to measure fair value: Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date; Level 2 – Inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3 – Unobservable inputs for the asset or liability. The company has applied fair value measurements to its long-term debt (see note 9), derivatives (see note 12) and to its postretirement plan assets (see note 16).

## 2. Earnings per common share

The following table shows how the earnings per common share attributable to Unisys Corporation were computed for the three years ended December 31, 2012.

Year ended December 31 (millions, except per share data)	2012	2011	2010
<b>Basic earnings per common share computation</b>			
Net income from continuing operations attributable to Unisys Corporation common stockholders	\$ 129.4	\$ 120.5	\$ 158.9
Income from discontinued operations, net of tax	–	–	77.2
Net income attributable to Unisys Corporation common stockholders	\$ 129.4	\$ 120.5	\$ 236.1
Weighted average shares (thousands)	43,864	43,145	42,562
<b>Basic earnings per common share</b>			
Continuing operations	\$ 2.95	\$ 2.79	\$ 3.74
Discontinued operations	–	–	1.81
Total	\$ 2.95	\$ 2.79	\$ 5.55
<b>Diluted earnings per common share computation</b>			
Net income from continuing operations attributable to Unisys Corporation common shareholders	\$ 129.4	\$ 120.5	\$ 158.9
Add preferred stock dividends	16.2	13.5	–
Net income from continuing operations attributable to Unisys Corporation for diluted earnings per share	145.6	134.0	158.9
Income from discontinued operations, net of tax	–	–	77.2
Net income attributable to Unisys Corporation for diluted earnings per share	\$ 145.6	\$ 134.0	\$ 236.1
Weighted average shares (thousands)	43,864	43,145	42,562
Plus incremental shares from assumed conversions			
Employee stock plans	439	553	771
Preferred stock	6,913	5,780	–
Adjusted weighted average shares	51,216	49,478	43,333
<b>Diluted earnings per common share</b>			
Continuing operations	\$ 2.84	\$ 2.71	\$ 3.67
Discontinued operations	–	–	1.78
Total	\$ 2.84	\$ 2.71	\$ 5.45

In 2012, 2011 and 2010, the following weighted-average number of stock options and restricted stock units were antidilutive and therefore excluded from the computation of diluted earnings per common share (in thousands): 2,261; 2,119; and 2,545, respectively.

## 3. Discontinued operations and sale of businesses

On April 30, 2010, the company completed the sale of its health information management (HIM) business, and on August 31, 2010, the company completed the sale of its UK-based Unisys Insurance Services Limited (UISL) business, which provided business process outsourcing (BPO) services to the UK life and pensions industry. In 2010, the company received net proceeds of \$117.2 million related to the sale of HIM, UISL and the U.S. specialized technology check sorter equipment and related U.S. maintenance business (discussed below). In connection with the sale of UISL, the company paid \$19.3 million during 2011.

The results of discontinued operations for the year ended December 31, 2010 was as follows (in millions of dollars):

(millions)	Total	HIM*	UISL**
Revenue	\$94.6	\$42.0	\$ 52.6
Income			
Operations	\$ 8.2	\$10.0	\$ (1.8)
Gain on sale	69.0	64.5	4.5
	77.2	74.5	2.7
Income tax provision	–	–	–
Income from discontinued operations, net of tax	\$77.2	\$74.5	\$ 2.7

\* Includes results of operations through the April 30, 2010 closing date.

\*\* Includes results of operations through the August 31, 2010 closing date.

On February 1, 2010, the company completed the sale of its U.S. specialized technology check sorter equipment and related U.S. maintenance business. In 2009, the company reported an asset impairment related to this business of \$13.4 million. In 2010, the company recorded a loss on the sale of approximately \$3.3 million, principally as a result of closing date working capital and other adjustments.

On March 30, 2012, the company completed the sale of its interest in its South African joint venture. A pretax gain of \$10.6 million has been reported as a reduction of selling, general and administrative expense in the company's consolidated statement of income. Going forward, the company will serve this market through a distributor. The joint venture, which had operations in both of the company's reporting segments of Services and Technology, generated full year 2011 revenue and pretax income of \$39.9 million and \$7.9 million, respectively.

#### 4. Goodwill

Goodwill is reviewed annually for impairment and whenever events or circumstances occur indicating that goodwill may be impaired. The company performed its annual impairment test in the fourth quarter of 2012, which indicated that goodwill was not impaired.

Changes in the carrying amount of goodwill by segment for the years ended December 31, 2012 and 2011 were as follows:

(millions)	Total	Services	Technology
Balance at December 31, 2010	\$ 197.9	\$ 86.9	\$ 111.0
Transferred to assets held for sale	(1.3)	-	(1.3)
Translation adjustments	(4.1)	(2.7)	(1.4)
Balance at December 31, 2011	192.5	84.2	108.3
Translation adjustments	(.2)	(.6)	.4
Balance at December 31, 2012	\$ 192.3	\$ 83.6	\$ 108.7

#### 5. Recent accounting pronouncements and accounting changes

Effective January 1, 2012, the company adopted Financial Accounting Standards Board (FASB) authoritative guidance that amends previous guidance for the presentation of comprehensive income. The new standard eliminated the option to present other comprehensive income in the statement of changes in equity. Under the revised guidance, an entity has the option to present the components of net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive financial statements. The company is providing two separate but consecutive financial statements. The new standard was required to be applied retrospectively. Other than the change in presentation, the adoption of the new standard did not have an impact on the company's consolidated financial statements.

Effective January 1, 2012, the company adopted FASB authoritative guidance that amends previous guidance for fair value measurement and disclosure requirements. The revised guidance changes certain fair value measurement principles, clarifies the application of existing fair value measurements and expands the disclosure requirements, particularly for Level 3 fair value measurements. Adoption of the amendments did not have a material impact on the company's consolidated financial statements.

Effective January 1, 2011, the company adopted two accounting standards issued by the FASB that amended revenue recognition guidance. The first standard supersedes certain prior accounting guidance and requires an entity to allocate arrangement consideration at the inception of an arrangement to all of its deliverables based on their relative standalone selling prices (i.e., the relative-selling-price method). The standard eliminated the use of the residual method of allocation and requires the relative-selling-price method in all circumstances in which an entity recognizes revenue for an arrangement with multiple deliverables subject to this standard. The second standard amended prior software revenue recognition accounting guidance by excluding from the scope of such prior guidance tangible products that contain both software elements and non-software elements that function together to deliver the tangible product's essential functionality. The company adopted the new standards prospectively for revenue arrangements entered into or materially modified on or after January 1, 2011. In certain of the company's arrangements, revenue was previously deferred for certain deliverables

included in multiple element arrangements where the arrangements also included undelivered services for which the company was unable to demonstrate fair value pursuant to previous standards. The new standards required deliverables for which revenue was previously deferred to be separated and recognized as delivered, rather than combined with undelivered items and recognized over the longest service delivery period. If the new standards were applied to transactions entered into or materially modified in the year ended December 31, 2010, it would not have resulted in a material change to the company's reported revenue for 2010.

## 6. Accounts receivable

Accounts receivable consist principally of trade accounts receivable from customers and are generally unsecured and due within 30 days. Credit losses relating to these receivables consistently have been within management's expectations. Expected credit losses are recorded as an allowance for doubtful accounts in the consolidated balance sheets. Estimates of expected credit losses are based primarily on the aging of the accounts receivable balances. The company records a specific reserve for individual accounts when it becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy filings or deterioration in the customer's operating results or financial position. The collection policies and procedures of the company vary by credit class and prior payment history of customers.

Revenue recognized in excess of billings on services contracts, or unbilled accounts receivable, was \$150.0 million and \$153.5 million at December 31, 2012 and 2011, respectively. Such amounts, a portion of which are awaiting resolution of contract disputes, are included in accounts and notes receivable, net and are stated at net realizable value.

Unearned income, which is deducted from accounts and notes receivable, was \$4.4 million and \$4.1 million at December 31, 2012 and 2011, respectively. The allowance for doubtful accounts, which is reported as a deduction from accounts and notes receivable, was \$28.8 million and \$35.3 million at December 31, 2012 and 2011, respectively. The provision for doubtful accounts, which is reported in selling, general and administrative expenses in the consolidated statements of income, was (income) expense of \$(2.7) million, \$(.6) million and \$(.9) million, in 2012, 2011 and 2010, respectively.

## 7. Income taxes

Following is the total income from continuing operations before income taxes and the continuing operations provision for income taxes for the three years ended December 31, 2012.

Year ended December 31 (millions)	2012	2011	2010
Income (loss) from continuing operations before income taxes			
United States	\$ 32.5	\$(20.4)	\$ 37.4
Foreign	221.6	226.4	185.5
Total income from continuing operations before income taxes	\$254.1	\$206.0	\$222.9
Continuing operations provision for income taxes			
Current			
United States	\$ 3.6	\$ 2.8	\$ 8.7
Foreign	66.5	43.8	75.4
State and local	—	.2	.3
Total	70.1	46.8	84.4
Deferred			
Foreign	27.2	18.0	(25.6)
Total continuing operations provision for income taxes	\$ 97.3	\$ 64.8	\$ 58.8

Following is a reconciliation of the provision for income taxes at the United States statutory tax rate to the continuing operations provision for income taxes as reported:

Year ended December 31 (millions)	2012	2011	2010
United States statutory income tax provision	\$ 88.9	\$ 72.1	\$ 78.0
Income and losses for which no provision or benefit has been recognized	7.0	21.8	(3.0)
Foreign rate differential and other foreign tax expense	(32.2)	(16.8)	(41.5)
Income tax withholdings	20.3	16.7	22.6
Permanent items	4.0	4.2	4.3
Foreign currency devaluation	—	—	5.7
Enacted rate changes	9.0	8.4	4.1
Change in uncertain tax positions	4.5	6.1	1.0
Change in valuation allowances due to changes in judgment	—	(15.2)	(13.2)
Income tax credits, U.S.	(4.0)	(4.2)	.4
Tax audit matters	—	(28.3)	.1
Other	(.2)	—	.3
Continuing operations provision for income taxes	\$ 97.3	\$ 64.8	\$ 58.8

The 2012 and 2011 provision for income taxes includes \$9.2 million and \$8.4 million, respectively due to a reduction in the UK income tax rate. The rate reductions were enacted in the third quarters of 2012 and 2011, and reduced the rate from 27% to 26% effective April 1, 2011, to 24% effective April 1, 2012 and to 23% effective April 1, 2013. The tax provisions were caused by a write down of the UK net deferred tax assets. In addition, the 2011 provision for income taxes includes a benefit of \$28.3 million related to the settlement of two European tax matters.

The tax effects of temporary differences and carryforwards that give rise to significant portions of deferred tax assets and liabilities at December 31, 2012 and 2011 were as follows:

December 31 (millions)	2012	2011
<b>Deferred tax assets</b>		
Tax loss carryforwards	\$ 914.9	\$ 800.6
Postretirement benefits	905.4	787.1
Foreign tax credit carryforwards	564.3	553.3
Capitalized research and development	149.6	267.4
Other tax credit carryforwards	116.8	144.2
Deferred revenue	76.1	91.0
Employee benefits and compensation	55.9	54.3
Purchased capitalized software	43.7	46.0
Depreciation	34.8	38.6
Capitalized costs	16.5	17.3
Warranty, bad debts and other reserves	15.1	18.4
Debt related	—	8.8
Other	30.0	22.9
	2,923.1	2,849.9
Valuation allowance	(2,731.8)	(2,648.5)
Total deferred tax assets	\$ 191.3	\$ 201.4
<b>Deferred tax liabilities</b>		
Other	\$ 25.6	\$ 27.1
Total deferred tax liabilities	\$ 25.6	\$ 27.1
Net deferred tax assets	\$ 165.7	\$ 174.3

At December 31, 2012, the company has U.S. Federal (\$385.3 million), state and local (\$275.8 million), and foreign (\$253.8 million) tax loss carryforwards, the total tax effect of which is \$914.9 million. These carryforwards will expire as follows (in millions): 2013, \$5.4; 2014, \$7.6; 2015, \$12.3; 2016, \$9.4; 2017, \$419.5; and \$460.7 thereafter. The company also has available tax credit carryforwards of approximately \$681.1 million, which will expire as follows (in millions): 2013, \$46.4; 2014, \$23.4; 2015, \$22.3; 2016, \$32.1; 2017, \$179.8; and \$377.1 thereafter.

Failure to achieve forecasted taxable income might affect the ultimate realization of the company's net deferred tax assets. Factors that may affect the company's ability to achieve sufficient forecasted taxable income include, but are not limited to, the following: increased competition, a decline in sales or margins, loss of market share, the impact of the economic environment, delays in product availability and technological obsolescence.

Cumulative undistributed earnings of foreign subsidiaries, for which no U.S. income or foreign withholding taxes have been recorded, approximated \$1,008 million at December 31, 2012. As the company currently intends to indefinitely reinvest all such earnings, no provision has been made for income taxes that may become payable upon distribution of such earnings, and it is not practicable to determine the amount of the related unrecognized deferred income tax liability.

Cash paid for income taxes, net of refunds, during 2012, 2011 and 2010 was \$39.9 million, \$74.9 million and \$52.7 million, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Year ended December 31 (millions)	2012	2011	2010
Balance at January 1	\$24.3	\$19.5	\$4.0
Additions based on tax positions related to the current year	3.5	6.0	13.9
Changes for tax positions of prior years	1.4	—	2.1
Reductions as a result of a lapse of applicable statute of limitations	(.4)	—	(.1)
Settlements	(.7)	(1.2)	(.4)
Changes due to foreign currency	1.1	—	—
Balance at December 31	\$29.2	\$24.3	\$19.5

The company recognizes penalties and interest accrued related to income tax liabilities in the provision for income taxes in its consolidated statements of income. At December 31, 2012 and 2011, the company had an accrual of \$2.0 million and \$1.0 million, respectively, for the payment of penalties and interest.

At December 31, 2012, all of the company's liability for unrecognized tax benefits, if recognized, would affect the company's effective tax rate. Within the next 12 months, the company believes that it is reasonably possible that the amount of unrecognized tax benefits may significantly change; however, various events could cause this belief to change in the future.

The company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. The company's U.S. federal income return is under audit for 2010. Several U.S. state and foreign income tax audits are in process. The company is under an audit in India, for which years prior to 2006 are closed. In the fourth quarter of 2012, the company resolved an audit of its Australian subsidiary. The company remains open to examination in Australia from 2009 forward. There are currently no income tax audits in process in either Brazil or the United Kingdom, which are the most significant jurisdictions outside the U.S. For both Brazil and the United Kingdom, the audit period through 2008 is closed. All of the various ongoing income tax audits throughout the world are not expected to have a material impact on the company's financial position.

Internal Revenue Code Sections 382 and 383 provide annual limitations with respect to the ability of a corporation to utilize its net operating loss (as well as certain built-in losses) and tax credit carryforwards, respectively (Tax Attributes), against future U.S. taxable income, if the corporation experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three-year period. The company regularly monitors ownership changes (as calculated for purposes of Section 382). The company has determined that, for purposes of the rules of Section 382 described above, an ownership change occurred in February 2011. Any future transaction or transactions and the timing of such transaction or transactions could trigger additional ownership changes under Section 382.

As a result of the ownership change, utilization of the company's Tax Attributes will be subject to an estimated overall annual limitation determined in part by multiplying the total adjusted aggregate market value of the company's common stock immediately preceding the ownership change (approximately \$1.6 billion) by the applicable long-term tax-exempt rate (4.47% for February 2011), subject to increase or decrease based on the built-in gain or built-in loss, if any, in the

company's assets at the time of the ownership change. Any unused annual limitation may be carried over to later years. Future U.S. taxable income may not be fully offset by existing Tax Attributes, if such income exceeds the company's annual limitation. However, based on presently available information and the existence of tax planning strategies, currently the company does not expect to incur a U.S. cash tax liability in the near term. The company maintains a full valuation allowance against the realization of all U.S. deferred tax assets as well as certain foreign deferred tax assets in excess of deferred tax liabilities.

## 8. Properties

Properties comprise the following:

December 31 (millions)	2012	2011
Land	\$ 3.3	\$ 3.3
Buildings	79.0	76.8
Machinery and office equipment	765.4	760.3
Internal-use software	321.5	315.7
Rental equipment	93.0	101.1
Total properties	\$1,262.2	\$1,257.2

## 9. Debt

Long-term debt is comprised of the following:

December 31 (millions)	2012	2011
6.25% senior notes due 2017	\$210.0	\$ —
12 <sup>3</sup> / <sub>4</sub> % senior secured notes	—	186.2
12 <sup>1</sup> / <sub>2</sub> % senior notes	—	150.6
14 <sup>1</sup> / <sub>4</sub> % senior secured notes	—	25.5
Other	.3	(2.6)
Total	210.3	359.7
Less – current maturities	.3	.9
Total long-term debt	\$210.0	\$358.8

Total long-term debt maturities in 2013, 2014, 2015, 2016 and 2017 are \$.3 million, \$.0 million, \$.0 million, \$.0 million and \$210.0 million, respectively.

Cash paid for interest during 2012, 2011 and 2010 was \$42.5 million, \$82.8 million and \$111.9 million, respectively. Capitalized interest expense during 2012, 2011 and 2010 was \$5.3 million, \$4.9 million and \$9.1 million, respectively.

On August 21, 2012, the company issued \$210 million of 6.25% senior notes due 2017. During 2012, the company retired an aggregate principal amount of \$362.3 million of its long-term debt, comprised of all of the remaining \$186.2 million of its 12.75% senior secured notes due 2014, all of the remaining \$25.5 million of its 14<sup>1</sup>/<sub>4</sub>% senior secured notes due 2015 and all of the remaining \$150.6 million of its 12.50% senior notes due 2016. The company used cash on hand and the net proceeds from the issuance of the 6.25% senior notes due 2017 to fund the retirement of this debt. During 2011, the company retired an aggregate principal amount of \$477.9 million of long-term debt which was funded by the sale of mandatory convertible preferred stock (see note 17) and cash on hand. As a result of these retirements, the company recognized charges in "Other income (expense), net" of \$30.6 million (\$26.6 million of premium paid and \$4.0 million for the write off of unamortized discounts, issuance costs and gain related to the portion of the notes retired) and \$85.2 million (\$77.8 million of premium paid and \$7.4 million for the write off of unamortized discounts, issuance costs and gain related to the portion of the notes retired) in 2012 and 2011, respectively.

In June 2011, the company entered into a five-year secured revolving credit facility which provides for loans and letters of credit up to an aggregate amount of \$150 million (with a limit on letters of credit of \$100 million). Borrowing limits under the credit agreement are based upon the amount of eligible U.S. accounts receivable. At December 31, 2012, the company had no borrowings and \$26.3 million of letters of credit outstanding under the facility. At December 31, 2012, availability under

the facility was \$94.7 million net of letters of credit issued. Borrowings under the facility will bear interest based on short-term rates. The credit agreement contains customary representations and warranties, including that there has been no material adverse change in the company's business, properties, operations or financial condition. It also contains financial covenants requiring the company to maintain a minimum fixed charge coverage ratio and, if the company's consolidated cash plus availability under the credit facility falls below \$130 million, a maximum secured leverage ratio. The credit agreement allows the company to pay dividends on its preferred stock unless the company is in default and to, among other things, repurchase its equity, prepay other debt, incur other debt or liens, dispose of assets and make acquisitions, loans and investments, provided the company complies with certain requirements and limitations set forth in the agreement. Events of default include non-payment, failure to comply with covenants, materially incorrect representations and warranties, change of control and default under other debt aggregating at least \$50 million. The credit facility is guaranteed by Unisys Holding Corporation, Unisys NPL, Inc. and any future material domestic subsidiaries. The facility is secured by the assets of Unisys Corporation and the subsidiary guarantors, other than certain excluded assets. The company may elect to prepay or terminate the credit facility without penalty.

At December 31, 2012, the company has met all covenants and conditions under its various lending agreements. The company expects to continue to meet these covenants and conditions.

The company's principal sources of liquidity are cash on hand, cash from operations and its revolving credit facility, discussed above. The company and certain international subsidiaries have access to uncommitted lines of credit from various banks.

The company's anticipated future cash expenditures include anticipated contributions to its defined benefit pension plans. The company believes that it has adequate sources of liquidity to meet its expected 2013 cash requirements.

#### 10. Other liabilities

Other accrued liabilities (current) are comprised of the following:

December 31 (millions)	2012	2011
Payrolls and commissions	\$ 128.7	\$ 120.9
Accrued vacations	70.2	70.4
Taxes other than income taxes	48.4	49.8
Income taxes	47.8	28.8
Postretirement	26.8	28.7
Accrued interest	4.7	14.6
Other	85.3	112.3
Total other accrued liabilities	\$ 411.9	\$ 425.5

#### 11. Rental expense and commitments

Rental expense, less income from subleases, for 2012, 2011 and 2010 was \$84.7 million, \$97.9 million and \$100.4 million, respectively. Income from subleases, for 2012, 2011 and 2010 was \$8.5 million, \$9.8 million and \$11.2 million, respectively.

Minimum net rental commitments under noncancelable operating leases, including idle leases, outstanding at December 31, 2012, substantially all of which relate to real properties, were as follows: 2013, \$65.7 million; 2014, \$56.8 million; 2015, \$44.9 million; 2016, \$31.8 million; 2017, \$25.6 million; and \$46.4 million thereafter. Such rental commitments have been reduced by minimum sublease rentals of \$32.2 million, due in the future under noncancelable subleases. Included in the net rental commitments at December 31, 2012 is \$8.1 million related to idle leases.

At December 31, 2012, the company had outstanding standby letters of credit and surety bonds of approximately \$324 million related to performance and payment guarantees. On the basis of experience with these arrangements, the company believes that any obligations that may arise will not be material. In addition, at December 31, 2012, the company had deposits and collateral of approximately \$45 million in other long-term assets, principally related to collateralized letters of credit, and to tax and labor contingencies in Brazil.

## 12. Financial instruments and concentration of credit risks

Due to its foreign operations, the company is exposed to the effects of foreign currency exchange rate fluctuations on the U.S. dollar, principally related to intercompany account balances. The company uses derivative financial instruments to reduce its exposure to market risks from changes in foreign currency exchange rates on such balances. The company enters into foreign exchange forward contracts, generally having maturities of one month, which have not been designated as hedging instruments. At December 31, 2012 and 2011, the notional amount of these contracts was \$434.1 million and \$130.9 million, respectively and the fair value of such contracts was a net loss of \$.9 million and a net gain of \$.8 million, respectively, of which a gain of \$1.1 million and \$.9 million, respectively, has been recognized in "Prepaid expenses and other current assets" and a loss of \$2.0 million and \$.1 million, respectively, has been recognized in "Other accrued liabilities." Changes in the fair value of these instruments was a loss of \$.4 million, a gain of \$3.3 million and a gain of \$.6 million, respectively, for years ended December 31, 2012, 2011 and 2010, which has been recognized in earnings in "Other income (expense), net" in the company's consolidated statement of income. The fair value of these forward contracts is based on quoted prices for similar but not identical financial instruments; as such, the inputs are considered Level 2 inputs.

Financial instruments also include temporary cash investments and customer accounts receivable. Temporary investments are placed with creditworthy financial institutions, primarily in money market funds, time deposits and certificate of deposits which may be withdrawn at any time at the discretion of the company without penalty. At December 31, 2012 and 2011, the company's cash equivalents principally have maturities of less than one month or can be withdrawn at any time at the discretion of the company without penalty. Due to the short maturities of these instruments, they are carried on the consolidated balance sheets at cost plus accrued interest, which approximates market value. Realized gains or losses during 2012, 2011 and 2010, as well as unrealized gains or losses at December 31, 2012 and 2011, were immaterial. Receivables are due from a large number of customers that are dispersed worldwide across many industries. At December 31, 2012 and 2011, the company had no significant concentrations of credit risk with any one customer. At December 31, 2012 and 2011, the company had approximately \$110 million and \$140 million, respectively, of receivables due from various U.S. federal governmental agencies. At December 31, 2012 and 2011, the carrying amount of cash and cash equivalents approximated fair value; and the carrying amount of long-term debt was less than the fair value, which is based on market prices (Level 2 inputs), of such debt by approximately \$15 million and \$37 million, respectively.

## 13. Foreign currency translation

Due to recent year's inflation rates, the company's Venezuelan subsidiary has applied highly inflationary accounting beginning January 1, 2010. For those international subsidiaries operating in highly inflationary economies, the U.S. dollar is the functional currency, and as such, nonmonetary assets and liabilities are translated at historical exchange rates, and monetary assets and liabilities are translated at current exchange rates. Exchange gains and losses arising from translation are included in other income (expense), net. Effective January 11, 2010, the Venezuelan government devalued the Bolivar Fuerte by 50 percent by resetting the official exchange rate from 2.15 to the U.S. dollar to 4.30 to the U.S. dollar. As a result, the company recorded a foreign exchange loss in the first quarter of 2010 of approximately \$20 million. The company has used and continues to use the official exchange rate for translation purposes. At December 31, 2012, the company's operations in Venezuela had net monetary assets denominated in local currency of approximately \$20 million. Effective February 13, 2013, the Venezuelan government devalued its currency (Bolivar Fuerte) by resetting the official exchange rate from 4.30 to the U.S. dollar to 6.30 to the U.S. dollar. As a result, the company expects to record a pretax foreign exchange loss in the first quarter of 2013 of approximately \$7 million.

During the years ended December 31, 2012, 2011 and 2010, the company recognized foreign exchange gains (losses) in "Other income (expense), net" in its consolidated statements of income of \$(8.1) million, \$17.2 million and \$(43.4) million, respectively.

## 14. Litigation and contingencies

There are various lawsuits, claims, investigations and proceedings that have been brought or asserted against the company, which arise in the ordinary course of business, including actions with respect to commercial and government contracts, labor and employment, employee benefits, environmental matters, intellectual property, and non-income tax and employment

compensation in Brazil. The company records a provision for these matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Any provisions are reviewed at least quarterly and are adjusted to reflect the impact and status of settlements, rulings, advice of counsel and other information and events pertinent to a particular matter.

The company believes that it has valid defenses with respect to legal matters pending against it. Based on its experience, the company also believes that the damage amounts claimed in the lawsuits disclosed below are not a meaningful indicator of the company's potential liability. Litigation is inherently unpredictable, however, and it is possible that the company's results of operations or cash flow could be materially affected in any particular period by the resolution of one or more of the legal matters pending against it.

The company had a competitively awarded contract with the Transportation Security Administration (TSA) that provided for the establishment of secure information technology environments in airports. The Civil Division of the Department of Justice, working with the Inspector General's Office of the Department of Homeland Security, has reviewed issues relating to labor categorization and overtime on the TSA contract. The company has now begun the process of contract settlement discussions with TSA regarding the labor categorization and overtime issues. The Civil Division is still reviewing issues relating to cyber intrusion protection under the TSA and a follow-on contract. The company is working cooperatively with TSA and the Civil Division on these cyber issues. The company cannot now predict the duration or outcome of these matters.

In April 2007, the Ministry of Justice of Belgium sued Unisys Belgium SA-NV, a Unisys subsidiary (Unisys Belgium), in the Court of First Instance of Brussels. The Belgian government had engaged the company to design and develop software for a computerized system to be used to manage the Belgian court system. The Belgian State terminated the contract and in its lawsuit has alleged that the termination was justified because Unisys Belgium failed to deliver satisfactory software in a timely manner. It claims damages of approximately 28 million Euros. Unisys Belgium has filed its defense and counterclaim in the amount of approximately 18.5 million Euros. The company believes it has valid defenses to the claims and contends that the Belgian State's termination of the contract was unjustified.

In December 2007, Lufthansa AG sued Unisys Deutschland GmbH, a Unisys subsidiary (Unisys Germany), in the District Court of Frankfurt, Germany, for allegedly failing to perform properly its obligations during the initial phase of a 2004 software design and development contract relating to a Lufthansa customer loyalty program. Under the contract, either party was free to withdraw from the project at the conclusion of the initial design phase. Rather than withdraw, Lufthansa instead terminated the contract and failed to pay the balance owed to Unisys Germany for the initial phase. Lufthansa's lawsuit alleges that Unisys Germany breached the contract by failing to deliver a proper design for the new system and seeks approximately 21.4 million Euros in damages. The company believes it has valid defenses and has filed its defense and a counterclaim in the amount of approximately 1.5 million Euros. The litigation is proceeding.

The company's Brazilian operations, along with those of many other companies doing business in Brazil, are involved in various litigation matters, including numerous governmental assessments related to indirect and other taxes, as well as disputes associated with former employees and contract labor. The tax-related matters pertain to value added taxes, customs, duties, sales and other non-income related tax exposures. The labor-related matters include claims related to compensation matters. The company believes that appropriate accruals have been established for such matters based on information currently available. At December 31, 2012, excluding those matters that have been assessed by management as being remote as to the likelihood of ultimately resulting in a loss, the amount related to unreserved tax-related matters, inclusive of any related interest, is estimated to be up to approximately \$135 million.

The company is involved in two matters arising from the sale of its Health Information Management (HIM) business to Molina Information Systems, LLC (Molina) under a 2010 Asset Purchase Agreement (APA). The HIM business provided system solutions and services to state governments, including the States of Maine and Idaho, for administering Medicaid programs. In November 2012, Molina advised the company that Maine has demanded payment of about \$32 million from Molina for a six month project delay in the implementation of Maine's new Medicaid management system. Under the indemnity provision in the APA, the company has accepted a partial indemnity obligation and undertaken the defense of the matter. The company believes there are valid defenses to the allegations made by Maine. In August 2012, Molina sued the

company in Federal District Court in Delaware alleging breaches of contract, negligent misrepresentation and intentional misrepresentation with respect to the APA and the Medicaid contract with Idaho. Molina seeks compensatory damages, punitive damages, lost profits, indemnification, and declaratory relief. Molina alleges losses of approximately \$35 million in the complaint. The company believes it has valid defenses to the claims in the complaint and will vigorously litigate this matter.

With respect to the specific legal proceedings and claims described above, except as otherwise noted, either (i) the amount or range of possible losses in excess of amounts accrued, if any, is not reasonably estimable or (ii) the company believes that the amount or range of possible losses in excess of amounts accrued that are estimable would not be material.

Litigation is inherently unpredictable and unfavorable resolutions could occur. Accordingly, it is possible that an adverse outcome from such matters could exceed the amounts accrued in an amount that could be material to the company's financial condition, results of operations and cash flows in any particular reporting period.

Notwithstanding that the ultimate results of the lawsuits, claims, investigations and proceedings that have been brought or asserted against the company are not currently determinable, the company believes that at December 31, 2012, it has adequate provisions for any such matters.

## **15. Segment information**

The company has two business segments: Services and Technology. The products and services of each segment are marketed throughout the world to commercial businesses and governments. Revenue classifications by segment are as follows: Services – systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology – enterprise-class software and servers and other technology.

The accounting policies of each business segment are the same as those described in the summary of significant accounting policies. Intersegment sales and transfers are priced as if the sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profit on such shipments of company hardware and software to customers. The Services segment also includes hardware and software products sourced from third parties that are sold to customers through the company's Services channels. In the company's consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment's sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services engagements. The amount of such profit included in operating income of the Technology segment for the years ended December 31, 2012, 2011 and 2010, was \$11.5 million, \$8.2 million and \$7.2 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance on operating income exclusive of pension income or expense, restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments based principally on revenue, employees, square footage or usage. The changes in Corporate and eliminations operating income are principally due to increases in pension expense.

No single customer accounts for more than 10% of revenue. Revenue from various agencies of the U.S. Government, which is reported in both business segments, was approximately \$523 million, \$652 million and \$842 million in 2012, 2011 and 2010, respectively.

Corporate assets are principally cash and cash equivalents, prepaid postretirement assets and deferred income taxes. The expense or income related to corporate assets is allocated to the business segments.

Customer revenue by classes of similar products or services, by segment, is presented below:

Year ended December 31 (millions)	2012	2011	2010
<b>Services</b>			
Systems integration and consulting	\$1,079.3	\$1,164.7	\$1,223.1
Outsourcing	1,475.5	1,487.2	1,531.3
Infrastructure services	442.4	487.0	472.4
Core maintenance	195.2	215.7	230.6
	<b>3,192.4</b>	<b>3,354.6</b>	<b>3,457.4</b>
<b>Technology</b>			
Enterprise-class software and servers	480.3	443.9	462.5
Other technology	33.7	55.3	99.7
	<b>514.0</b>	<b>499.2</b>	<b>562.2</b>
<b>Total</b>	<b>\$3,706.4</b>	<b>\$3,853.8</b>	<b>\$4,019.6</b>

Presented below is a reconciliation of segment operating income to consolidated income from continuing operations before income taxes:

Year ended December 31 (millions)	2012	2011	2010
Total segment operating income	\$414.3	\$360.1	\$373.8
Interest expense	(27.5)	(63.1)	(101.8)
Other income (expense), net	(37.6)	(55.5)	(51.0)
Corporate and eliminations	(95.1)	(35.5)	1.9
Total income from continuing operations before income taxes	<b>\$254.1</b>	<b>\$206.0</b>	<b>\$222.9</b>

Presented below is a reconciliation of total business segment assets to consolidated assets:

December 31 (millions)	2012	2011	2010
Total segment assets	\$1,469.1	\$1,555.9	\$1,778.2
Cash and cash equivalents	655.6	714.9	828.3
Deferred income taxes	184.3	208.6	220.3
Prepaid postretirement assets	3.3	43.9	31.2
Other corporate assets	108.1	88.9	162.9
<b>Total assets</b>	<b>\$2,420.4</b>	<b>\$2,612.2</b>	<b>\$3,020.9</b>

A summary of the company's operations by business segment for 2012, 2011 and 2010 is presented below:

(millions)	Total	Corporate	Services	Technology
<b>2012</b>				
Customer revenue	\$3,706.4		\$ 3,192.4	\$ 514.0
Intersegment		\$ (123.1)	3.8	119.3
Total revenue	\$3,706.4	\$ (123.1)	\$ 3,196.2	\$ 633.3
Operating income	\$ 319.2	\$ (95.1)	\$ 204.6	\$ 209.7
Depreciation and amortization	174.6		102.4	72.2
Total assets	2,420.4	951.3	1,085.9	383.2
Capital expenditures	132.6	3.7	64.7	64.2
<b>2011</b>				
Customer revenue	\$3,853.8		\$ 3,354.6	\$ 499.2
Intersegment		\$ (102.6)	6.3	96.3
Total revenue	\$3,853.8	\$ (102.6)	\$ 3,360.9	\$ 595.5
Operating income	\$ 324.6	\$ (35.5)	\$ 231.8	\$ 128.3
Depreciation and amortization	194.8		116.4	78.4
Total assets	2,612.2	1,056.3	1,164.7	391.2
Capital expenditures	134.4	9.8	65.2	59.4
<b>2010</b>				
Customer revenue	\$4,019.6		\$ 3,457.4	\$ 562.2
Intersegment		\$ (116.6)	5.9	110.7
Total revenue	\$4,019.6	\$ (116.6)	\$ 3,463.3	\$ 672.9
Operating income	\$ 375.7	\$ 1.9	\$ 231.6	\$ 142.2
Depreciation and amortization	250.6		191.4	59.2
Total assets	3,020.9	1,242.7	1,359.9	418.3
Capital expenditures	203.1	12.0	125.3	65.8

Geographic information about the company's revenue, which is principally based on location of the selling organization, properties and outsourcing assets, is presented below:

Year ended December 31 (millions)	2012	2011	2010
<b>Revenue</b>			
United States	\$1,455.0	\$1,577.9	\$1,733.1
United Kingdom	496.9	408.7	426.2
Other foreign	1,754.5	1,867.2	1,860.3
Total	\$3,706.4	\$3,853.8	\$4,019.6
<b>Properties, net</b>			
United States	\$ 112.7	\$ 127.1	\$ 142.8
United Kingdom	23.1	22.1	23.1
Other foreign	40.6	42.1	53.8
Total	\$ 176.4	\$ 191.3	\$ 219.7
<b>Outsourcing assets, net</b>			
United States	\$ 67.1	\$ 61.5	\$ 69.6
United Kingdom	30.3	37.3	31.9
Other foreign	28.9	39.1	60.8
Total	\$ 126.3	\$ 137.9	\$ 162.3

## 16. Employee plans

**Stock plans** Under stockholder approved stock-based plans, stock options, stock appreciation rights, restricted stock and restricted stock units may be granted to officers, directors and other key employees. At December 31, 2012, 4.1 million shares of unissued common stock of the company were available for granting under these plans.

As of December 31, 2012, the company has granted non-qualified stock options and restricted stock units under these plans. The company recognizes compensation cost net of a forfeiture rate in selling, general and administrative expenses, and recognizes the compensation cost for only those awards expected to vest. The company estimates the forfeiture rate based on its historical experience and its expectations about future forfeitures.

The company's employee stock option and time-based restricted stock unit grants include a provision that if termination of employment occurs after the participant has attained age 55 and completed 5 years of service with the company, the participant shall continue to vest in each of his or her awards in accordance with the vesting schedule set forth in the applicable award agreement. Compensation expense for such awards is recognized over the period to the date the employee first becomes eligible for retirement. Time-based restricted stock unit grants for the company's directors vest upon award and compensation expense for such awards is recognized upon grant.

Options have been granted to purchase the company's common stock at an exercise price equal to or greater than the fair market value at the date of grant, generally have a maximum duration of five years and become exercisable in annual installments over a three-year period following date of grant.

During the year ended December 31, 2012, 2011 and 2010, the company recognized \$14.3 million, \$13.9 million and \$9.4 million of share-based compensation expense, which is comprised of \$5.4 million, \$4.9 million and \$3.9 million of restricted stock unit expense and \$8.9 million, \$9.0 million and \$5.5 million of stock option expense, respectively.

For stock options, the fair value is estimated at the date of grant using a Black-Scholes option pricing model. Principal assumptions used are as follows: (a) expected volatility for the company's stock price is based on historical volatility and implied market volatility, (b) historical exercise data is used to estimate the options' expected term, which represents the period of time that the options granted are expected to be outstanding, and (c) the risk-free interest rate is the rate on zero-coupon U.S. government issues with a remaining term equal to the expected life of the options. The company recognizes compensation expense for the fair value of stock options, which have graded vesting, on the straight-line basis over the requisite service period of the awards. The compensation expense recognized as of any date must be at least equal to the portion of the grant-date fair value that is vested at that date.

The fair value of stock option awards was estimated using the Black-Scholes option pricing model with the following assumptions and weighted-average fair values as follows:

Year Ended December 31	2012	2011	2010
Weighted-average fair value of grant	\$ 9.73	\$ 20.10	\$ 17.83
Risk-free interest rate	.54%	1.71%	1.74%
Expected volatility	71.29%	71.31%	72.20%
Expected life of options in years	3.65	3.62	3.63
Expected dividend yield	—	—	—

A summary of stock option activity for the year ended December 31, 2012 follows (shares in thousands):

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (\$ in millions)
Outstanding at December 31, 2011	2,707	\$ 56.81		
Granted	685	19.48		
Exercised	(67)	6.03		
Forfeited and expired	(559)	121.66		
Outstanding at December 31, 2012	2,766	35.50	2.36	\$ 5.9
Expected to vest at December 31, 2012	1,186	27.64	3.52	–
Exercisable at December 31, 2012	1,548	41.79	1.44	\$ 5.9

The aggregate intrinsic value represents the total pretax value of the difference between the company's closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock options that would have been received by the option holders had all option holders exercised their options on December 31, 2012. The intrinsic value of the company's stock options changes based on the closing price of the company's stock. The total intrinsic value of options exercised for the years ended December 31, 2012, 2011 and 2010 was \$0.9 million, \$4.4 million and \$5.9 million, respectively. As of December 31, 2012, \$5.8 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.3 years.

Restricted stock unit awards may contain time-based units, performance-based units or a combination of both. Each performance-based unit will vest into zero to 1.5 shares depending on the degree to which the performance goals are met. Compensation expense resulting from these awards is recognized as expense ratably for each installment from the date of grant until the date the restrictions lapse and is based on the fair market value at the date of grant and the probability of achievement of the specific performance-related goals.

A summary of restricted stock unit activity for the year ended December 31, 2012 follows (shares in thousands):

	Restricted Stock Units	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2011	384	\$ 32.39
Granted	171	19.39
Vested	(171)	24.21
Forfeited and expired	(23)	26.67
Outstanding at December 31, 2012	361	25.12

The fair value of restricted stock units is determined based on the trading price of the company's common shares on the date of grant. The aggregate weighted-average grant-date fair value of restricted stock units granted during the years ended December 31, 2012, 2011 and 2010 was \$3.3 million, \$11.3 million and \$7.7 million, respectively. As of December 31, 2012, there was \$2.9 million of total unrecognized compensation cost related to outstanding restricted stock units granted under the company's plans. That cost is expected to be recognized over a weighted-average period of 1.8 years. The aggregate weighted-average grant-date fair value of restricted share units vested during the years ended December 31, 2012, 2011 and 2010 was \$4.1 million, \$5.7 million and \$4.2 million, respectively.

Common stock issued upon exercise of stock options or upon lapse of restrictions on restricted stock units is newly issued shares. Cash received from the exercise of stock options was \$0.4 million and \$1.4 million for the years ended December 31, 2012 and 2011, respectively. During 2012 and 2011, the company did not recognize any tax benefits from the exercise of stock options or upon issuance of stock upon lapse of restrictions on restricted stock units because of its tax position. Any such tax benefits resulting from tax deductions in excess of the compensation costs recognized are classified as financing cash flows.

**Defined contribution and compensation plans** U.S. employees are eligible to participate in an employee savings plan. Under this plan, employees may contribute a percentage of their pay for investment in various investment alternatives. Effective January 1, 2011, the company reinstated a company match to the U.S. employee savings plan, which had been suspended effective January 1, 2009. The company matches 50 percent of the first 6 percent of eligible pay contributed by participants to the plan on a before-tax basis (subject to IRS limits). In 2012, the company funded the match with a combination of cash and company common stock. In 2011, the company funded the match entirely with the company's common stock. The charge to income related to the company match for the years ended December 31, 2012, 2011 and 2010, was \$12.1 million, \$12.5 million and zero, respectively.

The company has defined contribution plans in certain locations outside the United States. The charge to income related to these plans was \$30.0 million, \$33.7 million and \$28.7 million, for the years ended December 31, 2012, 2011 and 2010, respectively.

The company has non-qualified compensation plans, which allow certain highly compensated employees and directors to defer the receipt of a portion of their salary, bonus and fees. Participants can earn a return on their deferred balance that is based on hypothetical investments in various investment vehicles. Changes in the market value of these investments are reflected as an adjustment to the liability with an offset to expense. As of December 31, 2012 and 2011, the liability to the participants of these plans was \$11.5 million and \$12.0 million, respectively. These amounts reflect the accumulated participant deferrals and earnings thereon as of that date. The company makes no contributions to the deferred compensation plans and remains contingently liable to the participants.

**Retirement benefits** For the company's more significant defined benefit pension plans, including the U.S. and the U.K., accrual of future benefits under the plans has ceased.

Retirement plans' funded status and amounts recognized in the company's consolidated balance sheets at December 31, 2012 and 2011 follow:

December 31 (millions)	U.S. Plans		International Plans	
	2012	2011	2012	2011
<b>Change in projected benefit obligation</b>				
Benefit obligation at beginning of year	\$ 5,154.8	\$ 4,862.6	\$ 2,560.1	\$ 2,450.6
Service cost	–	–	8.6	10.7
Interest cost	252.9	264.0	113.1	126.4
Plan participants' contributions	–	–	3.0	3.4
Plan amendment	–	–	(13.2)	–
Plan curtailment	–	–	(5.7)	(6.0)
Actuarial loss	585.2	373.7	279.8	94.8
Benefits paid	(346.1)	(345.5)	(100.2)	(90.9)
Foreign currency translation adjustments	–	–	99.9	(28.9)
<b>Benefit obligation at end of year</b>	<b>\$ 5,646.8</b>	<b>\$ 5,154.8</b>	<b>\$ 2,945.4</b>	<b>\$ 2,560.1</b>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year	\$ 3,558.7	\$ 3,899.9	\$ 2,115.8	\$ 2,066.0
Actual return on plan assets	455.7	(3.1)	211.4	87.9
Employer contribution	118.4	7.4	83.1	75.3
Plan participants' contributions	–	–	3.0	3.4
Benefits paid	(346.1)	(345.5)	(100.2)	(90.9)
Foreign currency translation adjustments	–	–	86.1	(25.9)
<b>Fair value of plan assets at end of year</b>	<b>\$ 3,786.7</b>	<b>\$ 3,558.7</b>	<b>\$ 2,399.2</b>	<b>\$ 2,115.8</b>
<b>Funded status at end of year</b>	<b>\$ (1,860.1)</b>	<b>\$ (1,596.1)</b>	<b>\$ (546.2)</b>	<b>\$ (444.3)</b>
<b>Amounts recognized in the consolidated balance sheets consist of:</b>				
Prepaid postretirement assets	\$ –	\$ –	\$ 2.5	\$ 43.2
Other accrued liabilities	(7.3)	(7.3)	(.2)	(.2)
Long-term postretirement liabilities	(1,852.8)	(1,588.8)	(548.5)	(487.3)
<b>Total funded status</b>	<b>\$ (1,860.1)</b>	<b>\$ (1,596.1)</b>	<b>\$ (546.2)</b>	<b>\$ (444.3)</b>
<b>Accumulated other comprehensive loss, net of tax</b>				
Net loss	\$ 3,201.9	\$ 2,910.8	\$ 856.9	\$ 679.6
Prior service cost (credit)	\$ 2.1	\$ 2.8	\$ (11.9)	\$ (1.4)
<b>Accumulated benefit obligation</b>	<b>\$ 5,646.8</b>	<b>\$ 5,154.8</b>	<b>\$ 2,934.2</b>	<b>\$ 2,527.8</b>

Information for defined benefit retirement plans with an accumulated benefit obligation in excess of plan assets at December 31, 2012 and 2011 follows:

December 31 (millions)	2012	2011
Accumulated benefit obligation	\$ 7,645.6	\$ 7,279.4
Fair value of plan assets	5,247.8	5,201.1

Information for defined benefit retirement plans with a projected benefit obligation in excess of plan assets at December 31, 2012 and 2011 follows:

December 31 (millions)	2012	2011
Projected benefit obligation	\$ 8,167.4	\$ 7,301.8
Fair value of plan assets	5,758.7	5,218.2

Net periodic pension cost (income) for 2012, 2011 and 2010 includes the following components:

Year ended December 31 (millions)	U.S. Plans			International Plans		
	2012	2011	2010	2012	2011	2010
Service cost	\$ -	\$ -	\$ -	\$ 8.6	\$ 10.7	\$ 14.5
Interest cost	252.9	264.0	276.4	113.1	126.4	119.7
Expected return on plan assets	(285.7)	(337.4)	(365.0)	(136.1)	(135.3)	(129.5)
Amortization of prior service cost	.7	.7	.7	(.5)	(.1)	-
Recognized net actuarial loss	124.0	78.5	54.3	36.9	26.8	26.0
Curtailment gain	-	-	-	(5.7)	-	-
Net periodic pension cost (income)	\$ 91.9	\$ 5.8	\$ (33.6)	\$ 16.3	\$ 28.5	\$ 30.7

Weighted-average assumptions used to determine net periodic pension cost for the years ended December 31 were as follows:

Discount rate	4.96%	5.68%	6.11%	4.65%	5.32%	5.30%
Rate of compensation increase	N/A	N/A	N/A	2.66%	2.93%	3.04%
Expected long-term rate of return on assets	8.00%	8.75%	8.75%	6.59%	6.57%	6.63%

Weighted-average assumptions used to determine benefit obligations at December 31 were as follows:

Discount rate	4.01%	4.96%	5.68%	3.92%	4.65%	5.32%
Rate of compensation increase	N/A	N/A	N/A	2.06%	2.66%	2.93%

The expected pretax amortization in 2013 of net periodic pension cost is as follows: net loss, \$192.4 million; and prior service credit, \$(.9) million. The amortization of these items is recorded as an element of pension expense. In 2012, pension expense included amortization of \$160.9 million of net losses and \$.2 million of prior service cost.

The company's investment policy targets and ranges for each asset category are as follows:

Asset Category	U.S.		Int'l.	
	Target	Range	Target	Range
Equity securities	58%	52-64%	37%	31-43%
Debt securities	36%	33-39%	56%	49-62%
Real estate	6%	3-9%	1%	0-3%
Cash	0%	0-5%	1%	0-5%
Other	0%	0%	5%	0-10%

The company periodically reviews its asset allocation, taking into consideration plan liabilities, local regulatory requirements, plan payment streams and then-current capital market assumptions. The actual asset allocation for each plan is monitored at least quarterly, relative to the established policy targets and ranges. If the actual asset allocation is close to or out of any of the ranges, a review is conducted. Rebalancing will occur toward the target allocation, with due consideration given to the liquidity of the investments and transaction costs.

The objectives of the company's investment strategies are as follows: (a) to provide a total return that, over the long term, increases the ratio of plan assets to liabilities by maximizing investment return on assets, at a level of risk deemed appropriate, (b) to maximize return on assets by investing primarily in equity securities in the U.S. and for international plans by investing in appropriate asset classes, subject to the constraints of each plan design and local regulations, (c) to diversify investments within asset classes to reduce the impact of losses in single investments, and (d) for the U.S. plan to invest in compliance with the Employee Retirement Income Security Act of 1974 (ERISA), as amended and any subsequent applicable regulations and laws, and for international plans to invest in a prudent manner in compliance with local applicable regulations and laws.

The company sets the expected long-term rate of return based on the expected long-term return of the various asset categories in which it invests. The company considered the current expectations for future returns and the actual historical returns of each asset class. Also, since the company's investment policy is to actively manage certain asset classes where the potential exists to outperform the broader market, the expected returns for those asset classes were adjusted to reflect the expected additional returns.

In 2013, the company expects to make cash contributions of \$146.3 million to its worldwide defined benefit pension plans, which is comprised of \$111.8 million primarily for non-U.S. defined benefit pension plans and \$34.5 million for the company's U.S. qualified defined benefit pension plan.

As of December 31, 2012, the following benefit payments, which reflect expected future service where applicable, are expected to be paid from the defined benefit pension plans:

Year ending December 31 (millions)	U.S.	Int'l.
2013	\$ 363.0	\$ 105.8
2014	362.2	103.7
2015	361.7	106.8
2016	361.9	110.1
2017	362.2	113.1
2018 - 2022	1,800.6	607.9

**Other postretirement benefits** A reconciliation of the benefit obligation, fair value of the plan assets and the funded status of the postretirement benefit plan at December 31, 2012 and 2011, follows:

December 31 (millions)	2012	2011
<b>Change in accumulated benefit obligation</b>		
Benefit obligation at beginning of year	\$ 177.6	\$ 168.5
Service cost	.5	.4
Interest cost	8.7	10.0
Plan participants' contributions	5.3	5.7
Actuarial loss (gain)	10.0	6.5
Federal drug subsidy	2.9	3.0
Benefits paid	(25.7)	(27.5)
Foreign currency translation and other adjustments	1.2	11.0
<b>Benefit obligation at end of year</b>	<b>\$ 180.5</b>	<b>\$ 177.6</b>
<b>Change in plan assets</b>		
Fair value of plan assets at beginning of year	\$ 9.3	\$ 9.0
Actual return on plan assets	.4	.2
Employer contributions	20.4	21.9
Plan participants' contributions	5.3	5.7
Benefits paid	(25.7)	(27.5)
<b>Fair value of plan assets at end of year</b>	<b>\$ 9.7</b>	<b>\$ 9.3</b>
<b>Funded status at end of year</b>	<b>\$ (170.8)</b>	<b>\$ (168.3)</b>
<b>Amounts recognized in the consolidated balance sheets consist of:</b>		
Prepaid postretirement assets	\$ .8	\$ .7
Other accrued liabilities	(19.3)	(21.2)
Long-term postretirement liabilities	(152.3)	(147.8)
<b>Total funded status</b>	<b>\$ (170.8)</b>	<b>\$ (168.3)</b>
<b>Accumulated other comprehensive loss, net of tax</b>		
Net loss	\$ 52.2	\$ 44.7
Prior service cost	4.8	6.6

Net periodic postretirement benefit cost for 2012, 2011 and 2010, follows:

Year ended December 31 (millions)	2012	2011	2010
Service cost	\$ .5	\$ .4	\$ .4
Interest cost	8.7	10.0	10.7
Expected return on assets	(.5)	(.5)	(.5)
Amortization of prior service cost	1.8	1.8	1.4
Recognized net actuarial loss	3.2	4.2	3.7
<b>Net periodic benefit cost</b>	<b>\$ 13.7</b>	<b>\$ 15.9</b>	<b>\$ 15.7</b>
<b>Weighted-average assumptions used to determine net periodic postretirement benefit cost for the years ended December 31 were as follows:</b>			
Discount rate	5.84%	6.42%	6.62%
Expected return on plan assets	6.75%	6.75%	6.75%
<b>Weighted-average assumptions used to determine benefit obligation at December 31 were as follows:</b>			
Discount rate	5.15%	5.84%	6.42%

The expected pretax amortization in 2013 of net periodic postretirement benefit cost is as follows: net loss, \$5.5 million; and prior service cost, \$1.8 million.

The company reviews its asset allocation periodically, taking into consideration plan liabilities, plan payment streams and then-current capital market assumptions. The company sets the long-term expected return on asset assumption, based principally on the long-term expected return on debt securities. These return assumptions are based on a combination of current market conditions, capital market expectations of third-party investment advisors and actual historical returns of the asset classes.

In 2013, the company expects to contribute approximately \$20 million to its postretirement benefit plan.

Assumed health care cost trend rates at December 31	2012	2011
Health care cost trend rate assumed for next year	6.6%	7.3%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.8%	5.0%
Year that the rate reaches the ultimate trend rate	2023	2017

A one-percentage-point change in assumed health care cost trend rates would have the following effects (in millions of dollars):

	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on service and interest cost	\$ .3	\$ (.2)
Effect on postretirement benefit obligation	4.4	(5.6)

As of December 31, 2012, the following benefits are expected to be paid to or from the company's postretirement plan:

Year ending December 31 (millions)	Gross Medicare Part D Receipts	Gross Expected Payments
2013	\$ 2.0	\$ 24.6
2014	1.9	21.9
2015	1.7	21.6
2016	1.6	20.7
2017	1.4	19.8
2018 - 2022	3.8	60.6

The following provides a description of the valuation methodologies and the levels of inputs used to measure fair value, and the general classification of investments in the company's U.S. and international defined benefit pension plans, and the company's other postretirement benefit plan.

Level 1 – These investments include cash, common stocks, real estate investment trusts, exchange traded funds, exchange traded futures, and U.S. and U.K. government securities. These investments are valued using quoted prices in an active market. Payables and receivables are also included as Level 1 investments and are valued at face value.

Level 2 – These investments include the following:

Pooled Funds – These investments are comprised of money market funds and fixed income securities. The money market funds are valued at Net Asset Value (NAV) of shares held by the plans at year-end. NAV is a practical expedient for fair value. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding. The fixed income securities are valued based on quoted prices for identical or similar investments in markets that may not be active.

Commingled Funds – These investments are comprised of debt, equity and other securities and are valued using the NAV provided by trustees of the funds. The NAV is quoted on a private market that is not active. The unit price is based on underlying investments which are traded on markets that may or may not be active.

Other Fixed Income – These investments are comprised of corporate and government fixed income investments and asset and mortgage backed securities for which there are quoted prices for identical or similar investments in markets that may not be active.

Derivatives – These investments include forward exchange contracts and options, which are traded on an active market, but not on an exchange; therefore, the inputs may not be readily observable. These investments also include fixed income futures and other derivative instruments.

Level 3 – These investments include the following:

Real Estate and Private Equity – These investments represent interests in limited partnerships which invest in privately held companies or privately held real estate assets. Due to the nature of these investments, pricing inputs are not readily observable. Asset valuations are developed by the general partners that manage the partnerships. These valuations are based on property appraisals, utilization of market transactions that provide valuation information for comparable companies, discounted cash flows, and other methods. These valuations are reported quarterly and adjusted as necessary at year end based on cash flows within the most recent period.

Insurance Contracts – These investments are insurance contracts which are generally invested in fixed income securities. The insurance contracts are carried at book value and adjusted to fair value based on a market value adjustment (MVA) formula determined by the insurance provider. The MVA formula is based on unobservable inputs, which among other items take into consideration the yield earned by contributions during a specified time period, current bond yields and duration. Similar to bonds, as interest rates rise, the market value of the contracts will decrease and as interest rates decline, the market value will increase.

Commingled Funds – These investments are commingled funds, which include a fund of hedge funds, and a multi-asset fund. The NAV is quoted on a private market that is not active. The unit price is based on underlying investments, which are valued based on unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the plans' assets (liabilities) at fair value at December 31, 2012.

December 31, 2012 (millions)	U.S. Plans				International Plans			
	Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
<i>Pension plans</i>								
<i>Equity Securities</i>								
Common Stocks	\$ 1,760.8	\$ 1,760.8			\$ 1.9	\$ 1.9		
Commingled Funds	426.1		\$ 426.1		885.8		\$ 885.8	
<i>Debt Securities</i>								
U.S. and U.K. Govt. Securities	145.9	145.9						
Other Fixed Income	983.9		983.9		264.0		264.0	
Insurance Contracts	90.9			\$ 90.9	146.7			\$ 146.7
Commingled Funds					886.8		886.8	
<i>Real Estate</i>								
Real Estate Investment Trusts	134.4	134.4			.9	.9		
Real Estate	34.8			34.8	31.1			31.1
<i>Other</i>								
Derivatives	(5.2)	(3.5)	(1.7)		35.4		35.4	
Private Equity	20.8			20.8				
Commingled Funds	91.3		91.3		130.2		72.1	58.1
Pooled Funds	190.2		190.2		1.7		1.7	
Cash	4.8	4.8			14.7	14.7		
Receivables	47.9	47.9						
Payables	(139.9)	(139.9)						
Total	\$ 3,786.7	\$ 1,950.4	\$ 1,689.8	\$ 146.5	\$ 2,399.2	\$ 17.5	\$ 2,145.8	\$ 235.9
<i>Other postretirement plans</i>								
Insurance Contracts	\$ 7.9			\$ 7.9				
Exchange Traded Fund – Bond	1.4	\$ 1.4						
Pooled Funds	.4		\$ .4					
Total	\$ 9.7	\$ 1.4	\$ .4	\$ 7.9				

The following table sets forth by level, within the fair value hierarchy, the plans' assets (liabilities) at fair value at December 31, 2011.

December 31, 2011 (millions)	U.S. Plans				International Plans			
	Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
<b>Pension plans</b>								
<b>Equity Securities</b>								
Common Stocks	\$ 1,627.2	\$ 1,627.2			\$ 4.9	\$ 4.9		
Commingled Funds	394.2		\$ 394.2		783.4		\$ 783.4	
<b>Debt Securities</b>								
U.S. and U.K. Govt. Securities	170.0	170.0						
Other Fixed Income	929.7		929.7		242.5		242.5	
Insurance Contracts	79.6			\$ 79.6	145.5			\$ 145.5
Commingled Funds					799.9		799.9	
<b>Real Estate</b>								
Real Estate Investment Trusts	99.8	99.8			.4	.4		
Real Estate	33.7			33.7	29.0			29.0
<b>Other</b>								
Derivatives	10.4	3.9	6.5		24.7		24.7	
Private Equity	45.6			45.6				
Commingled Funds	83.6		83.6		60.4		49.9	10.5
Pooled Funds	165.5		165.5		3.7		3.7	
Cash	.3	.3			21.4	21.4		
Receivables	86.9	86.9						
Payables	(167.8)	(167.8)						
<b>Total</b>	<b>\$ 3,558.7</b>	<b>\$ 1,820.3</b>	<b>\$ 1,579.5</b>	<b>\$ 158.9</b>	<b>\$ 2,115.8</b>	<b>\$ 26.7</b>	<b>\$ 1,904.1</b>	<b>\$ 185.0</b>
<b>Other postretirement plans</b>								
Insurance Contracts	\$ 7.5			\$ 7.5				
Exchange Traded Fund – Bond	1.4	\$ 1.4						
Pooled Funds	.4		\$ .4					
<b>Total</b>	<b>\$ 9.3</b>	<b>\$ 1.4</b>	<b>\$ .4</b>	<b>\$ 7.5</b>				

The following table sets forth a summary of changes in the fair value of the plans' Level 3 assets for the year ended December 31, 2012.

(millions)	January 1, 2012	Realized gains (losses)	Purchases or acquisitions	Sales or dispositions	Currency and unrealized gains (losses) relating to instruments still held at December 31, 2012	December 31, 2012
<b>U.S. plans</b>						
<b>Pension plan</b>						
Real Estate	\$ 33.7	\$ .3		\$ (1.2)	\$ 2.0	\$ 34.8
Private Equity	45.6	7.3	\$ .3	(26.7)	(5.7)	20.8
Insurance Contracts	79.6	–	7.6	–	3.7	90.9
<b>Total</b>	<b>\$ 158.9</b>	<b>\$ 7.6</b>	<b>\$ 7.9</b>	<b>\$ (27.9)</b>	<b>\$ –</b>	<b>\$ 146.5</b>
<b>Other postretirement plans</b>						
Insurance Contracts	\$ 7.5	\$ .4	\$ .3	\$ (.3)		\$ 7.9
<b>International pension plans</b>						
Insurance Contracts	\$ 145.5		\$ 5.5	\$ (12.1)	\$ 7.8	\$ 146.7
Real Estate	29.0		.4	–	1.7	31.1
Commingled Funds	10.5		41.7	(.2)	6.1	58.1
<b>Total</b>	<b>\$ 185.0</b>		<b>\$ 47.6</b>	<b>\$ (12.3)</b>	<b>\$ 15.6</b>	<b>\$ 235.9</b>

The following table sets forth a summary of changes in the fair value of the plans' Level 3 assets for the year ended December 31, 2011.

(millions)	January 1, 2011	Realized gains (losses)	Purchases or acquisitions	Sales or dispositions	Currency and unrealized gains (losses) relating to instruments still held at December 31, 2011	December 31, 2011
<b>U.S. plans</b>						
<i>Pension plan</i>						
Real Estate	\$ 32.1	\$ .3		\$ (1.3)	\$ 2.6	\$ 33.7
Private Equity	56.9	10.0		(27.3)	6.0	45.6
Insurance Contracts	70.3	—	\$ 7.7	—	1.6	79.6
Total	\$ 159.3	\$ 10.3	\$ 7.7	\$ (28.6)	\$ 10.2	\$ 158.9
<i>Other postretirement plans</i>						
Insurance Contracts	\$ 7.4	\$ .1	\$ .5	\$ (.5)		\$ 7.5
<b>International pension plans</b>						
Insurance Contracts	\$ 152.6		\$ 4.9	\$ (11.8)	\$ (.2)	\$ 145.5
Real Estate	28.1		1.1	(.7)	.5	29.0
Commingled Funds	9.2		1.3	(.2)	.2	10.5
Total	\$ 189.9		\$ 7.3	\$ (12.7)	\$ .5	\$ 185.0

### 17. Stockholders' equity

The company has 100 million authorized shares of common stock, par value \$.01 per share, and 40 million shares of authorized preferred stock, par value \$1 per share, issuable in series.

At December 31, 2012, 20.5 million shares of unissued common stock of the company were reserved for stock-based incentive plans and convertible preferred stock.

On February 28, 2011, the company sold 2,587,500 shares of 6.25% mandatory convertible preferred stock for net proceeds of \$249.7 million. Each share of mandatory convertible preferred stock will automatically convert on March 1, 2014 into between 2.1899 and 2.6717 shares of the company's common stock, subject to adjustment, depending on the volume weighted average price per share of the company's common stock over the 20 consecutive trading days ending on the third trading day immediately preceding the mandatory conversion date. At any time prior to March 1, 2014, holders may elect to convert all or a portion of their shares of the mandatory convertible preferred stock at the minimum conversion rate of 2.1899 shares of the company's common stock, subject to adjustment.

The company pays dividends on each share of the mandatory convertible preferred stock on a cumulative basis at an annual rate of 6.25% on the initial liquidation preference of \$100 per share (equivalent to \$6.25 per year per share). Dividends accrue and accumulate from the date of issuance and, to the extent the company has lawfully available funds to pay dividends and the company's Board of Directors or an authorized committee of the Board of Directors declares a dividend payable, the company will pay dividends on March 1, June 1, September 1 and December 1 of each year prior to March 1, 2014 in cash and on March 1, 2014 or any earlier conversion date in cash, shares of the company's common stock, or a combination thereof, at the company's election. The annualized dividend on the mandatory convertible preferred stock is approximately \$16.2 million until conversion.

In December 2012, the company's Board of Directors authorized the company to purchase up to an aggregate of \$50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014. Under the authorization, the company can repurchase shares in the open market, which may include the use of 10b5-1 plans, or through privately negotiated transactions. The timing of repurchases, if any, will depend upon several factors, including market and business conditions. Share repurchases may be suspended or discontinued at any time. As of December 31, 2012, no shares have been purchased.

Accumulated other comprehensive income (loss) as of December 31, 2012, 2011 and 2010, is as follows:

(millions)	Total	Translation Adjustments	Postretirement Plans
Balance at December 31, 2009	\$(3,013.5)	\$ (629.9)	\$ (2,383.6)
Change during period	85.2	25.7	59.5
Balance at December 31, 2010	(2,928.3)	(604.2)	(2,324.1)
Change during period	(772.6)	(44.9)	(727.7)
Balance at December 31, 2011	(3,700.9)	(649.1)	(3,051.8)
Change during period	(432.7)	14.8	(447.5)
Balance at December 31, 2012	\$(4,133.6)	\$ (634.3)	\$ (3,499.3)

The following table summarizes the changes in preferred stock, common stock and treasury stock during the three years ended December 31, 2012:

(millions)	Preferred Stock	Common Stock	Treasury Stock
Balance at December 31, 2009	–	42.5	.2
Stock-based compensation	–	.4	.1
Balance at December 31, 2010	–	42.9	.3
Stock-based compensation	–	.9	–
Sale of preferred stock	2.6	–	–
Balance at December 31, 2011	2.6	43.8	.3
Stock-based compensation	–	.5	.1
Balance at December 31, 2012	2.6	44.3	.4

## Report of Management on the Financial Statements

The management of the company is responsible for the integrity of its financial statements. These statements have been prepared in conformity with U.S. generally accepted accounting principles and include amounts based on the best estimates and judgments of management. Financial information included elsewhere in this report is consistent with that in the financial statements.

KPMG LLP, an independent registered public accounting firm, has audited the company's financial statements. Its accompanying report is based on an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States).

The Board of Directors, through its Audit Committee, which is composed entirely of independent directors, oversees management's responsibilities in the preparation of the financial statements and selects the independent registered public accounting firm, subject to stockholder ratification. The Audit Committee meets regularly with the independent registered public accounting firm, representatives of management, and the internal auditors to review the activities of each and to assure that each is properly discharging its responsibilities. To ensure complete independence, the internal auditors and representatives of KPMG LLP have full access to meet with the Audit Committee, with or without management representatives present, to discuss the results of their audits and their observations on the adequacy of internal controls and the quality of financial reporting.



J. Edward Coleman  
Chairman of the Board and  
Chief Executive Officer



Janet Brutschea Haugen  
Senior Vice President and  
Chief Financial Officer

# Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Unisys Corporation:

We have audited the accompanying consolidated balance sheets of Unisys Corporation and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, deficit and cash flows for each of the years in the three-year period ended December 31, 2012. We also have audited Unisys Corporation's internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Unisys Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Unisys Corporation and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Unisys Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP  
Philadelphia, Pennsylvania  
February 22, 2013

## Report of Management on Internal Control Over Financial Reporting

The management of the company is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of the company's internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, we concluded that the company maintained effective internal control over financial reporting as of December 31, 2012, based on the specified criteria.

KPMG LLP, an independent registered public accounting firm, has audited the company's internal control over financial reporting as of December 31, 2012, as stated in their report that appears on the preceding page.



J. Edward Coleman  
Chairman of the Board and  
Chief Executive Officer



Janet Brutschea Haugen  
Senior Vice President and  
Chief Financial Officer

# Unisys Corporation

## Supplemental Financial Data (Unaudited)

### Quarterly financial information

(millions, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
<b>2012</b>					
Revenue	\$ 928.4	\$ 921.3	\$ 877.4	\$ 979.3	\$3,706.4
Gross profit	225.8	243.2	218.6	285.9	973.5
Income before income taxes	41.9	75.2	27.6	109.4	254.1
Net income (loss) attributable to Unisys Corporation common shareholders	13.4	46.6	(12.4)	81.8	129.4
Earnings (loss) per common share attributable to Unisys Corporation					
Basic	.31	1.06	(.28)	1.86	2.95
Diluted	.30	.99	(.28)	1.67	2.84
Market price per share	– high	21.74	20.98	22.87	22.28
	– low	17.50	14.40	16.25	15.04
<b>2011</b>					
Revenue	\$ 911.2	\$ 937.2	\$ 1,020.1	\$ 985.3	\$3,853.8
Gross profit	208.2	213.7	284.8	280.3	987.0
Income (loss) before income taxes	(7.8)	(14.6)	117.1	111.3	206.0
Net income (loss) attributable to Unisys Corporation common shareholders	(40.8)	(11.6)	78.6	94.3	120.5
Earnings (loss) per common share attributable to Unisys Corporation					
Basic	(.95)	(.27)	1.82	2.17	2.79
Diluted	(.95)	(.27)	1.63	1.94	2.71
Market price per share	– high	41.32	33.14	26.86	27.43
	– low	25.33	24.05	15.00	13.77

*In the first, second and third quarters of 2012, the company recorded pretax losses on debt extinguishment of \$7.2 million, \$3 million, and \$23.1 million, respectively. In the first, second, third and fourth quarters of 2011, the company recorded pretax losses on debt extinguishment of \$31.8 million, \$45.7 million, \$1 million, and \$7.6 million, respectively. The individual quarterly per-share amounts may not total to the per-share amount for the full year because of accounting rules governing the computation of earnings per share. Market prices per share are as quoted on the New York Stock Exchange composite listing.*

## Five-year summary of selected financial data

(dollars in millions, except per share data)

	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2010	2009	2008 <sup>(2)</sup>
<b>Results of operations</b>					
Revenue	\$ 3,706.4	\$ 3,853.8	\$ 4,019.6	\$ 4,385.7	\$ 4,954.9
Operating income	319.2	324.6	375.7	330.0	2.1
Income (loss) from continuing operations before income taxes	254.1	206.0	222.9	218.2	(97.6)
Net income attributable to noncontrolling interests	11.2	7.2	5.2	3.7	12.4
Net income (loss) attributable to Unisys Corporation common shareholders	129.4	120.5	236.1	189.3	(130.1)
<b>Earnings (loss) per common share from continuing operations</b>					
Basic	2.95	2.79	3.74	4.38	(4.20)
Diluted	2.84	2.71	3.67	4.32	(4.20)
<b>Financial position</b>					
Total assets	\$ 2,420.4	\$ 2,612.2	\$ 3,020.9	\$ 2,956.9	\$ 2,824.1
Long-term debt	210.0	358.8	823.2	845.9	1,059.1
Deficit	(1,588.7)	(1,311.0)	(933.8)	(1,271.7)	(1,423.8)
<b>Other data</b>					
Capital additions of properties	\$ 40.1	\$ 42.2	\$ 64.1	\$ 45.9	\$ 76.9
Capital additions of outsourcing assets	36.1	40.5	83.2	97.8	133.1
Investment in marketable software	56.4	51.7	55.8	57.6	84.5
<b>Depreciation and amortization</b>					
Properties	54.7	66.4	75.8	96.9	105.7
Outsourcing assets	57.9	62.7	111.9	151.0	162.6
Amortization of marketable software	62.0	65.7	62.9	104.6	149.7
Common shares outstanding (millions)	44.0	43.4	42.6	42.3	37.0
Stockholders of record (thousands)	17.0	18.6	19.1	19.9	20.6
Employees (thousands)	22.8	22.7	22.9	25.6	29.0

(1) Includes pretax losses on debt extinguishment of \$30.6 million and \$85.2 million for the years ended December 31, 2012 and 2011, respectively.

(2) Includes pretax cost-reduction and other charges of \$103.1 million for the year ended December 31, 2008.

## SUBSIDIARIES OF THE REGISTRANT

Unisys Corporation, the registrant, a Delaware company, has no parent. The registrant has the following subsidiaries:

<u>Name of Company</u>	<u>State or Other Jurisdiction Under the Laws of Which Organized</u>
Unisys Limited	United Kingdom
Intelligent Processing Solutions Limited	United Kingdom
Unisys Brazil LTDA	Brazil

Pursuant to Item 601(b)(21)(ii) of Regulation S-K, subsidiaries of the Company have been omitted which, considered in the aggregate as a single subsidiary, would not have constituted a significant subsidiary (as defined in Rule 1-02(w) of Regulation S-X) as of December 31, 2012.

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Unisys Corporation:

We consent to the incorporation by reference in the Registration Statements (No. 333-51887, 333-73399, 333-40012, 333-103324, 333-114718, 333-145429, 333-156569, 333-171004, 333-171005) on Form S-8 and in the Registration Statements (No. 333-155735, 333-161905, 333-181874) on Form S-3 and in the Registration Statement (No. 333-74745) on Form S-4 of Unisys Corporation of our report dated February 22, 2013, with respect to the consolidated balance sheets of Unisys Corporation as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, deficit and cash flows for each of the years in the three year period ended December 31, 2012, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2012, which report appears or is incorporated by reference in the December 31, 2012 Annual Report on Form 10-K of Unisys Corporation.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 22, 2013

POWER OF ATTORNEY  
Unisys Corporation  
Annual Report on Form 10-K  
for the year ended December 31, 2012

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby make, constitute and appoint J. EDWARD COLEMAN, JANET BRUTSCHEA HAUGEN and NANCY STRAUS SUNDHEIM, and each one of them severally, his true and lawful attorneys-in-fact and agents, for such person and in such person's name, place and stead, to sign the Unisys Corporation Annual Report on Form 10-K for the year ended December 31, 2012, and any and all amendments thereto and to file such Annual Report on Form 10-K and any and all amendments thereto with the Securities and Exchange Commission, and does hereby grant unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as said person might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agents and each of them may lawfully do or cause to be done by virtue hereof.

Dated: February 7, 2013

/s/ J. Edward Coleman  
J. Edward Coleman  
Chairman and Chief Executive Officer;  
Director

/s/ Matthew J. Espe  
Matthew J. Espe  
Director

/s/ Alison Davis  
Alison Davis  
Director

/s/ Denise K. Fletcher  
Denise K. Fletcher  
Director

/s/ Nathaniel A. Davis  
Nathaniel A. Davis  
Director

/s/ Leslie F. Kenne  
Leslie F. Kenne  
Director

/s/ James J. Duderstadt  
James J. Duderstadt  
Director

/s/ Lee D. Roberts  
Lee D. Roberts  
Director

/s/ Henry C. Duques  
Henry C. Duques  
Lead Director

/s/ Paul E. Weaver  
Paul E. Weaver  
Director

CERTIFICATION

I, J. Edward Coleman, certify that:

1. I have reviewed this annual report on Form 10-K of Unisys Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2013

/s/ J. Edward Coleman

Name: J. Edward Coleman  
Title: Chairman of the Board and  
Chief Executive Officer

CERTIFICATION

I, Janet Brutschea Haugen, certify that:

1. I have reviewed this annual report on Form 10-K of Unisys Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2013

/s/ Janet Brutschea Haugen  
Name: Janet Brutschea Haugen  
Title: Senior Vice President and  
Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, J. Edward Coleman, Chairman of the Board and Chief Executive Officer of Unisys Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2013

/s/ J. Edward Coleman

J. Edward Coleman  
Chairman of the Board and  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF PERIODIC REPORT

I, Janet Brutschea Haugen, Senior Vice President and Chief Financial Officer of Unisys Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2013

/s/ Janet Brutschea Haugen

Janet Brutschea Haugen  
Senior Vice President and  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.